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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

PAUL FOUNDATION, INC.  
C/O K. LEEKER, ONE CHAMPLIN SQUARE  
ESSEX, CT 06426

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 3,540,920.** J Accounting method  Cash  Accrual  
 Other (specify) **(Part I, column (d) must be on cash basis)**

A Employer identification number **06-1387521**

B Telephone number (see the instructions) **860-767-5081**

C If exemption application is pending, check here ►

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	100,025.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents	41,652.	41,652.	41,652.	
	b Net rental income or (loss)	22,566.			
	6a Net gain/(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)				
	8 Net short-term-capital-gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	b Less cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	7 NUV 1 9 2912 S				
	12 Total. Add lines 1 through 11	141,677.	41,652.	41,652.	
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	1,900.			1,900.
	c Other prof fees (attach sch) SEE ST 2	1,875.			1,875.
	17 Interest	3,041.			3,041.
	18 Taxes (attach schedule) (see instrs)				
	19 Depreciation (attach sch) and depletion	19,086.	19,086.	19,086.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	1,241.			1,241.
	24 Total operating and administrative expenses. Add lines 13 through 23	27,143.	19,086.	19,086.	8,057.
	25 Contributions, gifts, grants paid PART XV	2,500.			2,500.
	26 Total expenses and disbursements. Add lines 24 and 25	29,643.	19,086.	19,086.	10,557.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	112,034.			
	b Net investment income (if negative, enter -0-)		22,566.		
	c Adjusted net income (if negative, enter -0-)			22,566.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	3,187.	10,557.	10,557.	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b				
	c				
	11				
	12				
	13				
	14	Land, buildings, and equipment basis ► 975,598.			
	Less: accumulated depreciation (attach schedule) SEE STMT 4 ► 289,293.	705,391.	686,305.	1,820,100.	
15	Other assets (describe ► SEE STATEMENT 5 )	1,436,513.	1,710,263.	1,710,263.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,145,091.	2,407,125.	3,540,920.	
L I A B I L I T I E S	17				
	18				
	19				
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) STMT 6		150,000.	
	22	Other liabilities (describe ► )			
	23	Total liabilities (add lines 17 through 22)	0.	150,000.	
N F E T U N D A S S E T S S A N C O R E S	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	25				
	26				
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	28				
	29				
	30	Capital stock, trust principal, or current funds			
	31	Paid-in or capital surplus, or land, building, and equipment fund			
		Retained earnings, accumulated income, endowment, or other funds			
		Total net assets or fund balances (see instructions)	2,145,091.	2,257,125.	
	Total liabilities and net assets/fund balances (see instructions)	2,145,091.	2,257,125.		
		2,145,091.	2,407,125.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,145,091.
2	Enter amount from Part I, line 27a	2	112,034.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,257,125.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,257,125.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</span>			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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	84,102.	1,395,577.	0.060263
2009	56,132.	1,401,404.	0.040054
2008	117,073.	1,397,278.	0.083786
2007	352,145.	1,151,081.	0.305925
2006	202,764.	1,338,062.	0.151536

2 Total of line 1, column (d)	2	0.641564
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.128313
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,396,707.
5 Multiply line 4 by line 3	5	179,216.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	226.
7 Add lines 5 and 6	7	179,442.
8 Enter qualifying distributions from Part XII, line 4	8	196,557.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	1	226.
Date of ruling or determination letter (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	226.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	226.
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	226.
6 Credits/Payments.		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	98.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	402.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	500.
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	274.
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ► 274.   Refunded	11	0.

**Part VII-A | Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	

	Yes	No
1b	X	

	Yes	No
1c	X	

	Yes	No
2	X	

	Yes	No
3	X	

	Yes	No
4a	X	

	Yes	No
4b	N/A	

	Yes	No
5	X	

	Yes	No
6	X	

	Yes	No
7	X	

	Yes	No
8a		

	Yes	No
CT		

	Yes	No
8b	X	

	Yes	No
9	X	

	Yes	No
10	X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ► <u>KIMBERLY LEEKER</u> Telephone no ► <u>860-767-5081</u> Located at ► <u>ONE CHAMPLIN SQUARE ESSEX CT</u> ZIP + 4 ► <u>06426</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	► 15 N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	Yes	No
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__, 20__, 20__, 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2a	N/A
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) <input type="checkbox"/>	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__ <input type="checkbox"/>	2c	N/A
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/>	3c	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
<b>b</b> If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here					
<b>c</b> 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	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
<i>If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)</i>					
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X	
<i>If 'Yes' to 6b, file Form 8870</i>					
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
<b>b</b> If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEOFFREY S. PAUL	PRES/DIRECTOR	0.	0.	0.
9663 SANTA MONICA BLVD., #889	5.00			
BEVERLY HILLS, CA 90210				
GREGORY PAUL	SEC/DIRECTOR	0.	0.	0.
3260 HUTTON DRIVE	1.00			
BEVERLY HILLS, CA 90210				
KIMBERLEY LEEKER	TREAS/DIRECT	0.	0.	0.
5 EDELWEISS LANE	2.00			
DARIEN, CT 06820				

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

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

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

▶ 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

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

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

9

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

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

## Expenses

1	UNDERWRITING THE COSTS OF PUBLISHING A CHILDRENS BOOK, WHICH DEALS WITH THE HISTORY OF ESSEX, CT IN CONJUNCTION WITH OUR EFFORTS TO PRESERVE THE HISTORY AND CULTURE OF ESSEX, CT.	
2	EXPENSES ASSOCIATED WITH THE SUNSET POND PROPERTY AND MAKING IT AVAILABLE FOR USE AS A PUBLIC PARK IN FURTHERANCE OF OUR EFFORTS TO PRESERVE THE HISTORY, CULTURE, AND ARTIFACTS OF ESSEX, CT.	1,242
3	CONTRIBUTIONS TO LOCAL CHARITABLE ORGANIZATIONS THAT SHARE IN OUR EFFORTS TO PRESERVE THE HISTORY, CULTURE AND ARTIFACTS OF ESSEX, CT.	3,192
4	ACQUIRE, PRESERVE, AND EXHIBIT ARTWORK AND ARTIFACTS THAT FURTHER OUR EFFORTS TO PRESERVE THE HISTORY AND CULTURE OF ESSEX, CT AND THE SURROUNDING AREA.	279,873

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

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

**Amount**

1	<u>N/A</u>	
2		

All other program-related investments See instructions

3

**Total.** Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	2,359.
c Fair market value of all other assets (see instructions)	1c	1,415,618.
d <b>Total</b> (add lines 1a, b, and c)	1d	1,417,977.
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	1,417,977.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,270.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,396,707.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	69,835.

**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	N/A	1	
2a Tax on investment income for 2011 from Part VI, line 5	2a		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		
6 Deduction from distributable amount (see instructions)	6		
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		

**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	10,557.	
b Program-related investments – total from Part IX-B	1b		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	186,000.	
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 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	196,557.	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	226.	
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	196,331.	

**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.

BAA

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**Part XIII Undistributed Income (see instructions)**

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

BAA

Form 990-PF (2011)

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				► 5/01/94																																								
b	Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																												
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed																																												
b	85% of line 2a																																												
c	Qualifying distributions from Part XII, line 4 for each year listed																																												
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																												
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																												
3	Complete 3a, b, or c for the alternative test relied upon:																																												
a	'Assets' alternative test – enter																																												
(1)	Value of all assets																																												
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																												
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																												
c	'Support' alternative test – enter																																												
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																												
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																												
(3)	Largest amount of support from an exempt organization																																												
(4)	Gross investment income																																												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="4" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center; vertical-align: bottom;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2011</th> <th style="text-align: center;">(b) 2010</th> <th style="text-align: center;">(c) 2009</th> <th style="text-align: center;">(d) 2008</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">22,566.</td> <td style="text-align: center;">21,084.</td> <td style="text-align: center;">24,182.</td> <td style="text-align: center;">28,388.</td> <td style="text-align: center;">96,220.</td> </tr> <tr> <td style="text-align: center;">19,181.</td> <td style="text-align: center;">17,921.</td> <td style="text-align: center;">20,555.</td> <td style="text-align: center;">24,130.</td> <td style="text-align: center;">81,787.</td> </tr> <tr> <td style="text-align: center;">196,557.</td> <td style="text-align: center;">84,102.</td> <td style="text-align: center;">56,132.</td> <td style="text-align: center;">117,073.</td> <td style="text-align: center;">453,864.</td> </tr> <tr> <td style="text-align: center;">6,994.</td> <td style="text-align: center;">3,295.</td> <td style="text-align: center;">19,732.</td> <td style="text-align: center;">20,380.</td> <td style="text-align: center;">50,401.</td> </tr> <tr> <td style="text-align: center;">189,563.</td> <td style="text-align: center;">80,807.</td> <td style="text-align: center;">36,400.</td> <td style="text-align: center;">96,693.</td> <td style="text-align: center;">403,463.</td> </tr> <tr> <td style="text-align: center;">46,556.</td> <td style="text-align: center;">46,519.</td> <td style="text-align: center;">46,713.</td> <td style="text-align: center;">46,576.</td> <td style="text-align: center;">186,364.</td> </tr> </tbody> </table>						Tax year	Prior 3 years				(e) Total	(a) 2011	(b) 2010	(c) 2009	(d) 2008	22,566.	21,084.	24,182.	28,388.	96,220.	19,181.	17,921.	20,555.	24,130.	81,787.	196,557.	84,102.	56,132.	117,073.	453,864.	6,994.	3,295.	19,732.	20,380.	50,401.	189,563.	80,807.	36,400.	96,693.	403,463.	46,556.	46,519.	46,713.	46,576.	186,364.
Tax year	Prior 3 years				(e) Total																																								
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**Part XV: Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

GEOFFREY S. PAUL

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 7				
<b>Total</b>			► 3a	<b>2,500.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	22,566.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) -----				22,566.	
13 Total. Add line 12, columns (b), (d), and (e)					22,566.

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

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

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

Sign  
Here

Signature of officer or trustee

11/14/12

Date \_\_\_\_\_

**PRESIDENT**

### Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Due	Yes	No
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	NICHOLAS LEWITZ JR		11/12/12	P01320056	
	Firm's name ► LEWITZ BALOSIE WOLLACK RAYNER & GIROUX LLC	Firm's EIN ► 06-1533072			
Firm's address ► 36 ELM ST. OLD SAYBROOK, CT 06475	Phone no (860) 388-4451				

**BAA**

**Form 990-PF (2011)**

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No. 1545-0047

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

**2011**

Name of the organization  
**PAUL FOUNDATION, INC.**

Employer identification number  
**06-1387521**

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(\_\_\_\_) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II  
 For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.  
 For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA** For Paperwork Reduction Act Notice, see the Instructions for Form 990,  
990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

PAUL FOUNDATION, INC.

06-1387521

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEOFFREY S. PAUL 9663 SANTA MONICA BLVD #889 BEVERLY HILLS, CA 90210	\$ 95,025	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
2	GREGORY PAUL 3260 HUTTON DRIVE BEVERLY HILLS, CA 90210	\$ 5,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

PAUL FOUNDATION, INC.

06-1387521

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PAINTING OF BLACK X SHIP "HUDSON" AND PAINTING OF SHIP "TUSKINA"	\$ 87,500	12/20/11
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
BAA	Schedule B (Form 990, 990-EZ, or 990-PF) (2011)		

Name of organization

PAUL FOUNDATION, INC.

Employer identification number

06-1387521

**Part III** Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year (Enter this information once See instructions )

► \$ \_\_\_\_\_ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP + 4      Relationship of transferor to transferee			

2011

## FEDERAL STATEMENTS

PAGE 1

PAUL FOUNDATION, INC.

06-1387521

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LBWR&G LLC	\$ 1,900.			\$ 1,900.
TOTAL	<u>\$ 1,900.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,900.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESSEX SAVINGS LOC FEE	\$ 1,875.			\$ 1,875.
TOTAL	<u>\$ 1,875.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,875.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARTWORK RELATED EXPENSES	\$ 513.			\$ 513.
GENERAL & ADMINISTRATIVE	178.			178.
SUNSET POND MAINTENANCE	550.			550.
TOTAL	<u>\$ 1,241.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,241.</u>

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 1,802.	\$ 1,802.	\$ 0.	\$ 0.
BUILDINGS	617,173.	251,232.	365,941.	1,026,200.
IMPROVEMENTS	79,342.	36,259.	43,083.	0.
LAND	277,281.		277,281.	793,900.
TOTAL	<u>\$ 975,598.</u>	<u>\$ 289,293.</u>	<u>\$ 686,305.</u>	<u>\$ 1,820,100.</u>

2011

## FEDERAL STATEMENTS

PAGE 2

PAUL FOUNDATION, INC.

06-1387521

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WORKS OF ART	\$ 1,710,263.	\$ 1,710,263.
<b>TOTAL</b>	<b><u>\$ 1,710,263.</u></b>	<b><u>\$ 1,710,263.</u></b>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 21**  
**MORTGAGES AND OTHER NOTES PAYABLE**

<u>OTHER NOTES PAYABLE</u>	<u>BALANCE DUE</u>
LENDER'S NAME: ESSEX SAVINGS BANK	
RELATIONSHIP OF LENDER: NONE	
DATE OF NOTE: 6/08/2011	
MATURITY DATE:	
REPAYMENT TERMS: LINE OF CREDIT-VARIABLE	
INTEREST RATE: 4.50%	
SECURITY PROVIDED: UCC-1 ALL BUSINESS ASSETS	
PURPOSE OF LOAN: ARTWORK ACQUISITION/CASH FLOW	
DESC. OF CONSIDERATION:	
FMV OF CONSIDERATION: 0.	
ORIGINAL AMOUNT: 55,000.	
BALANCE DUE:	\$ 150,000.
<b>TOTAL OTHER NOTES PAYABLE \$ 150,000.</b>	

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CT HISTORICAL SOCIETY 1 ELIZABETH STREET HARTFORD, CT 06105	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	\$ 100.
CT RIVER FOUNDATION 67 MAIN STREET ESSEX, CT 06426	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	1,000.
CT TRUST FOR HISTORIC PRESERV 940 WHITNEY AVENUE HAMDEN, CT 06517	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
ESSEX HISTORICAL SOCIETY P. O. BOX 123 ESSEX, CT 06426	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.

2011

## FEDERAL STATEMENTS

PAGE 3

PAUL FOUNDATION, INC.

06-1387521

**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FLORENCE GRISWOLD MUSEUM 96 LYME STREET OLD LYME, CT 06371	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	\$ 100.
ESSEX LIBRARY ASSOCIATION, INC 33 WEST AVENUE ESSEX, CT 06426	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	500.
ESSEX FIRE ENGINE CO #1 11 SAYBROOK ROAD ESSEX, CT 06426	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
REGION 4 EDUCATION FOUNDATION 1 WINTHROP ROAD DEEP RIVER, CT 06417	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
MIDDLESEX HOSPITAL 28 CRESCENT STREET MIDDLETOWN, CT 06457	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
IVORYTON PLAYHOUSE FOUNDATION MAIN STREET IVORYTON, CT 06442	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
TRI TOWN YOUTH SERVICE BUREAU 59 HIGH STREET DEEP RIVER, CT 06417	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
CONNECTICUT EXPLORED PO BOX 271561 WEST HARTFORD, CT 06127	NONE	PUBLIC	TO FURTHER THE FOUNDATION'S WORK	100.
<b>TOTAL</b>				<b>\$ 2,500.</b>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► 

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <b>PAUL FOUNDATION, INC.</b>	Employer identification number (EIN) or  <b>X 06-1387521</b>
	Number, street, and room or suite number. If a P O box, see instructions  <b>C/O K. LEEKER, ONE CHAMPLIN SQUARE</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>ESSEX, CT 06426</b>	

Enter the Return code for the return that this application is for (file a separate application for each return). ► **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **KIMBERLY LEEKER**

Telephone No ► **860-767-5081** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- calendar year 20 11 or
- tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <b>500.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <b>500.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ <b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

Type or print  File by the extended due date for filing the return. See instructions	Name of exempt organization or other filer, see instructions  <b>PAUL FOUNDATION, INC.</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <b>06-1387521</b>
	Number, street, and room or suite number If a P O box, see instructions  <b>LEWITZ BALOSIE WOLLAKE RAYNER &amp; GIROUX LLC 36 ELM ST.</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions  <b>OLD SAYBROOK, CT 06475</b>	

Enter the Return code for the return that this application is for (file a separate application for each return).

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 990-EZ	01	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (section 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning                   , 20           , and ending                   , 20           

6 If the tax year entered in line 5 is for less than 12 months, check reason.  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$ 226.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 500.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$ 0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ➤

Title ► **PRESIDENT**

Date ►

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BAA

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Form 8868 (Rev 1-2012)