



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



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

2007

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

For calendar year 2007, or tax year beginning JUL 1, 2007, and ending JUN 30, 2008

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
JOHN T. & JANE A. WIEDERHOLD FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
123 BANK STREET

City or town, state, and ZIP code
WATERBURY, CT 06702

A Employer identification number
06-1830842

B Telephone number
203-578-2213

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 ☐

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, col. (c), line 16)
\$ 0.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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)
Revenue	1 Contributions, gifts, grants, etc., received	0.		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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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		0.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23		0.	0.	0.
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25		0.	0.	0.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		0.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2007)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	0.	0.	0.
	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 checked="" 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 type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	0.	0.		
31 Total liabilities and net assets/fund balances	0.	0.		

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	0.
2 Enter amount from Part I, line 27a	2	0.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	0.
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	0.

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	NONE			
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			

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			

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

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

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 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))
2006			
2005			
2004			
2003			
2002			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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 letter _____ (attach copy of ruling letter if necessary-see instructions)	1	0.
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		
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	0.
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	0.
6	Credits/Payments:		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	
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	0.
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	0.
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 2008 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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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>CT</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		
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 2007 or the taxable year beginning in 2007 (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

Form 990-PF (2007)

Part VII-A Statements Regarding Activities (continued)

11a 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)

11a ☐ Yes ☒ No

b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?

N/A

11b ☐ Yes ☒ No

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?

12 ☐ Yes ☒ No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13 ☒ Yes ☐ NoWebsite address ☐ N/A14 The books are in care of ☐ JEFFREY OTIS, VP & TRUST OFFICERTelephone no ☐ 203-578-2213Located at ☐ 123 BANK STREET, WATERBURY, CTZIP+4 ☐ 0670215 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

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here

N/A

1b ☐ Yes ☒ No

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 2007?

1c ☐ Yes ☒ No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?

☐ Yes ☒ NoIf "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 ☐ Yes ☒ No

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?

☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2007 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 2007.)

N/A

3b ☐ Yes ☒ No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a ☐ Yes ☒ No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?

4b ☐ Yes ☒ No

Form 990-PF (2007)

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

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?

If you answered "Yes" to 6b, also file Form 8870.

6b

X

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

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
JOHN M HORAK, ESQ C/O REID AND RIEGE P.C. ONE FINANCIAL HARTFORD, CT 06013	TRUSTEE 1.00	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

Form 990-PF (2007)

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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	0.
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	0.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

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	0.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.

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	0.
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	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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.

Form 990-PF (2007)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$	0.			
a Applied to 2006, 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 2007 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				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 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

Form 990-PF (2007)

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

JEFFREY OTIS, C/O WEBSTER BANK, 203-578-2213
123 BANK STREET, WATERBURY, CT 06702

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

WRITTEN

c Any submission deadlines:

NONE

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

NONE

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

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

[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		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date	Title	
	Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
Firm's name (or yours if self-employed), address, and ZIP code		BLUM, SHAPIRO & COMPANY 29 SOUTH MAIN ST. WEST HARTFORD, CT 06107			EIN Phone no 860-561-4000

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No 1545-0150

For IRS Use Only

Received by

Name

Telephone

Function

Date / /

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address John T. and Jane A. Wiederhold Foundation Webster Financial Advisors, 185 Asylum Street Hartford, CT 06103	Social security number(s) :	Employer identification number 06 1830842
	:	
	Daytime telephone number (860) 692-1340	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact.

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address John M. Horak, Esq. Reid and Riege, P.C. One Financial Plaza, 21st Floor Hartford, CT 06103	CAF No. 1205-00141R Telephone No. (860) 240-1077 Fax No. (860) 240-1002 Check if new. Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Edward B. Spinella, Esq. Reid and Riege, P.C. One Financial Plaza, 21st Floor Hartford, CT 06103	CAF No. _____ Telephone No. (860) 240-1054 Fax No. (860) 240-1002 Check if new. Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address _____	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new. Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters.

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Tax exempt status under 501(c)(3)	1023	All

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific Uses Not Recorded on CAF ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

- a** If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b** If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

 Signature 11/10/11 Date Corporate Trustee Title (if applicable)

JOHN H. DRISCOLL, JR. ☐☐☐☐☐ PIN Number John T. and Jane A. Wiederhold Foundation Print name of taxpayer from line 1 if other than individual

Signature Date Title (if applicable)

☐☐☐☐☐ PIN Number Print Name

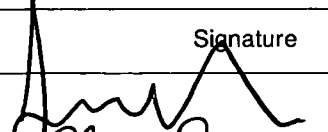
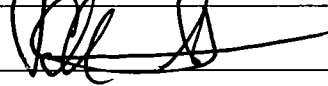
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Programs (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others,
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there, and
- I am one of the following.
 - a** Attorney--a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant--duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent--enrolled as an agent under the requirements of Circular 230.
 - d** Officer--a bona fide officer of the taxpayer's organization.
 - e** Full-Time Employee--a full-time employee of the taxpayer.
 - f** Family Member--a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
 - g** Enrolled Actuary--enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h** Unenrolled Return Preparer--the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.
 - k** Student Attorney--student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230
 - l** Student CPA--student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
 - r** Enrolled Retirement Plan Agent--enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation--Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
a	CT		11/10/2011
a	CT		11/10/2011

①

JOHN T. AND JANE A. WIEDERHOLD FOUNDATION

On this 7th day of January , 1998, I, JANE A. WIEDERHOLD, of Barkhamsted, Litchfield County, Connecticut, make this INDENTURE OF TRUST as Donor with PETER K. SIVASLIAN, of Torrington, Connecticut, as Trustee (hereinafter together with his successor Trustees referred to as the "Trustees"). The Trustees declare that they and their successors in trust shall hold all property transferred to them IN TRUST for the following purposes:

ARTICLE FIRST: Name. This trust instrument, as amended from time to time, shall be known as and may be referred to as the "JOHN T. AND JANE A. WIEDERHOLD FOUNDATION" (hereinafter sometimes called the "Foundation").

ARTICLE SECOND: Charitable Purpose and Administration of Foundation: The Trustees shall administer the property of the Foundation as follows:

A. Purpose of trust. The Foundation shall be operated exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations duly authorized to carry on charitable, scientific, literary or educational activities for the purpose of protecting and improving the welfare of animals of all kinds, the promotion of veterinary programs and the protection of wildlife, including endangered species of all kinds, flora and fauna and all species

of animals. If I should leave a memorandum addressed to the Trustees of the Foundation, it is my wish, without imposing any legal obligation, that the Trustees give primary consideration to making distributions to such charitable organizations or for such charitable purposes as may be specified in such memorandum.

No part of the trust property (including, without limitation, the net earnings) of the Foundation shall inure to the benefit of any private shareholder or individual and no part of the direct or indirect activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding anything to the contrary contained in this instrument, the Foundation shall not conduct any activities not permitted by an organization exempt under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

B. Use of trust fund. The Trustees, except as limited, are directed to distribute from time to time so much of the net income and principal of the Foundation as the Trustees in their discretion may determine to organizations exempt from tax under Section 501(c)(3) of the Code, or directly for charitable, scientific, literary, or educational purposes, within the meaning of those terms as used in Section 501(c)(3) of the Code, provided

that such purposes also constitute public charitable purposes under the laws of the State of Connecticut.

C. Action of Trustees. Notwithstanding anything to the contrary contained in this instrument the Trustees hereof and any managers of the Foundation shall, at all times, operate the Foundation and conduct its affairs so that the Foundation shall qualify and remain qualified as a tax-exempt organization under Section 501(c)(3) of the Code. If the Foundation is classified as a private foundation under Section 509 of the Code the following additional provisions will apply:

(1) The Trustees shall distribute the Foundation's income for each taxable year at such times and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Trustees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject the Foundation to incur tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Foundation Trustees. Any Trustee acting hereunder shall cease to be Trustee if such Trustee is incapacitated (as defined in ARTICLE SIXTH below).

Whenever there is an appropriate occasion for the appointment of an additional or successor Trustee hereunder, the individual, trust company or national bank shall become Trustee as may be designated in a written instrument signed by Peter K. Sivaslian, if then serving as Trustee hereunder, or if not, by the successor individual Trustee or Trustees hereunder, or if none, by the corporate Trustee (meaning a trust company or national bank) serving hereunder. Any appointment of a Trustee shall become effective upon delivery of the appointee's written acceptance to the Trustee or Trustees then in office or, if later, as of the date specified in the written instrument of appointment. The appointment of an additional or successor Trustee shall represent a conclusive determination that there is an appropriate occasion for the appointment (including, without limitation, the death, resignation or anticipated resignation of a Trustee hereunder).

Any corporate Trustee hereunder may be removed by a written notice signed by the individual Trustee or Trustees then serving hereunder effective immediately upon delivery of such notice to such corporate Trustee.

Any Trustee acting hereunder may resign at any time. Any appointment, acceptance or resignation of a Trustee shall be by written instrument and shall become effective upon delivery to the Trustee or Trustees then in office. Any successor Trustee

shall, upon accepting the trust, be vested without further act or conveyance upon the part of anyone with the same estate, title, authorities, powers, discretions and immunities granted to an original Trustee named herein. Reference to Trustees in the plural shall include the singular when only one shall be acting. No Trustee acting hereunder shall be required to give bond or other security or surety thereon in any state for the faithful performance of his, her or its duties, nor shall any Trustee be required to file with any court an inventory or annual or other periodic accounts.

E. Creation of corporation; merger. The Trustees in their discretion may incorporate the Foundation established hereunder as a charitable corporation under the laws of the State of Connecticut. Such corporation, if organized, shall have the power to administer and control the affairs and property and to carry out the uses, objects and purposes of the Foundation. Upon the creation and organization of such corporation, the Trustees are authorized and empowered to convey, transfer and deliver to such corporation all of the property to which the Foundation may be or become entitled. The charter, by-laws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine, consistent with the provisions of this paragraph. It is the purpose of this provision that such corporation, if incorporated and organized as by this paragraph provided, shall take the place of the Trustees of this Foundation

as if named in the first instance. Such corporation, if formed, shall have the same powers and authority as are vested in the Trustees by this trust, subject to the same limitations and restrictions. The Trustees of the Foundation shall be the incorporators of such corporation, together with such other persons as may be chosen for the purpose, and the Trustees shall constitute and act as the first Board of Trustees or Directors of such corporation, together with such other persons as the Trustees may select. The application for charter, the provisions thereof, the organization, the bylaws, rules, and regulations, and other provisions for the management of such corporation and its affairs and property, shall be such as the Trustees or a majority of them shall determine, provided, however, that such corporation shall be organized and operated so as to qualify for exemption under Section 501(c)(3) of the Code. Further, the Trustees in their discretion may merge the Foundation (in its unincorporated or incorporated form) with any other duly established charitable organization authorized to accept the assets of the Foundation. if the Trustees determine that such merger is appropriate and that, in so doing, the charitable purposes the Foundation will continue to be fulfilled.

F. Accounting. The Trustees may prepare an annual accounting of their administration of the Foundation and may mail copies to persons interested in the Foundation.

G. Compensation and expenses. The Trustees may employ and pay the compensation (which may be in addition to the regular

compensation of the Trustees) of such managers, attorneys, accountants, agents, custodians or investment counsel as may be deemed advisable in the administration of the Foundation, including one who may be a Trustee hereunder or a firm or corporation in which a Trustee is interested or employed.

H. Term of trust. Notwithstanding anything to the contrary contained in this instrument, if the Foundation has not sooner terminated, the Foundation shall terminate upon the expiration of the period of existence permitted for charitable foundations under applicable laws of the United States of America or State of Connecticut. Upon termination, the Trustees shall distribute all of the Foundation's assets, free of all trusts, to one or more organizations eligible to receive distributions under this ARTICLE SECOND.

ARTICLE THIRD: Administration and Investment. In the administration of the trust hereby created, the Trustees shall have the following powers and authorities which may be exercised by the Trustees in their discretion, but only in a fiduciary capacity and only to the extent the same would not result in loss of the Foundation's status as a qualified tax-exempt organization under 501(c)(3) of the Code, and which shall be supplementary to the powers conferred on Trustees by law:

A. To retain any property of any kind received hereunder without regard to diversification and without being restricted to property authorized by law for trust investment;

B. To sell, give any option to buy, exchange or otherwise dispose of any property at any time held hereunder, on such terms for cash or credit, secured or unsecured, and in such manner as may be deemed advisable;

C. To invest and reinvest in such securities and other property, real or personal, including, but without limitation, bonds, notes, mortgages, and other obligations, preferred and common stocks, partnerships, investment trusts or companies and common or collective trust funds, as may be deemed advisable, whether or not such securities or other property be of the character authorized by law for trust investment and without regard to diversification;

D. To operate, maintain, alter, improve, subdivide, partition, mortgage and lease for any term (whether or not longer than the probable duration of the trust) any real property held hereunder, without the license or approval of any court;

E. To consent to or to participate in dissolutions, reorganizations or other changes or actions affecting property held hereunder; to extend, modify or waive the terms of any bond, mortgage or other obligation; to exercise all option, conversion, subscription, voting and other rights pertaining to any property; and to grant proxies and to delegate discretionary powers with respect thereto; to enter into any voting trust agreement with respect to any securities, including securities of S Corporations; and to deposit securities with, or transfer them to, protective committees, voting trusts or similar bodies, whether or not the respective terms thereof may extend beyond the term of the trust;

F. To hold trust property in the name of a nominee or in unregistered or bearer form; to determine what shall be charged or credited to income and what to principal in such manner as shall fairly accord with the law of trusts prevailing in Connecticut from time to time except that income from my probate residuary estate, when received by the Trustees, shall be treated as income of the trusts in all events;

G. To settle, compromise, adjust or refer to arbitration or enter into or maintain litigation to resolve any claim which may be asserted on behalf of or against the trust;

H. To employ and pay the compensation (which may be in addition to the regular compensation of the Trustees) of such attorneys, accountants, agents, custodians or investment counsel as may be deemed advisable, including one who may be a Trustee hereunder or a firm or corporation in which a Trustee is interested or employed;

I. To delegate from time to time to each other or to third parties either discretionary or non-discretionary duties and powers, except as elsewhere prohibited herein; and specifically, but without limitation, to delegate investment authority to

investment counsel upon such terms and conditions, including full discretion, as may be deemed appropriate; and

J. To receive additions to the trust by gift, will, as proceeds of life insurance or otherwise, and to hold, administer and dispose of the same under the provisions hereof.

ARTICLE FOURTH: Exculpation. No Trustee acting hereunder shall be accountable for any act or default of, or have any responsibility for the accounts of, any other Trustee, and no individual Trustee shall be liable for any loss or damage except as may be caused by such Trustee's bad faith or gross negligence.

ARTICLE FIFTH: Revocation or Amendment. During my life, I reserve the right at any time or from time to time to revoke, modify or amend this instrument of trust in whole or in part by written instrument delivered to the Trustees. In the event that I shall revoke the trust, the Trustees shall, after payment of all proper claims and expenses, transfer and pay over the trust property or the portion thereof to which such revocation is applicable to me or as I may direct in writing. After my death, this trust shall be irrevocable and shall not be subject to alteration or amendment, except that the Trustees may in writing amend this trust instrument at any time or times to enable the Foundation to continue to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, regulations thereunder and decisional law or for other tax or administrative reasons so long as such amendment would not affect the charitable purpose of this trust.

ARTICLE SIXTH: Definitions. For the purposes of this instrument, an individual shall be "incapacitated" or "incompetent" if such individual is (a) incapacitated mentally or physically to the point which prevents his or her regular transaction of business affairs in either case as certified in writing by such individual's attending physician, or (b) currently under legal conservatorship or guardianship. Wherever the context permits, any pronoun in either number shall be construed to mean both singular and plural, and any pronoun in one gender shall be construed to include the other two genders.

ARTICLE SEVENTH: Governing Law. The validity and effect of this instrument of trust and the administration of the trusts hereby created shall be determined in accordance with the laws of the State of Connecticut.

ARTICLE EIGHTH: Reliance on Trustees' Certification. No firm, corporation or association, any of whose securities are included in the trust property, and no transfer agent of any such firm, corporation or association shall be required to ascertain whether or not a Trustee has the power and authority to sell or transfer any securities included in the trust property. No purchaser, mortgagee, or pledgee from a Trustee shall be bound to look to the application of the purchase money or to the proceeds of any pledge or mortgage. A certificate of a Trustee as to the Trustee or Trustees in office at the time being or as to the terms hereof or as to the existence and terms of any amendment hereto or of any assignments of additional property to the trusts

11

First Amendment to Trust Agreement of
JOHN T. AND JANE A. WIEDERHOLD FOUNDATION

October 12, 2007

On the 7th day of January, 1998, JANE A. WIEDERHOLD, of Barkhamsted, Litchfield County, Connecticut, made an INDENTURE OF TRUST (the "Trust") as Donor, with PETER K. SIVASLIAN, of Torrington, Connecticut, as Trustee (referred to, together with his successor or successors, as the "Trustee" or the "Trustees"). A copy of the Indenture of Trust is attached hereto as **Exhibit A**.

By instrument dated January 15, 1998, Peter K. Sivaslian appointed Deborah Lynn Burke (now know by her married name Deborah L. Anderson) as the successor Trustee.

Deborah L. Anderson irrevocably declined to act as successor Trustee pursuant to an Irrevocable Declination to Act as Trustee dated October 6, 2006.

Jane A. Wiederhold died on January 18, 2007.

On August 7, 2007, Richard Blumenthal, the Attorney General of the State of Connecticut, filed an Application for Appointment of Fiduciary with the Probate Court for the District of New Hartford, Connecticut, asking for the appointment of John M. Horak, Esq. to serve as the Trustee of the Trust.

On September 11, 2007, the Probate Court for the District of New Hartford, Connecticut, appointed John M. Horak, Esq. as the Trustee of the Trust.

Article Fifth of the Trust provides, in relevant part, that after the death of Jane A. Wiederhold the Trust "shall be irrevocable and shall not be subject to alteration or amendment, except that the Trustees may in writing amend this trust instrument at any time or times to enable the

Foundation to continue to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, regulations thereunder and decisional law or for other tax or administrative reasons so long as such amendment would not affect the charitable purpose of this trust.”

The Trustee, John M. Horak, with the approval of the Office of the Attorney General for the State of Connecticut, desires to amend certain provisions of the Trust to enable it to qualify as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) and for administrative reasons, as set forth below

Amendment to Article Second Section A

The last two full paragraphs of Article Second Section A of the Trust, beginning, respectively, with the clauses “No part of the trust property.....” and “Notwithstanding anything to the contrary...”, are hereby deleted and the following shall be added in substitution for the same:

“No part of the Trust property (including, without limitation, the net earnings) shall ever inure to the benefit of any private individual. No part of the activities of the Trust shall be legislative (as described in Section 501(h) of the Code), and the Trust shall never participate in any political campaign on behalf of or against any candidate for public office.

Any provision of this Agreement to the contrary notwithstanding, the Trust shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which donations are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Code.”

Amendment to Article Second Section C

The first sentence of Article Second Section C of the Trust is hereby deleted and the following shall be inserted in replacement thereof:

Notwithstanding anything to the contrary contained in this instrument, the Trustees hereof and any managers of the Foundation shall, at all times, operate the Foundation and conduct its affairs so that the Foundation shall qualify and remain qualified as a tax-exempt organization under Section 501(c)(3) of the Code which may eligible to receive deductible donations under Sections 170(c)(2), 2055(a), and 2522 (a) of the Code.

Amendment to Article Second Section D

Article Second Section D is amended by the addition of the following at the end thereof:

“Anything stated herein to the contrary notwithstanding, in the event that the last remaining Trustee shall die, become disabled, or resign, and shall have failed to appoint a replacement or successor Trustee in the manner provided for herein, who is able and willing to serve, then upon application of the Attorney General in the state in which the principal office of the Trust is then located or of any other interested party, the court having jurisdiction over the Trust in such state shall in its discretion either (i) appoint one or more successor Trustee(s) to act in the manner and with the powers provided in this Indenture of Trust, or (ii) order the termination of the Trust, in which case its remaining net assets shall be distributed by the court in the manner described in Article Second Section H (as amended).”

Amendment to Article Second Section E

The word “charter” as used in the third full sentence of Section E of Article Second is hereby deleted and the phrase “certificate of incorporation” is substituted for the same.

The last two full sentences of Section E of Article Second are deleted and the following are substituted for the same:

“The certificate of incorporation, the provisions thereof, the organization, the by-laws, rules and regulations, and other provisions for the management of such corporation and its affairs and property, shall be such as the Trustee or Trustees shall determine, provided, however, that such corporation shall be organized and operated so as to qualify for exemption under Section 501(c)(3) of the Code and as an organization qualified to receive deductible donations under Sections 170(c)(2), 2055(a), and 2522(a) of the Code. Further, the Trustee or Trustees in their discretion may merge the Foundation (in its unincorporated or

incorporated form) with any other duly established charitable organization authorized to accept the assets of the Foundation which is qualified as exempt under Section 501(c)(3) of the Code and as an organization qualified to receive deductible donations under Sections 170(c)(2), 2055(a), and 2522(a) of the Code, if the Trustee or Trustees determine that such merger is appropriate and that, in so doing, the charitable purposes of the Foundation will continue to be fulfilled.”

Amendment to Article Second Section G

The word “The” at the beginning of Section G of Article Second of the Trust is hereby deleted, and the following shall be added in substitution for the same:

“Subject to Section A of Article Second hereof, the”

Amendment to Article Second Section H

Section H of Article Second of the Trust is hereby deleted and the following shall be added in substitution for the same:

“H. Termination. The Trust shall be irrevocable, but may be terminated at any time by the vote of the Trustee or Trustees. Subject to any valid restrictions imposed upon any assets of the Trust, upon any such termination, the assets remaining after payment of all liabilities and expenses shall be distributed for the charitable, scientific, literary and/or educational purposes for which the Trust has been created and which constitute public charitable purposes under Connecticut law **(i)** to charitable, scientific, literary and/or educational organizations exempt from taxation under Section 501(c)(3) of the Code in the amounts and proportions determined by the Trustee or Trustees, **(ii)** to the federal government or to a state or local government for a public purpose consistent with the purposes for which the Trust has been created, or **(iii)** to such organization or organizations exempt from taxation under Section 501(c)(3) of the Code as shall be determined by a court then having jurisdiction over the Trust in the state in which the principal office of the Trust is then located.”

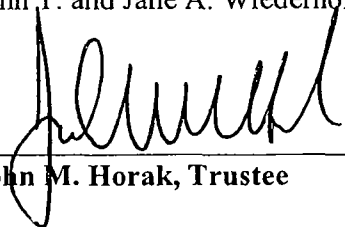
Addition of New Article Ninth

The Trust is hereby amended by the addition of a new Article Ninth which shall provide as follows:

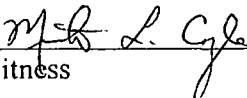
"Article Ninth: Conflict of Interest Policy. The Trustees shall adopt, keep in force, and modify from time-to-time as they deem necessary, a Conflict of Interests Policy to ensure that at all times the Trust adheres to, and is operated in compliance with, high ethical standards and practices. The Conflict of Interest Policy shall be kept with the permanent records of the Trust."


Except as otherwise provided in this First Amendment to Trust Agreement, the Trustee hereby affirms the provisions of the Indenture of Trust.

SIGNED, SEALED, PUBLISHED AND DECLARED by John M. Horak, as Trustee of the **JOHN T. AND JANE A. WIEDERHOLD FOUNDATION**, as the First Amendment to the John T. and Jane A. Wiederhold Foundation Trust Agreement.



John M. Horak, Trustee



Witness


Witness

State of Connecticut)
County of Hartford) ss: Hartford

The foregoing instrument was acknowledged before me this 12th day of Oct., 2007.



Notary Public - My Commission Expires Dec. 31, 2009
~~Commissioner of the Superior Court~~

**AMENDED AND RESTATED TRUST AGREEMENT
JOHN T. AND JANE A. WIEDERHOLD FOUNDATION**

On the 7th day of January, 1998, JANE A. WIEDERHOLD, of Barkhamsted, Litchfield County, Connecticut, made an INDENTURE OF TRUST (the "**Trust**") as Donor, with PETER K. SIVASLIAN, of Torrington, Connecticut, as Trustee (referred to, together with his successor or successors, as the "**Trustee**" or the "**Trustees**").

Jane A. Wiederhold died on January 18, 2007.

On August 7, 2007, Richard Blumenthal, the Attorney General of the State of Connecticut, filed an Application for Appointment of Fiduciary with the Probate Court for the District of New Hartford, Connecticut, asking for the appointment of John M. Horak, Esq. to serve as the Trustee of the Trust.

On September 11, 2007, the Probate Court for the District of New Hartford, Connecticut, appointed John M. Horak, Esq. as the Trustee of the Trust (the "**Successor Trustee**")

Article Fifth of the Trust provides, in relevant part, that after the death of Jane A. Wiederhold the Trust "shall be irrevocable and shall not be subject to alteration or amendment, except that the Trustees may in writing amend this trust instrument at any time or times to enable the Foundation to continue to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, regulations thereunder and decisional law or for other tax or administrative reasons so long as such amendment would not affect the charitable purpose of this trust."

The Successor Trustee entered into a First Amendment to Trust Agreement of the John T. And Jane A. Wiederhold Foundation dated October 12, 2007 (the "**First Amendment**"), amending the original Indenture of Trust (the "**Original Trust**").

On March 27, 2008, the Internal Revenue Service issued a determination letter to the Trust, recognizing the Trust as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**").

The Successor Trustee, with the approval of the Office of the Attorney General for the State of Connecticut, entered into a Second Amendment to Trust Agreement dated March 12, 2009. (the "**Second Amendment**").

The Successor Trustee now desires to amend Article Second Section D (9) (B) of the Trust Agreement concerning indemnification of Trustees, and to consolidate the Original Trust, the First Amendment and the Second Amendment into one document as provided herein.

The pronoun "I" as used here refers to Jane A. Wiederhold.

ARTICLE FIRST

Name. This trust instrument, as amended from time to time, shall be known as and may be referred to as the "**JOHN T. AND JANE A. WIEDERHOLD FOUNDATION**" (hereinafter sometimes called the "Foundation").

ARTICLE SECOND

Charitable Purpose and Administration of Foundation. The Trustees shall administer the property of the Foundation as follows:

A. Purpose of Trust. The Foundation shall be operated exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations duly authorized to carry on charitable, scientific, literary or educational activities for the purpose of protecting and improving the welfare of animals of all kinds, the promotion of veterinary programs and the protection of wildlife, including endangered species of all kinds, flora and fauna and all species of animals. If I should leave a memorandum addressed to the Trustees of the Foundation, it is my wish, without imposing any legal obligation, that the Trustees give primary consideration to making distributions to such charitable organizations or for such charitable purposes as may be specified in such memorandum.

No part of the Trust property (including, without limitation, the net earnings) shall ever inure to the benefit of any private individual. No part of the activities of the Trust shall be legislative (as described in Section 501(h) of the Code), and the Trust shall never participate in any political campaign on behalf of or against any candidate for public office.

Any provision of this Agreement to the contrary notwithstanding, the Trust shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which donations are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Code.

B. Use of Trust Fund. The Trustees, except as limited, are directed to distribute from time to time so much of the net income and principal of the Foundation as the Trustees in their discretion may determine to organizations exempt from tax under Section 501(c)(3) of the Code, or directly for charitable, scientific, literary, or educational purposes, within the meaning of those terms as used in Section 501(c)(3) of the Code, provided that such purposes also constitute public charitable purposes under the laws of the State of Connecticut.

C. Action of Trustees. Notwithstanding anything to the contrary contained in this instrument, the Trustees hereof and any managers of the Foundation shall, at all times, operate the Foundation and conduct its affairs so that the Foundation shall qualify and remain qualified as a tax-exempt organization under Section 501(c)(3) of the Code which may eligible to receive

deductible donations under Sections 170(c)(2), 2055(a), and 2522 (a) of the Code. If the Foundation is classified as a private foundation under Section 509 of the Code the following additional provisions will apply:

(1) The Trustees shall distribute the Foundation's income for each taxable year at such times and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Trustees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject the Foundation to incur tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Foundation Trustees and Governance Provisions.

(1) Number; Qualifications. The number of Trustees serving at any time shall be no fewer than five (5) nor more than seven (7). At all times at least one (1) of the Trustees shall be a corporation regularly engaged in the administration of trusts and estates (a "**Corporate Trustee**"), and the others shall be individuals ("**Individual Trustees**") who have demonstrable experience with and knowledge of the charitable mission and purposes of the Trust. In addition, at all times one of the individual trustees shall be a resident of Litchfield County, Connecticut.

(2) Terms of Office of Individual Trustees. The names and addresses of the Individual Trustees shall be kept of record on **Exhibit A** to the Trust Agreement (Exhibit A is to be amended from time to time as new Trustees are elected). The Individual Trustees shall be divided into three (3) classes, and shall have staggered terms. Each class shall have approximately one-third (1/3) of the total number of Individual Trustees with approximately one-third (1/3) of the Individual Trustees elected at the annual meeting of the Trustees each year. Individual Trustees shall serve for terms of three (3) years and until their successors are duly elected, *with the sole exception* of those initial Individual Trustees identified on Exhibit A who have been selected for shorter terms (the "abbreviated terms") for purposes of establishing the staggering of terms. No individual Trustee may serve for more than two (2) three (3) year terms (which may be served consecutively), and the abbreviated terms shall not be counted as terms for purposes of the term limits for Individual Trustees set forth in this section.

(3) Annual and Regular Meetings. There shall be an annual meeting of the Trustees each year in the month of October at the offices of the Corporate Trustee at a date during that month to be determined by the Corporate Trustee. At the annual meeting the Trustees shall elect successor or additional Trustees as the case may be, all in compliance with the terms and provisions of section (1) and (2) above, and shall conduct such other business as may come before the meeting. In addition to the Annual Meeting, the Trustees shall hold two (2) additional regular meetings during the year, on such dates and times as are agreed upon by a majority of the Trustees, to be held at the offices of the Corporate Trustee or at such other location as is agreed upon by a majority of the Trustees. In addition to the Annual and Regular Meetings, a special

meeting of the Trustees also may be called by any two (2) Trustees, and such meeting shall also be held at the offices of the Corporate Trustee or at such other location as is agreed upon by a majority of the Trustees. Any or all of the Trustees may participate in a meeting of the Trustees by any means of communication (such as by telephone conference call) by which all Trustees participating in the meeting may simultaneously hear one another. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting. A member of the staff of the Corporate Trustee shall be assigned the responsibility of keeping the minutes of all meetings of the Trustees, preparing appropriate agendas and financial reports, and of maintaining and safeguarding the permanent records of the Trust.

(4) Quorum and Voting Requirements. The presence of a majority of the Trustees then in office shall be required for there to be a quorum at any meeting or meetings of the Trustees, and the affirmative vote of a majority of the Trustees then in office also shall be required to approve any matter or thing to come before the Trustees or the Trust.

(5) Transaction of Business by Unanimous Written Consent in Lieu of a Meeting. Any action required or permitted to be taken by the Trustees may be taken without a meeting if the action is approved in writing by all of the Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each of the Trustees. Action taken by written consent is effective when the last Trustee signs the consent, unless the consent specifies a different effective date.

(6) Resignation and Removal; Appointment of Successors. Any Trustee may resign from office at any time. Any Corporate Trustee or Individual Trustee may be removed with or without cause and with or without notice or a hearing by vote of a number of Trustees constituting a majority of the total number of Trustees then in office (including for purposes of this calculation the Trustee being considered for removal). Additionally, any Trustee shall be removed, without requirement of action of the other Trustees upon the death or the incompetency or incapacity (as defined in Article Sixth of this Trust) of an individual Trustee, or the dissolution, liquidation, or insolvency of a Corporate Trustee. In the event of the resignation or removal of a Corporate Trustee, a successor Corporate Trustee shall be appointed by the vote of a number of Trustees constituting a majority of the total number of Trustees remaining in office after the resignation or removal. In the event of the resignation or removal of an Individual Trustee, a successor Individual Trustee shall be appointed by the vote of a number of Trustees constituting a majority of the total number of Trustees remaining in office after the resignation or removal.

(7) Fewer Than Required Minimum Number of Trustees; No Trustees Left in Office. If at any time the number of Trustees in office shall be fewer than three (3) as a result of death, incompetency or removal or other reason, the Trustees(s) remaining in office shall, with the advice and consent of the Office of the Attorney General of the State of Connecticut, appoint successor additional Trustees. Anything stated herein to the contrary notwithstanding, in the event that at any time the last remaining Trustee shall die, become disabled, or resign, and shall have failed to appoint replacement or successor Trustees in the manner provide for herein, then upon application of the Office of the Attorney General of the State of Connecticut or of any other interested party, any court in the State of Connecticut having jurisdiction over the Trust shall in its discretion either (i) appoint successor Trustees to act in the manner and with the powers

provided in this Indenture of Trust, or (ii) order the termination of the Trust, in which case its remaining net assets shall be distributed by the court in the manner described in Article Second Section H (as amended). The Attorney General of the State of Connecticut shall be a necessary party to any such court proceedings commenced by any other person.

(8) Procedure For Determination of Corporate Trustee Fees; No Fees Payable to Individual Trustees. The Corporate Trustee shall be compensated for the services that it provides to the Trust. The fee payable to the Corporate Trustee shall be established by the vote of a majority of Individual Trustees in office at any time in consultation with the Corporate Trustee. In addition, no less frequently than triennially the Individual Trustees shall review the performance of the Corporate Trustee, taking into account when doing so the investment return of Trust assets under management of the Corporate Trustees (compared to established benchmarks), administrative costs and fees (compared to established benchmarks), and general performance. The Individual Trustees, in their discretion, may at any time decide to negotiate or renegotiate changes in the arrangements with the Corporate Trustee, and may also choose to undergo a competitive bidding process for the role of Corporate Trustee. The Corporate Trustee shall recuse itself from any discussions of its performance or its fees. No fees shall be payable to the Individual Trustees for their services to the Trust; provided, however, that the Trust shall reimburse the Individual Trustees for expenses incurred by them in connection with their services to the Trust.

(9) Liability of Trustees, Indemnification and Insurance.

(a) The Individual Trustees shall have the benefits and the protections of Section 52-557m of the Connecticut General Statutes in connection with their service to or on behalf of the Trust.

(b) The Trust shall indemnify and hold harmless the Individual Trustees and the Corporate Trustee from and against any liability, judgment, settlement, penalty, fine, and/or reasonable legal and other expenses and costs incurred by them on account of their being threatened to be made, or being made, a defendant or respondent in any civil proceeding, on account of or arising from, or in connection with, any act, failure to act, error or omission made or allegedly made by them in connection with their duties hereunder, if the Individual Trustees conducted themselves in good faith and reasonably believed that their conduct was in the best interests of the Trust, unless their conduct was reckless, willful or wanton in the case of the Individual Trustees or grossly negligent in the case of the Corporate Trustee. The Trust shall purchase and maintain insurance on behalf of the Individual Trustees and any other individual who is an employee or agent of the Trust, against liability asserted against or incurred by such individual in such capacity.

E. Creation of Corporation; Merger. The Trustee in their discretion may incorporate the Foundation established hereunder as a charitable corporation under the laws of the State of Connecticut. Such corporation, if organized, shall have the power to administer and control the affairs and property and to carry out the uses, objects and purposes of the Foundation. Upon the creation and organization of such corporation, the Trustees are authorized and empowered to convey, transfer and deliver to such corporation all of the property to which the Foundation may be or become entitled. The certificate of incorporation, by-laws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as

the Trustees shall determine, consistent with the provisions of this paragraph. It is the purpose of this provision that such corporation, if incorporated and organized as by this paragraph provided, shall take the place of the Trustees of this Foundation as if named in the first instance. Such corporation, if formed, shall have the same powers and authority as are vested in the Trustees by this trust, subject to the same limitations and restrictions. The Trustees of the Foundation shall be the incorporators of such corporation, together with such other persons as may be chosen for the purpose, and the Trustees shall constitute and act as the first Board of Trustees or Directors of such corporation, together with such other persons as the Trustees may select. The certificate of incorporation, the provisions thereof, the organization, the by-laws, rules and regulations, and other provisions for the management of such corporation and its affairs and property, shall be such as the Trustee or Trustees shall determine, provided, however, that such corporation shall be organized and operated so as to qualify for exemption under Section 501(c)(3) of the Code and as an organization qualified to receive deductible donations under Sections 170(c)(2), 2055(a), and 2522(a) of the Code. Further, the Trustee or Trustees in their discretion may merge the Foundation (in its unincorporated or incorporated form) with any other duly established charitable organization authorized to accept the assets of the Foundation which is qualified as exempt under Section 501(c)(3) of the Code and as an organization qualified to receive deductible donations under Sections 170(c)(2), 2055(a), and 2522(a) of the Code, if the Trustee or Trustees determine that such merger is appropriate and that, in so doing, the charitable purposes of the Foundation will continue to be fulfilled.

F. Accounting. The Trustees may prepare an annual accounting of their administration of the Foundation and may mail copies to persons interested in the Foundation.

G. Compensation and expenses. Subject to Section A of Article Second hereof, the Trustees may employ and pay the compensation (which may be in addition to the regular compensation of the Corporate Trustee) of such managers, attorneys, accountants, agents, custodians or investment counsel as may be deemed advisable in the administration of the Foundation, including one who may be a Trustee hereunder or a firm or corporation in which a Trustee is interested or employed.

H. Termination. The Trust shall be irrevocable, but may be terminated at any time by the vote of the Trustee or Trustees. Subject to any valid restrictions imposed upon any assets of the Trust, upon any such termination, the assets remaining after payment of all liabilities and expenses shall be distributed for the charitable, scientific, literary and/or educational purposes for which the Trust has been created and which constitute public charitable purposes under Connecticut law (i) to charitable, scientific, literary and/or educational organizations exempt from taxation under Section 501(c)(3) of the Code in the amounts and proportions determined by the Trustee or Trustees, (ii) to the federal government or to a state or local government for a public purpose consistent with the purposes for which the Trust has been created, or (iii) to such organization or organizations exempt from taxation under Section 501(c)(3) of the Code as shall be determined by a court then having jurisdiction over the Trust in the state in which the principal office of the Trust is then located.

ARTICLE THIRD

Administration and Investment. In the administration of the trust hereby created, the Trustees shall have the following powers and authorities which may be exercised by the Trustees in their discretion, but only in a fiduciary capacity and only to the extent the same would not result in loss of the Foundation's status as a qualified tax-exempt organization under 501(c)(3) of the Code, and which shall be supplementary to the powers conferred on Trustees by law:

A. To retain any property of any kind received hereunder without regard to diversification and without being restricted to property authorized by law for trust investment;

B. To sell, give any option to buy, exchange or otherwise dispose of any property at any time held hereunder, on such terms for cash or credit, secured or unsecured, and in such manner as may be deemed advisable;

C. To invest and reinvest in such securities and other property, real or personal, including, but without limitation, bonds, notes, mortgages, and other obligations, preferred and common stocks, partnerships, investment trusts or companies and common or collective trust funds, as may be deemed advisable, whether or not such securities or other property be of the character authorized by law for trust investment and without regard to diversification;

D. To operate, maintain, alter, improve, subdivide, partition, mortgage and lease for any term (whether or not longer than the probable duration of the trust) any real property held hereunder, without the license or approval of any court;

E. To consent to or to participate in dissolutions, reorganizations or other changes or actions affecting property held hereunder; to extend, modify or waive the terms of any bond, mortgage or other obligation; to exercise all option, conversion, subscription, voting and other rights pertaining to any property; and to grant proxies and to delegate discretionary powers with respect thereto; to enter into any voting trust agreement with respect to any securities, including securities of S Corporations; and to deposit securities with, or transfer them to, protective committees, voting trusts or similar bodies, whether or not the respective terms thereof may extend beyond the term of the trust;

F. To hold trust property in the name of a nominee or in unregistered or bearer form; to determine what shall be charged or credited to income and what to principal in such manner as shall fairly accord with the law of trusts prevailing in Connecticut from time to time except that income from my probate, residuary estate, when received by the Trustees, shall be treated as income of the trusts in all events;

G. To settle, compromise, adjust or refer to arbitration or enter into or maintain litigation to resolve any claim which may be asserted on behalf of or against the trust;

H. To employ and pay the compensation and fees of the Corporate Trustee, and of such attorneys, accountants, agents, custodians or investment counsel as may be deemed necessary or advisable in connection with the operation of the Trust."

I. To delegate from time to time each other or to third parties either discretionary or non-discretionary duties and powers, except as elsewhere prohibited herein; and specifically, but without limitation, to delegate investment authority to investment counsel upon such terms and conditions, including full discretion, as may be deemed appropriate; and

J. To receive additions to the trust by gift, will, as proceeds of life insurance or otherwise, and to hold, administer and dispose of the same under the provisions hereof.

ARTICLE FOURTH

Exculpation. No Individual Trustee acting hereunder shall be accountable for any act or default of, or have any responsibility for the accounts of, any other Trustees. No Individual Trustee acting hereunder shall be liable for any loss or damage except as may be caused by such Trustee's bad faith, recklessness, willfulness or wantonness. The Individual Trustees shall have the benefits and protections of the provisions of Article Second Section D (9) of this Indenture of Trust."

ARTICLE FIFTH

Revocation or Amendment. During my life, I reserve the right at any time or from time to time to revoke, modify or amend this instrument of trust in whole or in part by written instrument delivered to the Trustees. In the event that I shall revoke the trust, the Trustees shall, after payment of all proper claims and expenses, transfer and pay over the trust property or the portion thereof to which such revocation is applicable to me or as I may direct in writing. After my death, this trust shall be irrevocable and shall not be subject to alteration or amendment, except that the Trustees may in writing amend this trust instrument at any time or times to enable the Foundation to continue to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, regulations thereunder and decisional law or for other tax or administrative reasons so long as such amendment would not affect the charitable purpose of this trust.

ARTICLE SIXTH

Definitions. For the purposes of this instrument, an individual shall be "incapacitated" or "incompetent" if such individual is (a) incapacitated mentally or physically to the point which prevents his or her regular transaction of business affairs in either case as certified in writing by such individual's attending physician, or (b) currently under legal conservatorship or guardianship. Wherever the context permits, any pronoun in either number shall be construed to mean both singular and plural, and any pronoun in one gender shall be construed to include the other two genders.

ARTICLE SEVENTH

Governing Law. The validity and effect of this instrument of trust and the administration of the trusts hereby created shall be determined in accordance with the laws of the State of Connecticut.

ARTICLE EIGHTH

Reliance on Trustees' Certification. No firm, corporation or association, any of whose securities are included in the trust property, and no transfer agent of any such firm, corporation or association shall be required to ascertain whether or not a Trustee has the power and authority to sell or transfer any securities included in the trust property. No purchaser, mortgagee, or pledgee from a Trustee shall be bound to look to the application of the purchase money or to the proceeds of any pledge or mortgage. A certificate of a Trustee as to the Trustee or Trustees in office at the time being or as to the terms hereof or as to the existence and terms of any amendment hereto or of any assignments of additional property to the trusts hereunder or as to any copy being a true copy of this instrument or of any amendment hereto may be relied upon as correct and conclusive by any party dealing with the Trustee.

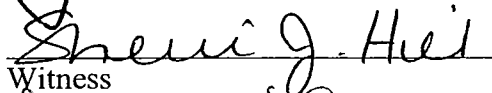
ARTICLE NINTH

Conflict of Interest Policy. The Trustees shall adopt, keep in force, and modify from time-to-time as they deem necessary, a Conflict of Interests Policy to ensure that at all times the Trust adheres to, and is operated in compliance with, high ethical standards and practices. The Conflict of Interest Policy shall be kept with the permanent records of the Trust.

SIGNED, SEALED, PUBLISHED AND DECLARED by John M. Horak, as Trustee of the **JOHN T. AND JANE A. WIEDERHOLD FOUNDATION**, as the **AMENDED AND RESTATED TRUST AGREEMENT OF THE FOUNDATION**, effective on and as of September 1, 2009.



John M. Horak, Trustee



Witness



Witness

EXHIBIT A

Trustees as of September 1, 2009

Individual Trustees

Susan B. Linker for a one year term ----- ending with annual meeting in 2010
Guy Rovezzi for a two year term ----- ending with annual meeting in 2011
Marnie Fitzmaurice for a two year term --- ending with annual meeting in 2011
Marsha Sterling for a three year term ---- ending with annual meeting in 2012

Marnie Fitzmaurice Cryer
111 Harvey Hill Road
Ithaca, NY 14850

Susan B. Linker
Our Companions Domestic Animal Sanctuary
P.O. Box 673
Bloomfield, CT 06002

Guy Rovezzi
32 City Hall Avenue
P.O. Box 1144
Torrington, CT 06790

Marsha M. Sterling
P.O. Box 128
Winchester Center, CT 06094

Corporate Trustee

Webster Bank, N.A.
c/o John H. Driscoll
Webster Financial Advisors
City Place II
185 Asylum Street, 3rd Floor
Hartford, CT 06103

JOHN T. AND JANE A. WIEDERHOLD FOUNDATION
(referred to herein as the "Foundation")

January 8, 2008

CONFLICT OF INTEREST POLICY

Preamble

This Conflict of Interest Policy is general and generic in its design so that it will be applicable in many different situations – such as if Foundation ever has staff, an enlarged board of trustees, and the like. At the time of adoption of this Policy the Foundation has a sole trustee, and it may, for some time, have a small or very limited number of trustees.

Accordingly, at all times while the Foundation has three or fewer trustees (whether they be individuals or corporate trustees) the trustees shall, to avoid both an actual and an apparent conflict of interest as to any fees paid to trustees by the Foundation, prepare and submit a report to the Charities Division of the Office of the Attorney General of the State of Connecticut showing (i) the results of a survey conducted by the Trustees of the fees charged by trustees generally in the Connecticut market for similarly situated trustees and foundations, and (ii) the fees to be charged for the ensuing year by the trustee.

This Policy

The Conflict of Interest Policy is designed to protect the Foundation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any trustee, director, officer, or executive level employee, or other "insider" of the Foundation -- such as the payment of excessive compensation or other amounts.

1. The Foundation will avoid actual or apparent conflicts of interest and advise all appropriate parties of any potential conflict.
2. For purposes of this Conflict of Interest Policy a person will be considered an "Interested Person" if the person has, directly or indirectly, through business, investment, or family:

John T. and Jane A. Wiederhold Foundation

EIN: 06-1830842

Form 1023 Continuation Sheet

Pg. 2

- a. An ownership or investment interest in any entity with which the Foundation does business;
- b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation does business, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating or proposes to do business

3. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and all material facts to the **"Compliance Officer."** The Compliance Officer shall be such person as is appointed to such position from time to time by the board of trustees of the Foundation. After disclosure of the financial interest and all material facts by the Interested Person, the Compliance Officer shall determine whether a conflict of interest exists. If the Compliance Officer determines that a Conflict of Interest exists, or if the Compliance Officer is the Interested Person, the matter shall be disclosed to the trustees or a duly authorized committee of the trustees.

4. The following procedures shall be followed once the Compliance Officer determines that a Conflict of Interest exists or if the Compliance Officer is the Interested Person:

- a. The Interested Person may make a presentation to the Trustees or applicable committee, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- b. The Trustees or applicable committee, shall, if necessary or appropriate, appoint a disinterested person, committee or sub-committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Trustees or applicable committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. However, subject to their fiduciary obligations generally, the Trustees may decide, in the exercise of their judgment, that it is not necessary to determine whether a more advantageous transaction or arrangement can be obtained.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Trustees or applicable committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Foundation's best interest, and whether it is fair and reasonable

5 Violations of the Conflicts of Interest Policy shall be dealt with as follows:

- a. If the Compliance Officer has reasonable cause to believe that a person has failed to disclose a conflict of interest, he or she shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Compliance Officer determines that the person has failed to disclose a conflict of interest, he or she shall bring the matter to the attention of the trustees, and the trustees or any authorized committee shall take appropriate disciplinary and corrective action, which may include termination or expulsion.
- c. If the trustees has reasonable cause to believe that the Compliance Officer has failed to disclose a conflict of interest, it shall follow the procedure described in subparagraphs (a) and (b) instead of the Compliance Officer.

6. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. The following provisions shall apply only to compensation of officers, directors, trustees, the highest compensated employees and the highest compensated independent contractors:

- a. A voting member of the trustees or who receives compensation, directly or indirectly, from the Foundation is precluded from voting on matters pertaining to his or her own compensation.
- b. Compensation arrangements shall be approved in advance of payment of compensation.
- c. The date and terms of approved compensation arrangements shall be documented in writing in a contract, letter agreement, or minutes of the trustees or committee approving such compensation or other applicable document.
- d. Compensation arrangements will be based on information about compensation paid by similarly situated organizations to the Foundation, or, if the trustees deem it more appropriate, current compensation surveys compiled by independent firms.

7. The minutes of any meeting of the Trustees or any committee at which a decision regarding a conflict of interest or compensation arrangement was made shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

John T. and Jane A. Wiederhold Foundation

EIN: 06-1830842

Form 1023 Continuation Sheet

Pg. 4

financial interest, and any action taken by the Compliance Officer or the trustees or trustees to determine whether a conflict of interest was present.

- b. The names of the persons who were present for discussions relating to the proposed transaction, arrangement, or compensation arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, with respect to compensation of officers, directors, trustees, the highest compensated employees and the highest compensated independent contractors, the information on which the trustees or applicable committee relied to base its decision and the source of such information, a record of any votes taken in connection with the proceedings, and the decision of the Trustees

To The Trustee or Trustees
of the JOHN T. AND JANE A.
WIEDERHOLD FOUNDATION.

I have earlier this 7th day of January, 1998, executed a Trust Document establishing the JOHN T. AND JANE A. WIEDERHOLD FOUNDATION. It is my wish, without imposing any legal obligation, that in making distributions to charitable organizations which operate to protect and improve the life of animals, the Trustee or Trustees give primary consideration to organizations which focus on protecting cats and dogs and special consideration to the organizations listed below, but I give the Trustee or Trustees complete discretion to select other charitable organizations having similar goals and objectives as the following:

1. American Society for the Prevention of Cruelty to Animals, 424 East 92nd Street, New York, New York;
2. Humane Society of New York, Inc., 306 East 59th Street, New York, New York 10022;
3. Little Guild of Saint Francis, 285 Route 128, West Cornwall, CT 06796;
4. Connecticut Humane Society, 701 Russell Road, Newington, CT 06111;
5. Bed E-A-Wee, 410 East 38th Street, New York, NY 10016;
6. Save A Cat League, 245 W. 25th Street, New York, NY;
7. Animal Rescue Foundation, P.O. Box 91, Middlebury, CT 06762; and
8. Associated Humane Societies, Inc., Humane Way, P.O. Box 0043, Forked River, NJ 08731-0043.

I also encourage the Trustees to make distributions to various universities and colleges in the United States that they are satisfied are actively and efficiently promoting veterinary programs for the purpose of giving scholarships to students applying for veterinary programs or to organizations actively including endangered species of all kinds, flora, fauna and all animal species, from extinction, including funding the purchase of land to remain as open space to protect such endangered species.

10/15/99
DATE

Jane A. Wiederhold
JANE A. WIEDERHOLD