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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation EDWARD S & WINIFRED G MOSELEY FOUNDATION		A Employer identification number 74-3201002
Number and street (or P.O. box number if mail is not delivered to street address) SEAWARD MGMT LP, 265 FRANKLIN ST 20FL		B Telephone number 617-224-1900
City or town, state, and ZIP code BOSTON, MA 02110-3199		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,948,803.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		501,498.	501,498.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		167,448.			
b Gross sales price for all assets on line 6a 2,708,544.					
7 Capital gain net income (from Part IV, line 2)			167,448.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		668,946.	668,946.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,750.	1,833.		917.
c Other professional fees STMT 3		94,488.	64,893.		29,595.
17 Interest					
18 Taxes STMT 4		11,139.	6,362.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		548.	0.		548.
22 Printing and publications					
23 Other expenses STMT 5		349.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		109,274.	73,088.		31,060.
25 Contributions, gifts, grants paid		861,000.			861,000.
26 Total expenses and disbursements. Add lines 24 and 25		970,274.	73,088.		892,060.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-301,328.			
b Net investment income (if negative, enter -0-)			595,858.		
c Adjusted net income (if negative, enter -0-)				N/A	

5

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	37,724.	32,301.	32,301.
	2 Savings and temporary cash investments	765,724.	583,934.	583,934.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	11,828,331.	12,271,794.	15,106,728.
	c Investments - corporate bonds STMT 8	3,040,321.	2,235,016.	2,281,985.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	546,258.	793,985.	943,855.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	16,218,358.	15,917,030.	18,948,803.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	17,302,381.	17,302,381.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-1,084,023.	-1,385,351.		
30 Total net assets or fund balances	16,218,358.	15,917,030.		
31 Total liabilities and net assets/fund balances	16,218,358.	15,917,030.		

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	16,218,358.
2 Enter amount from Part I, line 27a	2	-301,328.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,917,030.
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	15,917,030.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 2,708,544.		2,541,096.	167,448.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			167,448.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	167,448.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	910,182.	17,298,697.	.052616
2010	916,652.	17,132,845.	.053503
2009	639,325.	15,543,689.	.041131
2008	691,518.	15,146,477.	.045655
2007	749,633.	17,202,809.	.043576

2 Total of line 1, column (d)	2	.236481
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	.047296
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,226,823.
5 Multiply line 4 by line 3	5	862,056.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,959.
7 Add lines 5 and 6	7	868,015.
8 Enter qualifying distributions from Part XII, line 4	8	892,060.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,959.
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	5,959.
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	5,959.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,400.	
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	1,559.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► C. T. BARROW, SEAWARD MGMT LP Telephone no. ► (617) 224-1900 Located at ► 265 FRANKLIN ST 20FL, BOSTON, MA ZIP+4 ► 02110			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER T BARROW	TRUSTEE			
SEAWARD MGMT LP, 265 FRANKLIN ST				
BOSTON, MA 02110	4.00	0.	0.	0.
ROGER D SCOVILLE	TRUSTEE			
SEAWARD MGMT LP, 265 FRANKLIN ST				
BOSTON, MA 02110	2.00	0.	0.	0.
ROBERT G HOWE	TRUSTEE			
311 E. MORSE BLVD, #6-21				
WINTER PARK, FL 32789	7.50	0.	0.	0.
KAY HOWE	TRUSTEE			
311 E. MORSE BLVD, #6-21				
WINTER PARK, FL 32789	7.50	0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services 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	
SEE STATEMENT 10	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,622,763.
b	Average of monthly cash balances	1b	881,626.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,504,389.
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	18,504,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	277,566.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,226,823.
6	Minimum investment return. Enter 5% of line 5	6	911,341.

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	911,341.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,959.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,959.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	905,382.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	905,382.
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	905,382.

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	892,060.
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	892,060.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,959.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	886,101.

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				905,382.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	37,625.			
e From 2011	53,513.			
f Total of lines 3a through e	91,138.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 892,060.				
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				892,060.
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).)	13,322.			13,322.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	77,816.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	77,816.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	24,303.			
d Excess from 2011	53,513.			
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2012)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
(AMESBURY) COMMUNITY ACTION INC 145 ESSEX STREET HAVERHILL, MA 01832	NONE	501(C)(3)	CASE MANAGEMENT & FOOD BANK	20,000.
ANNA JAKUES HOSPITAL 25 HIGHLAND AVENUE NEWBURYPORT, MA 01950	NONE	509(A)(1)	NEW POWER PLANT	10,000.
ANGLICAN DIOCESE NEW ENGLAND 6 ALLENS COURT AMESBURY, MA 01913	NONE	501(C)(3)	THE OUTREACH PROGRAM	15,000.
BEVERLY BOOTSTRAPS 371 CABOT STREET BEVERLY, MA 01915	NONE	501(C)(3)	FOOD & NUTRITION PROGRAM	20,000.
BEVERLY CHILDREN'S LEARNING CENTER, INC 600 CUMMINGS CENTER, SUITE 171X BEVERLY, MA 01915	NONE	501(C)(3)	CLASSROOM CAPITAL NEEDS	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				861,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0

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		X
	(2) Other assets		X
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

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

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here    **TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>E.H. Kfoury CPA</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	E.H.KFOURY, CPA	E.H.KFOURY, CPA	08/08/13		P00004533
	Firm's name ▶ EARLENE D BAKERMAN CPA			Firm's EIN ▶ 22-2674480	
	Firm's address ▶ 865 TURNPIKE STREET NORTH ANDOVER, MA 01845-6139			Phone no. 978-691-5115	

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	2900 CONOCOPHILLIPS	P	07/12/06	08/09/12
b	7400 STAPLES INC	P	07/30/08	11/21/12
c	1500 PROCTER & GAMBLE	P	07/12/06	11/21/12
d	1000 TEVA PHARMACEUTICAL INDS LTD	P	02/25/10	11/21/12
e	2000 TEVA PHARMACEUTICAL INDS LTD	P	10/14/09	11/21/12
f	250000 DUKE ENERGY CORP	P	12/23/08	11/30/12
g	200000 DISNEY WALT CO 12/1/12	P	10/28/08	12/01/12
h	250000 GENERAL DYNAMICS CORP	P	03/13/07	12/07/12
i	13333 ABVIE INC	P	07/12/06	01/23/13
j	250000 GENERAL ELECTRIC CO	P	07/31/08	02/01/13
k	100000 PEPSICO INC	P	10/23/08	02/15/13
l	1000 CHECK POINT SOFTWARE	P	12/19/11	04/25/13
m	2500 CHECK POINT SOFTWARE	P	12/24/09	04/25/13
n	2000 PROCTER & GAMBLE	P	07/12/06	04/25/13
o	200000 EMERSON ELEC CO	P	07/31/08	05/01/13

(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 165,844.		150,852.	14,992.
b 85,858.		167,706.	-81,848.
c 101,889.		85,380.	16,509.
d 39,326.		60,180.	-20,854.
e 78,652.		101,657.	-23,005.
f 250,000.		262,768.	-12,768.
g 200,000.		200,000.	0.
h 281,648.		255,398.	26,250.
i 497,428.		309,297.	188,131.
j 250,000.		252,255.	-2,255.
k 100,000.		97,636.	2,364.
l 44,881.		54,598.	-9,717.
m 112,202.		85,294.	26,908.
n 153,251.		113,840.	39,411.
o 200,000.		199,412.	588.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,992.
b			-81,848.
c			16,509.
d			-20,854.
e			-23,005.
f			-12,768.
g			0.
h			26,250.
i			188,131.
j			-2,255.
k			2,364.
l			-9,717.
m			26,908.
n			39,411.
o			588.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

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	4000 ABB LTD	P	07/18/08	05/15/13
b	500 EXXON MOBIL CORP	P	07/12/06	05/31/13
c	BANK OF AMERICA CLASS ACTION PROCEEDS	P		12/03/12
d	FROM K-1 KINDER MORGAN	P		
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 89,086.		112,918.	-23,832.
b 45,874.		31,905.	13,969.
c 43.			43.
d 334.			334.
e 12,228.			12,228.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-23,832.
b			13,969.
c			43.
d			334.
e			12,228.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	167,448.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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
BIG BROTHERS BIG SISTERS OF BATH/BRUNSWICK 85 MAINE STREET BRUNSWICK, ME 04011	NONE	501(C)(3)	BBBS SCHOOL-BASED MENTORING PROGRAM	5,000.
BOAT CAMP NATURE SCHOOL 54 MERRIMAC STREET NEWBURYPORT, MA 01950	NONE	501(C)(3)	BOAT CAMP	4,000.
BOYS AND GIRLS CLUB OF LOWER MERRIMACK VALLEY 18 MAPLE STREET SALISBURY, MA 01952	NONE	501(C)(3)	AFTER SCHOOL ENRICHMENT PROGRAM	35,000.
BOYS AND GIRLS CLUB OF GREATER HAVERHILL 55 EMERSON STREET HAVERHILL, MA 01830	NONE	501(C)(3)	SUMMER PROGRAM AT CAMP TASKER	5,000.
ENDICOTT COLLEGE 376 HALE STREET BEVERLY, MA 01915	NONE	509(A)(1)	KEYS TO DEGREES: EDUCATING TWO GENERATIONS TOGETHER	30,000.
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET, SUITE 101 DANVERS, MA 09123	NONE	501(C)(3)	YOUTH AT RISK CONFERENCE 2013	5,000.
GREATER LAWRENCE COMMUNITY ACTION COUNCIL, INC 305 ESSEX STREET LAWRENCE, MA 01841	NONE	501(C)(3)	MICHAEL B. CHRISTENSEN COMMUNITY AND FAMILY SUPPORT CENTER	10,000.
GREATER LAWRENCE FAMILY HEALTH CENTER 34 HAVERHILL STREET LAWRENCE, MA 01841	NONE	501(C)(3)	LAWRENCE FAMILY MEDICAL RESIDENCY (LFMR)	30,000.
HAWC - HEALING ABUSE WORKING FOR CHANGE 27 CONGRESS STREET, SUITE 201 SALEM, MA 01970	NONE	501(C)(3)	PARENT CHILD TRAUMA RECOVERY PROGRAM (PCTRP)	50,000.
IRONSTONE FARM (CHALLENGE UNLIMITED) 450 LOWELL STREET ANDOVER, MA 01810	NONE	501(C)(3)	HAVERHILL ALTERNATE SCHOOL PROGRAM	5,000.
Total from continuation sheets				786,000.

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

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
JOURNEYS OF HOPE INC P.O. BOX 937 SALEM, MA 01970	NONE	501(C)(3)	HOMELESS YOUTH DAY PROGRAM	20,000.
KIPP MA 25 BESSOM STREET LYNN, MA 01902	NONE	501(C)(3)	MORE TIME PROGRAM	50,000.
LA VIDA INC 40 GREEN STREET LYNN, MA 01902	NONE	501(C)(3)	LA VIDA SCHOLARS	20,000.
LAWRENCE COMMUNITY WORKS 168 NEWBURY STREET LAWRENCE, MA 01841	NONE	501(C)(3)	MOVEMENT CITY YOUTH NETWORK - LEADING MOVEMENT	15,000.
LAWRENCE FAMILY DEVELOPMENT & EDUCATION FUND, INC 34 WEST STREET LAWRENCE, MA 01841	NONE	501(C)(3)	YOUTH-BUILD PROGRAM	40,000.
LAZARUS HOUSE P.O. BOX 408 LAWRENCE, MA 01842	NONE	501(C)(3)	CAMPAIGN FOR DIGNITY: HELPING THE PEOPLE SERVED BY LAZARUS HOUSE MINISTRIES	15,000.
NORTH SHORE RAPE & CRISIS CENTER ZERO CENTENNIAL DRIVE PEABODY, MA 01960	NONE	501(C)(3)	RAPE AND CRISIS CENTER	20,000.
NORTEHRN ESSEX COMMUNITY COLLEGE 100 ELLIOTT STREET HAVERHILL, MA 01830	NONE	501(C)(3)	STEM COLLEGE FOR KIDS	10,000.
NORTH SHORE COMMUNITY MEDIATION CENTER 100 CUMMINGS CENTER, SUITE 307-J BEVERLY, MA 01915	NONE	501(C)(3)	PEER MEDIATION AND CONFLICT RESOLUTION	7,500.
NOTRE DAME CRISTO REY HIGH SCHOOL 303 HAVERHILL STREET LAWRENCE, MA 01840	NONE	501(C)(3)	COLLEGE COUNSELING PROGRAM	30,000.
Total from continuation sheets				

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

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
OUR NEIGHBORS' TABLE P.O. BOX 592, 145 MAIN STREET AMESBURY, MA 01913	NONE	501(C)(3)	FOOD PANTRY PROGRAMS	10,000.
PETTENGILL HOUSE INC P.O. BOX 5551, 13 LAFAYETTE RD SALISBURY, MA 01952	NONE	501(C)(3)	SUPPORT AND EMPOWER LOW INCOME AND AT-RISK CHILDREN AND THEIR FAMILIES THAT LIVE IN THE GREATER	40,000.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	501(C)(3)	PALS AND ABL SUMMER PROGRAMS	15,000.
PINGREE SCHOOL 537 HIGHLAND STREET SOUTH HAMILTON, MA 01982	NONE	501(C)(3)	PREP @ PINGREE	15,000.
PLUMMER HOME FOR BOYS 37 WINTER ISLAND ROAD SALEM, MA 01970	NONE	501(C)(3)	PREPAREDNESS AND HEALTH AND WELLNESS PROGRAM	25,000.
PREGNANCY CARE CENTER OF THE MERRIMACK VALLEY INC 496 MAIN STREET HAVERHILL, MA 01835	NONE	501(C)(3)	TEENS AT THE CROSS ROADS AND PREGNANCY CENTER PROGRAM AND SERVICES	20,000.
RAW ART WORKS (RAW) 37 CENTRAL SQUARE LYNN, MA 01901	NONE	501(C)(3)	FREE ARTS GROUPS FOR ELEMENTARY AND MIDDLE SCHOOL CHILDREN	10,000.
THE FOOD PROJECT INC 10 LEWIS STREET LINCOLN, MA 01773	NONE	501(C)(3)	GROWING CHANGE: LYNN COMMUNITY GARDENS	10,000.
UP WITH MUSIC 1213 SALEM STREET NORTH ANDOVER, MA 01845	NONE	501(C)(3)	VIOLIN GROUP LESSONS	5,000.
BOYS & GIRLS CLUB OF LYNN 25 NORTH COMMON STREET LYNN, MA 01902	NONE	501(C)(3)	MAKING MINUTES COUNT	25,000.
Total from continuation sheets				

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

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
CATHOLIC CHARITIES 55 LYNN SHORE DRIVE LYNN, MA 01902	NONE	501(C)(3)	PREPARING AT RISK YOUTH FOR COLLEGE AND CAREER SUCCESS	40,000.
COMMUNITY DAY CARE 190 HAMPSHIRE STREET LAWRENCE, MA 01840	NONE	501(C)(3)	ARLINGTON FAMILY NETWORK PROGRAM	40,000.
ESPERANZA ACADEMY 198 GARDEN STREET LAWRENCE, MA 01840	NONE	501(C)(3)	TEACHER SALARY AND PROFESSIONAL DEVELOPMENT	25,000.
ESSEX ART CENTER 56 ISLAND STREET LAWRENCE, MA 01840	NONE	501(C)(3)	SI SE PEUDE AND COMMUNITY DAY CHARTER SCHOOL	10,000.
FIRREHOUSE CENTER FOR THE ARTS MARKET SQUARE NEWBURYPORT, MA 01950	NONE	501(C)(3)	YOUTH AND FAMILY PROGRAMS	12,000.
GROUNDWORK LAWRENCE 60 ISLAND STREET LAWRENCE, MA 01841	NONE	501(C)(3)	YOUTH PROGRAMS	17,500.
OPEN DOOR 28 EMERSON AVENUE GLOUCESTER, MA 01930	NONE	501(C)(3)	2012 MOBILE MARKET: CONNECTING PEOPLE TO GOOD FOOD	25,000.
ROOF OVER HEAD COLLABORATIVE INC P.O. BOX 1573 NEWBURYPORT, MA 01950	NONE	501(C)(3)	2012 PROPERTY ACQUISITION	35,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PETTENGILL HOUSE INC

SUPPORT AND EMPOWER LOW INCOME AND AT-RISK CHILDREN AND THEIR FAMILIES

THAT LIN IN THE GREATER NEWBURYPORT AREA

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
FROM K-1 KINDER MORGAN ENERGY PARTNERS	629.	0.	629.	
STATE STREET BANK-NOMINEE	513,097.	12,228.	500,869.	
TOTAL TO FM 990-PF, PART I, LN 4	513,726.	12,228.	501,498.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	2,750.	1,833.		917.	
TO FORM 990-PF, PG 1, LN 16B	2,750.	1,833.		917.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MGMT FEE	88,788.	59,193.		29,595.	
CUSTODIAL FEES	5,549.	5,549.		0.	
ADR FEES	151.	151.		0.	
TO FORM 990-PF, PG 1, LN 16C	94,488.	64,893.		29,595.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	6,362.	6,362.		0.	
EXCISE TAX	4,777.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	11,139.	6,362.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST EXP - FROM K-1 KINDER MORGAN ENERGY PTRS LP	224.	0.		0.	
FORM PC FILING FEE	125.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	349.	0.		0.	

FOOTNOTES				STATEMENT	6
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PART VIII

CHRISTOPHER T BARROW AND ROGER G SCOVILLE, TRUSTEES, ARE PRINCIPALS IN THE INVESTMENT FIRM OF SEAWARD MANAGEMENT. THEY EACH PROVIDE INVESTMENT MANAGEMENT AND HAVE BEEN COMPENSATED FOR THEIR INVESTMENT SERVICES IN ACCORDANCE WITH THE COMPANY'S STANDARD RATE SCHEDULE.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO	511,210.	765,450.
ABB LTD SPONSORED ADR	0.	0.
ABBOTT LABORATORIES	285,221.	465,055.
ADOBE SYSTEMS INC	99,145.	136,680.
AMGEN	132,560.	197,320.
APPLE INC	281,768.	396,530.
AUTOMATIC DATA PROCESSING	161,702.	275,440.
BAXTER INTERNATIONAL	65,678.	123,578.
BECTON DICKINSON & CO	169,742.	197,660.
BHP BILLITON LTD ADR	220,766.	172,980.
BORGWARNER INC	189,302.	258,450.
CHECKPOINT SOFTWARE TECH	0.	0.
CHUBB	261,050.	446,106.
CISCO SYSTEMS INC	210,370.	243,350.
COCA COLA CO	176,803.	324,891.
CONOCOPHILIPS	260,089.	302,500.
CVS/CAREMARK	188,651.	285,900.
DANAHER CORP	149,049.	253,200.
DEERE & CO	148,361.	162,500.
DIAGEO PLC ADR	208,356.	344,850.
DU PONT EI DE NEMOURS	398,298.	537,128.
EDWARDS LIFESCIENCES CORP	33,980.	94,080.
EMC CORP MASS	259,434.	462,952.
EXXON MOBIL CORP	638,100.	903,500.
FRANKLIN RESOURCES	103,414.	136,020.
GENERAL ELECTRIC	1,655,500.	1,159,500.
GOOGLE INC	197,654.	264,111.
INTEL CORP	173,160.	188,994.
ISHARES MSCI EMERGING MKTS INDEX	123,810.	115,500.
MCDONALDS CORP	115,668.	198,000.
MORGAN STANLEY AISA PACIFIC	199,570.	156,800.
PEPSICO INC	186,145.	245,370.
PHILLIPS 66-W/I	129,577.	232,695.
PLUM CREEK TIMBER CO	149,449.	186,680.
POTASH CORP SASK INC	189,100.	190,650.
PRAXAIR INC	140,883.	207,288.
PROCTER & GAMBLE	455,360.	615,920.
QUALCOMM INC	125,972.	152,725.
RAYTHEON CO	208,525.	264,480.
RIO TINTO PLC ADR	139,842.	115,024.
SCHLUMBERGER	254,557.	214,980.
STAPLES INC	0.	0.
TEVA PHARM INDS ADR	0.	0.
THERMO FISHER SCIENTIFIC INC	223,567.	338,520.
TORONTO DOMINION BANK	239,221.	241,110.
TRANSCANADA CORP	267,910.	301,770.
UNION PACIFIC CORP	117,678.	308,580.

UNITED TECHNOLOGIES CORP	121,143.	157,998.
WELLS FARGO & CO	174,155.	206,350.
BED BATH & BEYOND INC	338,275.	354,750.
CAPITAL ONE FINANCIAL CORP	246,660.	251,240.
COGNIZANT TECHNOLOGY SOLUTIONS CORP	221,556.	219,240.
NATIONAL OILWELL VARCO INC	143,941.	137,800.
ROCHE HOLDINGS LTD	235,049.	278,393.
SALESFORCE COM	204,691.	190,900.
THORATEC CORP	140,127.	125,240.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,271,794.	15,106,728.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY MTN 4.375%, 8/15/13	200,588.	200,940.
BANK OF AMERICA CORP 5.125%, 11/15/14	250,185.	262,585.
BAXTER INTL INC. 4.625%, 3/15/15	254,450.	265,533.
CISCO COMPANY MTN 4.375% 8/15/13	253,643.	279,163.
DUKE ENERGY CORP 5.625%, 11/30/12	0.	0.
EMERSON ELEC CO 4.5%, 5/1/13	0.	0.
GEN DYNAMICS CORP 5.375%, 8/15/15	0.	0.
GENERAL ELECTRIC, 5%, 2/1/13	0.	0.
GOLDMAN SACHS GROUP 3.7%	253,743.	260,465.
JP MORGAN CHASE & CO 3.15%	260,345.	259,650.
PACCAR INC 6.875%, 2/15/14	206,640.	207,644.
PEPSICO INC. 4.65%, 2/15/13	0.	0.
POTASH CORP	100,262.	106,098.
WALT DISNEY CO 4.7%, 12/1/12	0.	0.
MCDONALDS CORP MTN 1.875%	253,750.	246,305.
THERMO FISHER SCIENTC 1.85%	201,410.	193,602.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,235,016.	2,281,985.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN ENERGY PARTNERS LP	COST	96,468.	256,200.
VANGUARD GNMA FUND	COST	299,233.	286,232.
VANGUARD INTM TERM INVT GRADE	COST	398,284.	401,423.
TOTAL TO FORM 990-PF, PART II, LINE 13		793,985.	943,855.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 10

ACTIVITY ONE

THE EDWARD S & WINIFRED G MOSELEY FOUNDATION WAS CREATED TO PROVIDE FINANCIAL SUPPORT TO CHARITABLE ORGANIZATIONS WHICH ARE ENTITLED TO EXEMPTION UNDER SECTION 501(C)(3) OF THE IRS CODE OF 1986. THE FOUNDATION FURTHER LIMITS ITS SUPPORT TO ORGANIZATIONS WHICH FOSTER THE HEALTH, EDUCATION, SAFETY OR WELFARE OF CHILDREN, WITH PARTICULAR ATTENTION TO (BUT NOT LIMITED TO) ORGANIZATIONS, ORGANIZED AND OPERATING WITHIN THE GREATER BOSTON AREA. THE TRUSTEES FOCUS ON ORGANIZATIONS THAT SUPPORT FAMILIES AS WELL AS CHILDREN.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.