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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

			of the Treasury enue Service Note. The	e foundation may t	pe able to use a copy of this	return to satu	sty state repo	rting requirements	L ZUII
			dar year 2011 or tax year beginn			, and e			
-	N	ne of foundation ORTHEAST UTILITIES FOUNDATION, INC.						A Employer identification number	
_	C	<u> </u>	SHIRLEY M. PAY	NE				06-1527290	
_			nd street (or PO box number if mail is r BOX 270	not delivered to street	address)		Room/suite	860-665-23	33
1	-		wn, state, and ZIP code					C If exemption application is p	ending, check here
_	H2	<u>IR</u>	FORD, CT 0614	1-0270					
G	C	neck	all that apply Initial r	eturn	Initial return of a fo	rmer public o	harity	D 1 Foreign organizations	, check here
			Final re		Amended return			Foreign organizations me	eting the 85% test
_				ss change	Name change			Foreign organizations me 2. check here and attach co	mputation
H	l CI				empt private foundation			E If private foundation sta	_
<u>_l</u>	_		ction 4947(a)(1) nonexempt char		Other taxable private founda	X Accr		under section 507(b)(1)	` ''
Į			rket value of all assets at end of y	l	•	ACCI	шаі	F If the foundation is in a	
	(Tro		Part II, col (c), line 16)		her (specify) mn (d) must be on cash b	hasis)		under section 507(b)(1)	(B), cneck nere
			Analysis of Revenue and Exper (The total of amounts in columns (b), (necessarily equal the amounts in columns)	1Ses c), and (d) may not	(a) Revenue and expenses per books		vestment ome	(c) Adjusted net	(d) Disbursements for chantable purposes (cash basis only)
_		1	Contributions, gifts, grants, etc.,					. , ,,	(cash basis only)
			Check X if the foundation is not req				······		
		3	Interest on savings and temporary cash investments		410.		410.	,	STATEMENT 1
	- 1	_	Dividends and interest from secu	rities	318,990.	31	8,990.		STATEMENT 2
			Gross rents				-		'
		b	Net rental income or (loss)						
		6a	Net gain or (loss) from sale of assets no	ot on line 10	204,185.				
	Revenue	b	Gross sales price for all assets on line 6a 4, 3	35,566.			111		
	eve	7	Capital gain net income (from Part IV, II	ne 2)		20	4,185.		
	~	8	Net short-term capital gain						
Õ		9	Income modifications						
SCANNED	-	<u>10a</u>	Gross sales less returns and allowances				 	- let - lt - l	
Z		þ	Recented to the solid of the so			, <u>,</u>	·····		
	1	LC-	-Gross-promeor (loss)						
	15	3]	Other incomes 2012 O		523,585.	5.2	3,585.	0.	
AON-	╫	401			0.		0.	0.	0.
	H	- =	Compensation of officers, directors, true of employee salaries and wag	1.	0.				0.
(3)	္က	15	Peńsión plans, employee benefits	S					
20 20	use	16a	Legal fees						
$\overline{\mathcal{M}}$	ğ.	b	Accounting fees	STMT 3	12,581.	1	2,581.	0.	0.
	e Ü	. C	Other professional fees	SIMI S	12,301.		2,301.		
	aţi	17	Pension-plans; employee benefits Legal fees Accounting fees Other professional fees Interest Taxes Depreciation and depletion Occupancy Travel, conferences, and meeting Printing and publications Other expenses Total operating and administrate expenses. Add lines 13 through Contributions, gifts, grants paid	STMT 4	11,981.		1,981.	0.	0.
	str	10	Denreciation and depletion		11,301.		1,501.		<u> </u>
	Ē	20	Occupancy						
	ఠ	21	Travel, conferences, and meeting	ıs				· · · · · · · · · · · · · · · · · · ·	
	2	22	Printing and publications	,-					"
	g a	23	Other expenses	STMT 5	5,753.		0.	0.	0.
	aŧ⊨	24	Total operating and administrat	ive					
	ber 1		expenses. Add lines 13 through	23	30,315.	2	4,562.	0.	0.
	0	25	Contributions, gifts, grants paid		1,741,988.				2,042,200.
		26	Total expenses and disburseme	ents.	1 770 000	_			0.040.000
_			Add lines 24 and 25		1,772,303.	2	4,562.	0.	2,042,200.
		27	Subtract line 26 from line 12		1 040 710				
	ŀ		Excess of revenue over expenses and		-1,248,718.	40	0 022		<u> </u>
			Net investment income (if negative			49	9,023.		
-	2350		Adjusted net income (if negative,	enter -0-)	E	L	·····	0.	<u>L</u>

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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06-1527290

		Attached schedules and amounts in the description	Beginning of year	End o	f year
P	<u>art</u>	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	ı	Savings and temporary cash investments	428,694.	731,761.	731,761.
	ı	Accounts receivable	'	1100 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	· · · · · · · · · · · · · · · · · · ·
		Less allowance for doubtful accounts			
	4	Pledges receivable		7 717 71,	
		Less allowance for doubtful accounts	1,000,000.		
	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			
ţ	8	Inventories for sale or use	· -		
Assets	9	Prepaid expenses and deferred charges			
Ä	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	C	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			, ,
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	20,362,471.	19,280,812.	19,640,858.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation		···-	
	15	Other assets (describe)			
			21 701 165	20 012 572	20 272 610
_		Total assets (to be completed by all filers)	21, 191, 103.	20,012,573.	20,372,619.
	17	Accounts payable and accrued expenses	1 044 670	1,502,970.	
	18	Grants payable	1,944,070.	1,302,970.	
ties	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
Lia	21	Mortgages and other notes payable Other liabilities (describe ►)			
	22	Other habilities (describe			
	23	Total liabilities (add lines 17 through 22)	1,944,670.	1,502,970.	
		Foundations that follow SFAS 117, check here	•		
		and complete lines 24 through 26 and lines 30 and 31.			
Ses	24	Unrestricted	19,846,495.	18,509,603.	
auc	25	Temporarily restricted			
Bai	26	Permanently restricted			
pu		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
S	27	Capital stock, trust principal, or current funds			
set	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
Net Assets or Fund Balance	29	Retained earnings, accumulated income, endowment, or other funds			
Red	30	Total net assets or fund balances	19,846,495.	18,509,603.	
_	31	Total liabilities and net assets/fund balances	21,791,165.	20,012,573.	
p	art	Analysis of Changes in Net Assets or Fund B	alances		
1		I net assets or fund balances at beginning of year - Part II, column (a), line	JU		19,846,495.
•	-	st agree with end-of-year figure reported on prior year's return)		$\frac{1}{2}$	-1,248,718.
		r amount from Part I, line 27a r increases not included in line 2 (itemize)	3	0.	
		lines 1, 2, and 3		4	18,597,777.
		reases not included in line 2 (itemize) BOOK/TAX GAIN/	LOSS DIFFERENCE		88,174.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c		6	18,509,603.
<u>-</u>	, ota	2000to or raine outstrood at one or your time 4 things into 07 Tall h, o			Form 990-PF (2011)

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C/O SHIRLEY M. PAYNE

Part IV Capital Gains a	nd Losses for Tax on Ir	nvestment	Income					
` 2-story brick ware	e the kind(s) of property sold (e g house, or common stock, 200 sh	s MLC Co)		P	How ac - Purch - Dona	nase ition	c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
a BANK OF AMERICA INVESTMENT ACCOUNT						P V	ARIOUS	VARIOUS
b				<u> </u>			 	
<u>C</u>							.	
<u>d</u>				-				
<u>e</u>	(f) Depreciation allowed	(n) Cos	t or other basis	_			(h) Gain or (lo	(22
(e) Gross sales price	(or allowable)	plus e	xpense of sale				(e) plus (f) minu	s (g)
a 4,335,566.			4,131,38	1.				204,185.
<u>b</u>							1,	
d								
e		-						
Complete only for assets showing	gain in column (h) and owned by	the foundation	on 12/31/69				Gains (Col. (h) ga	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (ı) col (ı), ıf any				k), but not less t Losses (from co	
a								204,185.
b			_			-		
C	<u> </u>		_					
d								
e		1						
2 Capital gain net income or (net capi	tal loss) { If gain, also ente If (loss), enter -C	er in Part I, line ')- in Part I, line	7 7	}	2			204,185.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) a	nd (6)		`				
If gain, also enter in Part I, line 8, co	olumn (c)			}			N/	λ
If (loss), enter -0- in Part I, line 8 Part V Qualification Un	der Section 4940(e) for	r Reduced	Tax on Net	Inv	estm	ent Inco		<u> </u>
If section 4940(d)(2) applies, leave this Was the foundation liable for the section if "Yes," the foundation does not qualiful. 1 Enter the appropriate amount in each	on 4942 tax on the distributable ar	omplete this pa	rt		<u>-</u>			Yes X No
(a)	(b)	Tactions Boloto	making any onei	(C)	<u> </u>			(d)
Base periód years Calendar year (or tax year beginning	μ (n) Adjusted qualifying dis		Net value of no	ncha	rıtable-			tribution ratio divided by col. (c))
2010		29,253. 02,776.	-			9,211. 9,890.	 	.098382
2009 2008		03,335.				2,557.		.047903
2007		16,985.				7,725.		.034376
2006		04,565.				1,133.		.085121
2 Total of line 1, column (d)							2	.325296
3 Average distribution ratio for the 5- the foundation has been in existence		on line 2 by 5,	or by the number	r of ye	ars		3	.065059
4 Enter the net value of noncharitable		, line 5					4	21,976,289.
5 Multiply line 4 by line 3					5	1,429,755.		
					6	4,990.		
6 Enter 1% of net investment income (1% of Part I, line 27b)					7	1,434,745.		
7 Add lines 5 and 6	Dark VIII has 4							2,042,200.
8 Enter qualifying distributions from If line 8 is equal to or greater than		e 1b, and comp	olete that part usir	ng a 1	% tax ı	rate	8	2,042,200.
See the Part VI instructions		 _				<u> </u>		Form 990-PF (2011)

	NORTHEADT OFFICE TOUNDATION, THE.			
		527290		Page
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - s	ee instri	uctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1			
_	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)		4 0	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► X and enter 1%		4,9	90
	of Part I, line 27b			
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4,9	0
-	Add lines 1 and 2		4,9	0
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4 Tay beard as investment income. Subtract less 4 from less 3 life are extended.		4,9	
	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		4, 2	90
	Credits/Payments 2011 estimated tax payments and 2010 overpayment credited to 2011 5,286.			
	Tax paid with application for extension of time to file (Form 8868) Backup withholding erroneously withheld 66 66			
	Total credits and payments Add lines 6a through 6d		5,2	86
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached		3 , 2	00.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		2	96
	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 296 . Refunded ▶ 11			0
	rt VII-A Statements Regarding Activities			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
	any political campaign?	1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or			
	distributed by the foundation in connection with the activities			
C	Did the foundation file Form 1120-POL for this year?	10	<u></u>	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation ► \$ O . (2) On foundation managers ► \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
	managers > \$O.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	ļ	X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 <u>a</u>	<u> </u>	X
	If "Yes," has it filed a tax return on Form 990-T for this year? N/P	4 4b	1	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	ļ	X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law			
_	remain in the governing instrument?	6	X	
1	Did the foundation have at least \$5,000 in assets at any time during the year?	7	ΙΛ.	-
0	If "Yes," complete Part II, col (c), and Part XV.			
ъ	Enter the states to which the foundation reports or with which it is registered (see instructions)	-		
h	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)	—		
U	of each state as required by General Instruction G? If "No," attach explanation	86	Х	
Ω	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar	00	^ <u>`</u>	1
9	vace 2011 or the tayable year beginning in 2011 (see instructions for Part XIV/2 If "Ves " complete Part XIV/			l x

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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?

_				1	
_				<u> </u>	L
2	Compensation of five highest-paid employees (other than those i	ncluded 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, othe allowances
_	NONE				
			<u> </u>		
_		_			
_		-	-		
_					
			-		
_					
_					<u> </u>
T	otal number of other employees paid over \$50,000			▶	(

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All other program-related investments. See instructions

Total. Add lines 1 through 3

C/O SHIRLEY M. PAYNE

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P	Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign for	oundations,	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	21,230,725.
b	Average of monthly cash balances	1b	580,228.
C	Fair market value of all other assets	10	500,000.
d	Total (add lines 1a, b, and c)	1d	22,310,953.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)).	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,310,953.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	334,664. 21,976,289.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	21,976,289.
6	Minimum investment return. Enter 5% of line 5	6	1,098,814.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations foreign organizations check here and do not complete this part.)	and certain	
1	Minimum investment return from Part X, line 6	1	1,098,814.
2a	Tax on investment income for 2011 from Part VI, line 5).	· · · · · · · · · · · · · · · · ·
b			
C	Add lines 2a and 2b	2c	4,990.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,990. 1,093,824.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,093,824.
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	1,093,824.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а		1a	2,042,200.
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		
а	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	2,042,200.
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	4,990. 2,037,210.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,037,210.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	on qualifies fo	r the section
	40.40(x) and take a state of the contract		

Part XIII Undistributed Income (see instructions)

•	(a)	(b)	(c)	(d)
•	Corpus	Years prior to 2010	2010	2011
1 Distributable amount for 2011 from Part XI.			· · · · · · · · · · · · · · · · · · ·	
line 7				1,093,824.
2 Undistributed income, if any, as of the end of 2011		11	, , , , , , , , , , , , , , , , , , , ,	
a Enter amount for 2010 only			0.	
b Total for prior years	"			
		0.		- 1
3 Excess distributions carryover, if any, to 2011				,,
a From 2006 498,007.				
b From 2007				
c From 2008				
d From 2009 198,071.				
e From 2010 1, 101, 006.				
f Total of lines 3a through e	1,797,084.			
4 Qualifying distributions for 2011 from				
Part XII, line 4 ► \$ 2,042,200.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)	<u> </u>	0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
d Applied to 2011 distributable amount				1,093,824.
e Remaining amount distributed out of corpus	948,376.	,	··· !	
5 Excess distributions carryover applied to 2011 (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:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,745,460.			
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 2010 Subtract line				
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2012				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 2006	400 007			
not applied on line 5 or line 7	498,007.			
9 Excess distributions carryover to 2012.	2 247 452			
Subtract lines 7 and 8 from line 6a	2,247,453.	·····		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 c Excess from 2009 198,071.				
d Excess from 2010 1, 101, 006.				
e Excess from 2011 948, 376.				
G EVOCAS HOUTEOUT	·			L

Part XIV Private Operating For	undations (see ins		II-A, question 9)	N/A	-1327230 Tage
1 a If the foundation has received a ruling or o					 -
foundation, and the ruling is effective for 2			.		
b Check box to indicate whether the foundat		=	in section	4942(j)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	g tourioution docorious	Prior 3 years	<u> </u>	
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for			\		.,,
each year listed					
b 85% of line 2a			-		
c Qualifying distributions from Part XII,			-10-	-	
line 4 for each year listed					
d Amounts included in line 2c not				-	
used directly for active conduct of			-		
ł.			İ		
exempt activities				-	
e Qualifying distributions made directly					
for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the				-	
alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on securities loans (section					
512(a)(5)), or royalties)					
(2) Support from general public					
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from				-	
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Infor	nation (Comple	te this part only	if the foundation	n had \$5,000 d	or more in assets
at any time during th	e year-see instr	uctions.)			
Information Regarding Foundation	Managers:				
a List any managers of the foundation who			tributions received by t	he foundation before	the close of any tax
year (but only if they have contributed mo	re than \$5,000) (See se	ection 507(d)(2))			
IONE					
b List any managers of the foundation who	own 10% or more of the	stock of a corporation	(or an equally large po	rtion of the ownership	of a partnership or
other entity) of which the foundation has a	a 10% or greater interes	t			
IONE					
2 Information Regarding Contributio	n, Grant, Gift, Loan,	Scholarship, etc., P	rograms:		
Check here 🕨 🔲 if the foundation onl	y makes contributions t	o preselected charitable	organizations and doe	s not accept unsolicité	ed requests for funds. If
the foundation makes gifts, grants, etc. (s	ee instructions) to indiv	iduals or organizations	under other conditions,	complete items 2a, b	, c, and d
a The name, address, and telephone number	er of the person to whom	n applications should be	e addressed		
SEE STATEMENT 8					
b The form in which applications should be	submitted and informat	ion and materials they s	should include		
c Any submission deadlines					
d Any restrictions or limitations on awards,	such as by apparanties	l areas charitable fields	kinds of institutions of	or other factors	
u Any restrictions of limitations on awards,	ancu as by AcoAtabilica	n aidas, ciialitabid ilelus	, killus vi ilistitutiviis, t	א טנוופו ומטנטוס	
					- 000 DE

Form 990-PF (2011)

C/O SHIRLEY M. PAYNE

06-1527290 Page

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation status of Purpose of grant or contribution show any relationship to Amount any foundation manager , Name and address (home or business) or substantial contributor recipient a Paid during the year See Statement 9 See Statement See Statement 9 SEE STATEMENT 9 9 2,042,200. Total **▶** 3a 2,042,200. b Approved for future payment See Statement 10 See State-See Statement 10 SEE STATEMENT 10 ment 10 1,502,970. Total **▶** 3b 1,502,970.

Part XVI-A	Analysis of I	ncome-Producing	Activities
ያ ቁ ተ ለተያ ቁ አየትም እ' ምጊ 1	Allaly 313 Of 1	ntoonic i roadoni	9 / 10 11 11 11 10 0

Enter gross amounts unless otherwise indicated	Unrelate	d business income		by section 512, 513, or 514	(e)
2.1.0. g. 5.0.0 a.1.0.0	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	code	Amount	function income
a		·			
b					
С					
d					
е					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments		·	14	410.	
4 Dividends and interest from securities			14	318,990.	
5 Net rental income or (loss) from real estate.					7111 - 1711
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory					204,185.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b	_				
c	_				
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0.	319,400.	
13 Total. Add line 12, columns (b), (d), and (e)				. 13	523,585.
(See worksheet in line 13 instructions to verify calculations	.)				

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

N/A	

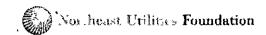
123621 12-02-11

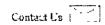
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable

C/O SHIRLEY M. PAYNE

06-1527290 Page 13

		Exempt Organ	izations						_
1	Did the or	ganization directly or indi	rectly engage in any	of the followin	g with any other organization	on described in section 501(c) of		Yes	No
	the Code	other than section 501(c)(3) organizations) o	r ın section 52	7, relating to political organ	uzations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of									
_	(1) Cash							1	X
	(2) Other assets								X
h	Other tran			1a(2)		 -			
b				45/41	•	v			
	` '	of assets to a noncharita		1b(1) 1b(2)		X			
	(2) Purchases of assets from a noncharitable exempt organization								
	(3) Rental of facilities, equipment, or other assets								X
	. ,	bursement arrangements					1b(4)		X
	(5) Loan:	s or loan guarantees					1b(5)		X
	(6) Perfo	rmance of services or me	mbership or fundrais	sıng solicitatıo	ns		1b(6)		X
C	Sharing o	f facilities, equipment, ma	uling lists, other asse	ts, or paid em	ployees		1c	<u> </u>	X
d	If the ansv	wer to any of the above is	"Yes," complete the f	following sche	dule Column (b) should al	ways show the fair market value of the goods,	other ass	sets,	
	or service	s given by the reporting f	oundation If the four	ndation receive	ed less than fair market vali	ie in any transaction or sharing arrangement,	show in		
	column (d	I) the value of the goods,	other assets, or serv	ices received					
(a) L	ine no	(b) Amount involved	(c) Name of	noncharitable	exempt organization	(d) Description of transfers, transactions, and	i shanng ar	rangeme	ents
				N/A	•				
_			 						
			 						
			 						
			 						
			 						
2a	Is the four	ndation directly or indirec	tly affiliated with, or i	related to, one	or more tax-exempt organi	zations described			
	ın section	501(c) of the Code (othe	r than section 501(c)	(3)) or in sect	ion 527?	[Yes	X	☐ No
b	If "Yes," co	omplete the following sch	edule						
		(a) Name of org			(b) Type of organization	(c) Description of relations	ship		
	-	N/A		-			-		
									
									
	Under	penalties of penury. I declare	that I have examined thi	s return, includin	I og accompanying schedules and	statements, and to the best of my knowledge			
e:	and be					nation of which preparer has any knowledge re	ay the IRS of turn with th	e prepar	rer
	gn ere	/ L.	(he sta			TREASURER sr	own below	(see ins	tr)?
110	, F	Takure of officer or trustee	Aver		Dete	Title	Yes		No
		1 11		Dramava via a	Date	r - 			
	(Print/Type prepaler's na	anne	Preparer's s	periature /	Date Check I if PTIN			
_			A	6/11/	1h man	self- employed	0 = = 0		
	aid	EDWARD G.		WILL			0579		
	eparer	Firm's name ► WHI	TTLESEY &	HADLE	Y, P.C.	Firm's EIN ► 06-0	9033	26	
Us	se Only								
		Firm's address ► 14					_	_	
		H.A	RTFORD, C	T 0610	6	Phone no 860-	<u> 522-</u>	311	1
						F	orm 990)-PF	(2011)





The Energy To Make a Difference

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Foundation News

The NU Foundation has awarded a three-year, \$175,000 grant to Project Opening Doors to support student competitiveness and achievement in Advanced Placement programs for college View More >



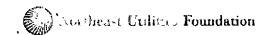
How the Foundation Carries Out its Grant Making

The Foundation supports larger initiatives that touch one or more of the states in NU's service territory, with a specific focus on economic and community development, workforce development, and the environment. The Foundation carries out its grant making in one of two ways:

We request proposals from organizations with which we have been in contact. We send out occasional requests for proposals that address a specific issue or area of interest

Who We Are a What We Fund - From Well and - News and Press - Contact Information

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Foundation News

The NU Foundation has awarded a three-year, \$175,000 grant to Project Opening Doors to support student competitiveness and achievement in Advanced Placement programs for college View More >



Focus Areas for Northeast Utilities Foundation Grants

The Northeast Utilities Foundation invests almost exclusively in projects that address the issues of economic and community development, workforce development, and environmental stewardship

A more focused grant making approach allows the Foundation to make targeted investments in projects that improve the quality of life in the communities where our customers and employees are located

The NU Foundation will invest primarily in projects that address the following issues:

Economic & Community Development

Special emphasis on:

New job creation Small business development Smart growth

Workforce Development

Special emphasis on:

Training and education

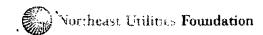
Environmental Leadership & Stewardship

Special emphasis on:

Protecting, preserving, or improving the environment, natural habitats and biological diversity
Renewable energy
Energy efficiency

When evaluating potential partners, we take into account the following criteria:

Objectives that fit within our priority areas Potential impact on the community A focus on benefits to our region Potential for employee participation Demonstrated leadership and effectiveness



Contact Us

The Energy To Make a Difference



- ► Do I Qualify?
- · Testared Farthe.

Foundation News

The NU Foundation has awarded a three-year, \$175,000 grant to Project Opening Doors to support student competitiveness and achievement in Advanced Placement programs for college View More >

Who Does Not Qualify For A Grant

Foundation investments are not provided to:

Individuals

Corporations that do not qualify as charitable organizations as defined by the

Internal Revenue Code

Projects benefiting limited groups (religious, fiaternal, political)

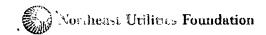
Private foundations or endowments

Reducing or eliminating a pre-existing debt

Athletic outings

Who We Are. What We Fund. How We Fund. News and Press. Contact Information

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Foundation News

The NU Foundation has awarded a three-year, \$175,000 grant to Project Opening Doors to support student competitiveness and achievement in Advanced Placement programs for college View More >

Where to Submit Proposals

All inquiries and proposals for the Foundation should be submitted to the appropriate state representative, as follows:

In Connecticut:

Lindsay Parke

Community Relations

Connecticut Light & Power

PO. Box 270

Hartford, CT 06141-0270

Telephone (860) 665-3306

Tax. (860) 665-5755

Website

Email

In Western Massachusetts:

Edgai Alejandro

Economic and Community Development

Western Massachusetts Electric Company

P.O. Box 2010

West Springfield, MA 01090-2010

Telephone: (413) 785-5871

Fax. (413) 787-9289. ext 2289

Website

<u>Email</u>

In New Hampshire.

Paulette Faggiano

Communications & Public Affairs

Public Service of New Hampshire

PO. Box 330

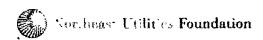
Manchester NH 03105-0330

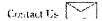
Telephone. (603) 634-3386

Fax. (603) 634-2367

Website

<u>Email</u>





The Energy To Make a Difference



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Foundation News
The NU Foundation has
awarded a three-year,
\$175,000 grant to Project
Opening Doors to support
student competitiveness and
achievement in Advanced
Placement programs for
college
View More >

Contact Information

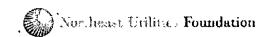
For more information on the Northeast Utilities Foundation, please contact:

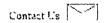
Shirley M. Payne President. Executive Director Northeast Utilities Foundation P.O. Box 270 Hartford, CT 06141-0270 Voicemail: (888) 682-4639 (toll free) (860) 665-2333 (local)

Email

Who We Are What We Fand How We Fund News and Press . Contact Information

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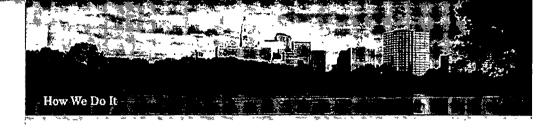


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- > Teatmed Partner

Foundation News

The NU Foundation has awarded a three-year, \$175,000 grant to Project Opening Doors to support student competitiveness and achievement in Advanced Placement programs for college View More >



Local Community Investments

At the local level, the companies owned and operated by Northeast Utilities in Connecticut, western Massachusetts, and New Hampshire also provide grants to nonprofit organizations working within their service territories. The decision-making for these local grants and sponsorships is driven by the leadership of the local operating companies.

For more information about grants available through NU's local operating companies, please contact your local administrator:

In Connecticut
Lindsay Parke
Community Relations
Connecticut Light & Power
P O. Box 270
Hartford, CT 06141-0270
Felephone, (860) 665-3306

Fax: (860) 665-5755

Website Email

In Western Massachusetts
Edgar Alejandro
Economic and Community Development
Western Massachusetts Electric Company
P.O. Box 2010
West Springfield, MA 01090-2010
Telephone: (413) 785-5871
Fax. (413) 787-9289, ext. 2289
Website

In New Hampshire:
Paulette Faggiano
Communications & Public Affairs
Public Service of New Hampshire
P O. Box 330
Manchester, NH 03105-0330
Lelephone. (603) 634-3386

Fax: (603) 634-2367

Email

Northeast Utilities Foundation Form 990 PF-2011 Statement 9

Grants Paid During the year

CT Center for Science & Exploration1	125,000
CT Center for Science & Exploration (Nature Unleased)	60,000
For Inspiration & Recognition of Science & Technology	100,000
Naugatuck Valley Community College Grant 1	10,000
Naugatuck Valley Community College Grant 2	22,000
Naugatuck Valley Community College Grant 3	14,000
Berkshire Community College Grant*	148,700
Stepping Stones Museum for Children	100,000
Achievement First	25,000
Junior Achievement of Southwest New England	20,000
Greater Hartford Chamber of Commerce Fdn (GradICT)	20,000
Project Opening Doors	100,000
Sons & Daughters Scholarships Awarded	100,000
University of Connecticut	100,000
University of New Haven	25,000
Greater Hartford Arts Council (Neighborhood Studios)	15,000
Mount Washington Observatory Inc	25,000
New Britain Museum of American Art	15,000
The Childrens Museum	17,500
American Red Cross	1,000,000
	2,042,200



Northeast Utilities Foundation Form 990 PF-2011 Statement 10

Grants approved for future payment

	Balance
CT Center for Science & Exploration ¹	500,000
CT Center for Science & Exploration (Nature Unleased)	60,000
For Inspiration & Recognition of Science & Technology	100,000
Naugatuck Valley Community College Grant 2	10,000
Naugatuck Valley Community College Grant 3	14,000
Berkshire Community College Grant*	23,970
Achievement First	25,000
Junior Achievement of Southwest New England	20,000
Greater Hartford Chamber of Commerce Fdn (GradICT)	20,000
Project Opening Doors	75,000
Sons & Daughters Scholarships Awarded	250,000
University of Connecticut	300,000
Greater Hartford Arts Council (Neighborhood Studios)	15,000
Mount Washington Observatory Inc	50,000
New Britain Museum of American Art	15,000
The Childrens Museum	25,000

FORM 990-PF INTEREST ON SAVI	NGS AI	ND TEM	PORARY C	ASH II	NVESTMENTS	STAT	TEMENT	1
SOURCE						I	TNUOMA	
BLACKROCK PROVIDENT INST. FUN	IDS						4	10.
TOTAL TO FORM 990-PF, PART I,	LINE	3, CO	LUMN A				4	10.
FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUI	RITIES	STAT	EMENT	2
SOURCE		GROSS	AMOUNT		ITAL GAINS IVIDENDS		LUMN (A LMOUNT	.)
BANK OF AMERICA COMBINED ACCO	UNT		318,990.		0.		318,990	
TOTAL TO FM 990-PF, PART I, L	N 4	318,990.		0.		318,990		90.
FORM 990-PF O	THER 1	PROFES	SIONAL FI	EES		STAT	EMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		(D) HARITAI PURPOSI	
ACCOUNT MANAGEMENT FEES	12	2,581.	12	,581.		0.		0.
TO FORM 990-PF, PG 1, LN 16C	12	2,581.	12	,581.		0.		0.
FORM 990-PF	<u> </u>	TAX	ES			STAT	EMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		(D) HARITAI PURPOSI	
FOREIGN TAXES PAID	1	1,981.	11	,981.		0.		0.
-							_	

FORM 990-PF	OTHER E	XPENSES		STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(C) ADJUSTED NET INCOM	CHAI	(D) CHARITABLI PURPOSES	
OTHER EXPENSES	5,753.	0.			0.	0.	
TO FORM 990-PF, PG 1, LN 23	5,753.	0.			0.	0.	
FORM 990-PF	OTHER INV	ESTMENTS			STATEM	ENT 6	
DESCRIPTION		LUATION ETHOD	воок	VALUE	FAIR MALU		
BANK OF AMERICA MUTUAL FUNDS		COST	19,280,812		19,640,858		
TOTAL TO FORM 990-PF, PART I	I, LINE 13		19,	280,812.	19,64	10,858.	

	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS				
NAME AND ADDRESS	TITLE AND CO AVRG HRS/WK SA		EMPLOYEE BEN PLAN CONTRIB		
CHARLES W. SHIVERY 56 PROSPECT STREET HARTFORD, CT 06103	CHAIRMAN 2.00	0.	0.	0.	
SHIRLEY M. PAYNE 107 SELDEN STREET BERLIN, CT 06037	SECRETARY, PRESIDE 15.00	ENT & EXE 0.	0.	0.	
O. KAY COMENDUL 56 PROSPECT STREET HARTFORD, CT 06103	ASSISTANT SECRETAR 2.00	0.	0.	0.	
JAMES J. JUDGE 56 PROSPECT STREET HARTFORD, CT 06103	TREASURER 2.00	0.	0.	0.	
GREGORY B. BUTLER 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.	
CHRISTINE M. CARMODY 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.	
PETER J. CLARKE 1 FEDERAL STREET, STE 111-4 SPRINGFIELD, MA 01105	DIRECTOR 2.00	0.	0.	0.	
GARY LONG 107 SELDEN STREET BERLIN, CT 06037	DIRECTOR 2.00	0.	0.	0.	
DAVID R. MCHALE 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.	
LEON J. OLIVER 107 SELDEN STREET BERLIN, CT 06037	DIRECTOR 2.00	0.	0.	0.	
RODNEY O. POWELL 107 SELDEN STREET BERLIN, CT 06037	DIRECTOR 2.00	0.	0.	0.	

"NORTHEAST UTILITIES FOUND	ATION, INC. C/O		06-1	527290
THOMAS J. MAY 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.
JOSEPH R. NOLAN 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.
WERNER SCHWEIGER 56 PROSPECT STREET HARTFORD, CT 06103	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, 1	PAGE 6, PART VIII	0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LINDSAY PARKE 107 SELDEN STREET BERLIN, CT 06037

TELEPHONE NUMBER NAME OF GRANT PROGRAM

(860) 665-3306 ECONONIC & COMMUNITY DEVELOPMENT, WORKFORCE DEVELOPMENT

AND ENVIONMENTAL

FORM AND CONTENT OF APPLICATIONS

A WRITTEN FOUNDATION REQUEST FOR FUNDING PLUS ALL REQUIRED ATTACHMENTS (SEE ATTACHMENT)

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHMENT - NEW HAMPSHIRE, MASSACHUSETTS AND CONNECTICUT

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDGAR ALEJANDRO PO BOX 2010 WEST SPRINGFIELD, MA 01090

TELEPHONE NUMBER NAME OF GRANT PROGRAM

(413) 785-5871 LEADERSHIP & STEWARDSHIP

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAULETTE FAGGIANO PO BOX 330 MANCHESTER , NH 03105

TELEPHONE NUMBER

(603) 634-2367

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

ϕ . t					
Form 8868 (Rev. 1-2012) If you are filing for an Additional (Not Automatic) 3-Month Ex. Note. Only complete Part II if you have already been granted an a If you are filing for an Automatic 3-Month Extension, complete	automatic	3-month extension on a previously f		▶ 8868.	Page 2
Part II Additional (Not Automatic) 3-Month E	xtensio	n of Time. Only file the origin	nal (no c	opies needed).	
	-			ng number, see ins	tructions
Type or Name of exempt organization or other filer, see instru	ctions			r identification num	
print NORTHEAST UTILITIES FOUNDATI		INC.	p.o, o.		301 (2114) 01
b/o cuintey w Dayne			X	06-152729	a 0
due date for Number, street, and room or suite no If a P.O. box, so	ee inetriic	tions		ecurity number (SSN	
thing your 6/0 MUTOUTECEV & UNDIEV D				curity number (33)	•)
City, town or post office, state, and zir code. For a fe	oreign add	ress, see instructions.			
HARTFORD, CT 06106					
Enter the Return code for the return that this application is for (file	a separa	te application for each return)			$\begin{bmatrix} 0 & 4 \end{bmatrix}$
	Ι_	I			
Application	Return	Application			Return
ls For	Code	Is For			Code
Form 990	01				4
Form 990-BL	02	Form 1041-A		<u></u>	08
Form 990-EZ	01	Form 4720			09
Form 990-PF	04	Form 5227			10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 990-T (trust other than above)	06	Form 8870			12
STOP! Do not complete Part II if you were not already granted	an auton	natic 3-month extension on a prev	iously file	ed Form 8868.	
JAY S. BUTH					
• The books are in the care of ▶ 56 PROSPECT STE	REET -	- HARTFORD, CT 061	03-28	18	
Telephone No. ► 860-728-4670		FAX No. ▶			
If the organization does not have an office or place of business	s in the Ur	nited States, check this box			
If this is for a Group Return, enter the organization's four digit	Group Exe	emption Number (GEN) I	f this is fo	r the whole group, o	check this
	1	ch a list with the names and EINs of			
	NOVEM	BER 15, 2012.			
5 For calendar year 2011, or other tax year beginning	,	, and endin	g		
6 If the tax year entered in line 5 is for less than 12 months, c	heck reas	on: Initial return	Final r	eturn	
Change in accounting period					
7 State in detail why you need the extension					
	PREPAI	RE A PROPER AND AC	CURAT	E RETURN.	
					
8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, o	or 6069. e	nter the tentative tax. less any			
b If this application is for Form 990-PF, 990-T, 4720, or 6069,	enter anv	refundable credits and estimated	1 -	<u> </u>	7,286.
tax payments made. Include any prior year overpayment all					
previously with Form 8868.		- 5.55% and any amount paid	8b	s 17	7,286.
c Balance due. Subtract line 8b from line 8a. Include your pa	vment wit	h this form if required by using	05		, =
EFTPS (Electronic Federal Tax Payment System). See instru		are torris, is required, by using	8c	\$	0.
		· · · · · · · · · · · · · · · · · · ·		I 7.	

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 ► TREASURER

Date >

Form 8868 (Rev. 1-2012)