Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
WATKINSON PRISONERS AID SOCIETY
~~C/O~~ FIRST NIAGARA BANK

A Employer identification number
06-6059064

Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 PEARL ST

B Telephone number
860 293-4140

City or town, state, and ZIP code
HARTFORD, CT 06103

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 431,395.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,198.	11,198.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,033.			
	b Gross sales price for all assets on line 6a 39,772.				
	7 Capital gain net income (from Part IV, line 2)		10,033.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4.	4.		STATEMENT 2
	12 Total. Add lines 1 through 11	21,235.	21,235.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	4,021.	2,614.		1,407.
	17 Interest				
	18 Taxes STMT 4	134.	16.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,155.	2,630.		1,407.
	25 Contributions, gifts, grants paid	17,900.			17,900.
	26 **Total expenses and disbursements.** Add lines 24 and 25	22,055.	2,630.		19,307.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<820.>			
	b **Net investment income** (if negative, enter -0-)		18,605.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 2 5 2012
OGDEN, UT
IRS-OSC

SCANNED DEC 0 5 2012

04234047751 NOV 30 2012

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

Form **990-PF** (2011)

5 614

15230321 793714 5700 2011.03020 WATKINSON PRISONERS AID SOC 5700___1

Form 990-PF (2011) WATKINSON PRISONERS AID SOCIETY C/O FIRST NIAGARA BANK 06-6059064 Page 2

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	9,586.	21,339.	21,339.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 5	345,739.	241,180.	296,937.
	c	Investments - corporate bonds STMT 6	14,235.	106,221.	113,119.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	369,560.	368,740.	431,395.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	369,560.	368,740.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	369,560.	368,740.	
	31	**Total liabilities and net assets/fund balances**	369,560.	368,740.	

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	369,560.
2	Enter amount from Part I, line 27a	2	<820.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	368,740.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	368,740.

Form **990-PF** (2011)

123511
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	CAPITAL GAIN DIV			
d	CAPITAL GAIN DIV			
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	4,092.		4,256.	<164.>
b	35,680.		26,213.	9,467.
c				100.
d				630.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<164.>
b				9,467.
c				100.
d				630.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,033.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	21,960.	427,121.	.051414
2009	22,619.	389,759.	.058033
2008	26,204.	464,345.	.056432
2007	25,238.	542,135.	.046553
2006	23,882.	510,157.	.046813

2	Total of line 1, column (d)	2	.259245
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	.051849
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	448,426.
5	Multiply line 4 by line 3	5	23,250.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	186.
7	Add lines 5 and 6	7	23,436.
8	Enter qualifying distributions from Part XII, line 4	8	19,307.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	372.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	372.
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	372.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	370.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* SEE STATEMENT 7	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIRST NIAGARA BANK Telephone no. ▶ 860 293-4140

Located at ▶ 100 PEARL ST., HARTFORD, CT ZIP+4 ▶ 06103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2011)

123551
12-02-11

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

123581
12-02-11

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	439,792.
b	Average of monthly cash balances	1b	15,463.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	455,255.
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	455,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,829.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	448,426.
6	**Minimum investment return.** Enter 5% of line 5	6	22,421.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	22,421.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 372.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	372.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,049.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,049.
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	22,049.

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	19,307.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,307.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,307.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				22,049.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			17,141.	
b Total for prior years: ______, ______, ______		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 19,307.				
a Applied to 2010, but not more than line 2a			17,141.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,166.
e Remaining amount distributed out of corpus	0.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				19,883.
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 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 Information (Complete this part only if the foundation 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).)

NONE

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 ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BRIDGEPORT COUNCIL OF CHURCHES 180 FAIRFIELD AVE BRIDGEPORT, CT 06604	N/A	PUBLIC CHARITY	CHARITABLE	1,650.
COMMUNITY SOLUTIONS, INC. 310 COLLINS STREET HARTFORD, CT 06105	N/A	PUBLIC CHARITY	CHARITABLE	6,000.
CONNECTICUT RENAISSANCE 350 FAIRFIELD AVE BRIDGEPORT, CT 06604	N/A	PUBLIC CHARITY	CHARITABLE	2,000.
FAMILIES IN CRISIS 30 ARBOR STREET HARTFORD, CT 06106	N/A	PUBLIC CHARITY	CHARITABLE	2,500.
THE CONNECTION, INC 955 SO. MAIN STREET MIDDLETOWN, CT 06457	N/A	PUBLIC CHARITY	CHARITABLE	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				17,900.
b Approved for future payment NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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			14	11,198.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					4.
8 Gain or (loss) from sales of assets other than inventory			18	10,033.	
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.		21,231.	4.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 21,235.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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		

Sign Here

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

Signature of officer or trustee: Stephen D. Wood
Date: 4/9/12
Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
BARBARA IRISH	Barbara Irish, CPA	MAR 24 2012		P00448533

Firm's name ▶ BARBARA IRISH, CPA, LLC — Firm's EIN ▶ 06-1488424

Firm's address ▶ 20 WESTBROOK ST, STE 17
EAST HARTFORD, CT 06108 — Phone no. 860 291-0750

Form **990-PF** (2011)

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUTH CHALLENGE OF CONNECTICUT, INC. 15-17 MAY STREET HARTFORD, CT 06105	N/A	PUBLIC CHARITY	CHARITABLE	3,250.
Total from continuation sheets				3,250.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	10,820.	0.	10,820.
INTEREST	378.	0.	378.
TOTAL TO FM 990-PF, PART I, LN 4	11,198.	0.	11,198.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION RECEIPT	4.	4.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4.	4.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	4,021.	2,614.		1,407.
TO FORM 990-PF, PG 1, LN 16C	4,021.	2,614.		1,407.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	16.	16.		0.
2010 FED TAX BALANCE	118.	0.		0.
TO FORM 990-PF, PG 1, LN 18	134.	16.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE ATTACHED	241,180.	296,937.
TOTAL TO FORM 990-PF, PART II, LINE 10B	241,180.	296,937.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - SEE ATTACHED	106,221.	113,119.
TOTAL TO FORM 990-PF, PART II, LINE 10C	106,221.	113,119.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 7

EXPLANATION

NOT REQUIRED IN CT SINCE NO SOLICITATION OF PUBLIC FOR DONATIONS.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN A BERMAN, ESQ. 970 FARMINGTON AVE WEST HARTFORD, CT 06127	PRESIDENT 1.00	0.	0.	0.
BOBETTE REED KAHN DEER HILL, RR1 EAST HAMPTON, CT 06424	TRUSTEE 1.00	0.	0.	0.
ELAINE T LOWENGARD 727 PROSPECT AVE WEST HARTFORD, CT 06105	TRUSTEE 1.00	0.	0.	0.
MARCIA PETERSON 30 HARWICH LANE WEST HARTFORD, CT 06117	TRUSTEE 1.00	0.	0.	0.
STEPHEN D WOODRUFF 11 COUNTRY CLUB DRIVE WEST SIMSBURY, CT 06092	TREASURER 1.00	0.	0.	0.
DOLLY GOLDFARB 79 BELKNAP RD WEST HARTFORD, CT 06117	TRUSTEE 1.00	0.	0.	0.
WALTER ALDAVE 62 HIGHLAND STREET WEST HARTFORD, CT 06119	CORRESPONDING RECORDING SEC'Y. 1.00	0.	0.	0.
ELAINE SAVIN 1011 MOUNTAIN ROAD BLOOMFIELD, CT 06002	TRUSTEE 1.00	0.	0.	0.
WALTER ALDAVE 62 HIGHLAND STREET WEST HARTFORD, CT 06119	TRUSTEE 1.00	0.	0.	0.
MYLES N. HUBBARD 690 PROSPECT AVENE HARTFORD, CT 06105	TRUSTEE 1.00	0.	0.	0.
SUSAN KELLY 11 VARDON ROAD WEST HARTFORD, CT 06117	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

TRUST YEAR ENDING 12/31/2011

TAX PREPARER CHET
TRUST ADMINISTRATOR. 44
INVESTMENT OFFICER 22

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
75 0000 EMERSON ELECTRIC COM - 291011104 - MINOR = 43							
SOLD		01/26/2011	4414 41				
ACQ	75 0000	09/09/1994	4414 41	1134 29	3280 12	LT15	Y
50 0000 UNITED TECHNOLOGIES CORP - 913017109 - MINOR = 43							
SOLD		01/26/2011	4073 92				
ACQ	50 0000	08/28/2002	4073 92	1478.75	2595.17	LT15	Y
150.0000 NOBLE CORP - H5833N103 - MINOR = 54							
SOLD		02/11/2011	5790.60				
ACQ	50 0000	04/03/2008	1930.20	2585 22	-655 02	LT15	Y
	50.0000	04/14/2009	1930.20	1361 72	568.48	LT15	Y
	50 0000	06/09/2010	1930 20 S	1447 14 ST	S 483 06	ST	Y
60 0000 HEWLETT-PACKARD CO - 428236103 - MINOR = 43							
SOLD		05/18/2011	2162 37				
ACQ	60.0000	01/26/2011	2162.37 ST	2809.20 ST	ST -646 83	ST	
15000 0000 INTL LEASE FIN 5.000% 9/15/12 - 459745FR1 - MINOR = 30							
SOLD		05/18/2011	15300 00				
ACQ	15000.0000	06/29/2006	15300.00	14837 45	462 55	LT15	Y
25.0000 CHEVRONTEXACO CORP - 166764100 - MINOR = 43							
SOLD		06/15/2011	2457 70				
ACQ	25.0000	12/23/2002	2457 70	837.25	1620 45	LT15	Y
40 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 43							
SOLD		06/16/2011	3150.34				
ACQ	40 0000	09/27/2005	3150 34	2577.13	573.21	LT15	Y
75 0000 CARMAX INC - 143130102 - MINOR = 43							
SOLD		06/22/2011	2423.30				
ACQ	75.0000	06/06/2008	2423.30	1401.42	1021.88	LT15	Y
		TOTALS	39772.64	30469 57	9303.07		
		SHORT-TERM	4092.57	4256.34	(163.77)		
		LONG-TERM	35,680.07	26,213.23	9,466.84		
			39772.64	30,469.57	9,303 07		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	483 06 (163.77)	0 00	9466 84	0 00	0.00	0.00*
COVERED FROM ABOVE	-646.83	0 00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	100.09	0 00	634.17 -3.93 = 630.24			0.00
	-63 68	0.00	10101 01	0.00	0.00	0.00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	483.06	0 00	9466.84	0.00	0 00	0.00*
COVERED FROM ABOVE	-646 83	0 00	0 00	0.00	0.00	
COMMON TRUST FUND	0 00	0 00	0.00			0.00
CAPITAL GAIN DIVIDENDS	100 09	0.00	634.17			0 00
	-63 68	0 00	10101 01	0.00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER		
FEDERAL	0.00	0 00
MASSACHUSETTS	0 00	0.00

CAP GAIN DIV
SHORT TERM 100.09
LONG TERM + 630.24
730.33

Statement of Value and Activity

January 1, 2011 - December 31, 2011

Asset Detail

Description	*Shares/Par Value*	*Tax Cost*	*Current Price*	*Market Value*	*Est. Ann. Income*	*Current Yield*
Cash & Equivalents						
Money Market						
Federated Gov Obl TX Mgd-I	21,338.55	$21,338.55	1.00	$21,338.55	$2.13	0 01%
Total Cash & Equivalents		$21,338.55		$21,338.55	$2.13	
Equity						
Consumer Discretionary						
Carmax Inc	75 00	$1,401.41	30.48	$2,286.00	$0.00	0 00%
Comcast Corp-Special CL A	350 00	$6,828.28	23 56	$8,246.00	$157.50	1.91%
Disney Walt Co New	200 00	$4,168.98	37.50	$7,500 00	$120.00	1 60%
Ford Motor Co DEL 'new'	250 00	$3,610.56	10.76	$2,690 00	$50.00	1 86%
Target Corp	150 00	$4,207 50	51.22	$7,683.00	$180 00	2 34%
Wal Mart Stores Inc	100.00	$4,676.66	59.76	$5,976.00	$146 00	2 44%
		$24,893.39		$34,381.00	$653.50	
Consumer Staples						
CVS Caremark Corp	130 00	$3,789 99	40.78	$5,301 40	$84.50	1.59%
Kraft Foods Inc CL A	175.00	$5,721.20	37.36	$6,538.00	$203.00	3 10%
Pepsico Inc	100.00	$3,713.00	66 35	$6,635.00	$206.00	3 10%
Procter & Gamble Co	150 00	$6,182.95	66.71	$10,006.50	$315.00	3.15%
		$19,407.14		$28,480.90	$808.50	
Energy						
Chevron Corporation	75.00	$2,511.75	106 40	$7,980.00	$243.00	3.04%
Devon Energy Corporation New	75.00	$2,402.00	62.00	$4,650.00	$51.00	1.10%
Exxonmobil Corp	100 00	$5,280 73	84.76	$8,476.00	$188 00	2.22%

Statement of Value and Activity

January 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Weatherford Intntl Ltd	150.00	$2,902 33	14.64	$2,196 00	$0.00	0 00%
		$13,096 81		$23,302 00	$482.00	
Financials						
Bank of America Corp	140 00	$2,479.40	5.56	$778.40	$5.60	0.72%
Goldman Sachs Group Inc	15.00	$2,316.15	90.43	$1,356 45	$21.00	1.55%
JP Morgan Chase & Co	150 00	$2,396 25	33.25	$4,987.50	$150.00	3.01%
Peoples United Financial, Inc	150 00	$2,281 50	12.85	$1,927.50	$94.50	4.90%
SEI Investments Company	200.00	$3,486.41	17.35	$3,470.00	$60.00	1 73%
T Rowe Price Group Inc	50 00	$2,726.90	56 95	$2,847 50	$62.00	2.18%
Wells Fargo & Co	300 00	$7,138.00	27.56	$8,268.00	$144.00	1.74%
		$22,824.61		$23,635.35	$537.10	
Health Care						
Abbott Labs	150 00	$6,574.13	56.23	$8,434 50	$288.00	3 41%
Dentsply International Inc	60 00	$2,366 86	34.99	$2,099.40	$13.20	0.63%
Johnson & Johnson	100.00	$3,156.75	65.58	$6,558.00	$228.00	3.48%
Medtronic Inc	100.00	$5,088.06	38.25	$3,825.00	$97.00	2.54%
Schein Henry Inc	75 00	$3,752.12	64.43	$4,832.25	$0 00	0.00%
Stryker Corp	75 00	$3,270 75	49 71	$3,728 25	$63.75	1 71%
TEVA Pharmaceutical Inds Ltd ADR	150 00	$4,594 15	40.36	$6,054.00	$117 75	1.94%
Thermo Fisher Scientific Inc	100 00	$5,394 20	44.97	$4,497.00	$0.00	0 00%
		$34,197.02		$40,028.40	$807.70	
Industrials						
Emerson Elec Co	125.00	$1,908.21	46.59	$5,823 75	$200 00	3.43%
General Electric Corp	300 00	$3,893 42	17 91	$5,373 00	$204.00	3 80%

Statement of Value and Activity

January 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
United Technologies Corp	100 00	$2,892 50	73.09	$7,309.00	$192.00	2.63%
3M Co	100 00	$7,809.63	81.73	$8,173.00	$220 00	2 69%
		$16,503 76		$26,678 75	$816 00	
Technology						
Adobe Sys Inc	150 00	$4,718.18	28 27	$4,240.50	$0.00	0 00%
Apple Inc	20 00	$3,050 22	405.00	$8,100.00	$0.00	0 00%
Cisco Systems Inc	200 00	$3,133.43	18.08	$3,616.00	$48.00	1.33%
Intel Corp	200.00	$1,828 62	24.25	$4,850.00	$168 00	3 46%
Intl. Business Machines Corp	50 00	$4,061.79	183 88	$9,194.00	$150.00	1.63%
Microsoft Corp	200 00	$5,680.36	25.96	$5,192 00	$160 00	3 08%
		$22,472.60		$35,192 50	$526 00	
Materials						
Ecolab Inc	100 00	$4,079 00	57.81	$5,781.00	$80.00	1.38%
Freeport-Mcmoran Copper and Gold Inc	50.00	$2,624.19	36.79	$1,839.50	$50.00	2.72%
		$6,703 19		$7,620.50	$130.00	
Total Equity		$160,098 52		$219,319.40	$4,760.80	
Equity Mutual Funds						
Domestic Equity Mutual Funds						
Vanguard Mid Cap Index-Inv	1,644 46	$32,995 64	19 65	$32,313 62	$381 51	1 18%
Vanguard Small Cap Index	522.81	$15,000.00	30.08	$15,726.12	$215.92	1 37%
Total Equity Mutual Funds		$47,995.64		$48,039.74	$597 43	

Statement of Value and Activity

January 1, 2011 - December 31, 2011

Description	*Shares/Par Value*	*Tax Cost*	*Current Price*	*Market Value*	*Est. Ann. Income*	*Current Yield*
Fixed Income Mutual Funds						
Fixed Income Mutual Funds						
Dodge & Cox Income Fund	2,233.70	$27,500.00	13.30	$29,708.24	$1,284.38	4.32%
Vanguard GNMA Fixed Inc Fund #36	233.53	$2,506 55	11.07	$2,585.17	$79.47	3 07%
Vanguard High Yield Corp INV	1,858.78	$10,140 00	5.69	$10,576.46	$712.25	6 73%
Vanguard Intrm Trm Bd Idx-Si	3,345 09	$35,945.00	11.77	$39,371.71	$1,372.33	3 49%
Vanguard S/T Investment Grade Fd-Adm	2,901.97	$30,130.10	10.64	$30,876.97	$815.01	2.64%
Total Fixed Income Mutual Funds		$106,221.65		$113,118.55	$4,263.44	
International Mutual Funds						
International Mutual Funds						
Fidelity ADV Emerg Market-I	205 76	$5,000 00	19.10	$3,930.04	$48.77	1 24%
Fidelity Diversified Intl Fund	1,005.03	$28,086.14	25.52	$25,648.29	$490.45	1.91%
Total International Mutual Funds		$33,086.14		$29,578.33	$539.22	
Total All Assets		**$368,740.50**		**$431,394.57**	**$10,163.02**	
CASH		21,338.55		21,338.55		
		347,401.95		410,056.02		
EQUITIES		241,180.30		296,937.47		
FIXED		106,221.65		113,118.55		