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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

## WATCHORN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

100 PINE STREET, P.O. BOX 1166

Room/suite

City or town, state, and ZIP code

HARRISBURG, PA 17108-1166

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

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

I Fair market value of all assets at end of year **\$ 214,524.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number

23-7037270

B Telephone number

203-287-2411

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,  
2. check here and attach computation ► E If private foundation status was terminated  
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► 

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13.	13.		STATEMENT 1
4 Dividends and interest from securities		5,153.	5,153.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,863.			
b Gross sales price for all assets on line 6a	47,191.				
7 Capital gain net income (from Part IV, line 2)			4,863.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		10,029.	10,029.		
13 Compensation of officers, directors, trustees, etc		7,500.	3,750.		3,750.
14 Other employee salaries and wages					
RECEIVED 16-AUG-23 2012					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	5,679.	4,260.		1,419.
b Accounting fees	STMT 4	3,850.	1,925.		1,925.
c Other professional fees	STMT 5	2,323.	1,742.		581.
17 Interest					
18 Taxes	STMT 6	33.	33.		0.
19 Depreciation and depletion		1,444.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		3,407.	1,703.		1,704.
22 Printing and publications					
23 Other expenses	STMT 7	1,974.	1,468.		506.
24 Total operating and administrative expenses. Add lines 13 through 23		26,210.	14,881.		9,885.
25 Contributions, gifts, grants paid		3,000.			3,000.
26 Total expenses and disbursements Add lines 24 and 25		29,210.	14,881.		12,885.
27 Subtract line 26 from line 12:		<19,181. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative enter -0-)				N/A	

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3

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		15,590.	7,571.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds		9,961.	
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 8	165,808.	168,665.
	14	Land, buildings, and equipment: basis ►	4,882.		205,744.
		Less accumulated depreciation ►	3,897.	952.	985.
	15	Other assets (describe ► <u>ACCRUED INCOME</u> )		465.	224.
	16	Total assets (to be completed by all filers)		192,776.	177,445.
	17	Accounts payable and accrued expenses			214,524.
Liabilities	18	Grants payable			3,850.
	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.	3,850.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		156,171.	156,171.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		36,605.	17,424.
	30	Total net assets or fund balances		192,776.	173,595.
	31	Total liabilities and net assets/fund balances		192,776.	177,445.

## 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	192,776.
2	Enter amount from Part I, line 27a	2	<19,181.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	173,595.
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	173,595.

**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 SEE ATTACHED STATEMENT FOR S/T SALES			P		
b SEE ATTACHED STATEMENT FOR L/T SALES			P		
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	3,109.		3,265.	<156. >	
b	44,082.		39,063.	5,019.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				<156. >	
b				5,019.	
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,863.
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	{ 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	11,547.	229,175.	.050385
2009	10,461.	210,533.	.049688
2008	17,765.	270,034.	.065788
2007	23,734.	327,675.	.072432
2006	22,674.	328,174.	.069091

2 Total of line 1, column (d)

2 .307384

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 .061477

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 230,507.

5 Multiply line 4 by line 3

5 14,171.

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

6 0.

7 Add lines 5 and 6

7 14,171.

8 Enter qualifying distributions from Part XII, line 4

8 12,885.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)	1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments:	6a 6b 6c 6d	7	0.
a 2011 estimated tax payments and 2010 overpayment credited to 2011			
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d			
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 9 10 11	► ► ► Refunded ►	9 10 11
9 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			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►			

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

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?	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	1a 1b 1c	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			X	X
c Did the foundation file Form 1120-POL for this year?			X	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.	2	X	
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	N/A	3 4a 4b 5 6 7 8b 9 10	X X X X X X X X 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				
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?				
b If "Yes," has it filed a tax return on Form 990-T for this year?				
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?				
If "Yes," attach the statement required by General Instruction T				
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?				
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				
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►	PA, DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation				
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV				
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses				

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <b>N/A</b>			
14	The books are in care of ► <b>BARBARA WATCHORN FIDDLER</b> Located at ► <b>1204 WHITNEY AVE., #403, HAMDEN, CT</b>	Telephone no. ► <b>203-827-2411</b> ZIP+4 ► <b>06517</b>	
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	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly).	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> 1b <input checked="" type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	<input type="checkbox"/> 1c <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	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.)	<input type="checkbox"/> 2b <input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	<input type="checkbox"/> 3b <input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a <input checked="" type="checkbox"/> X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	<input type="checkbox"/> 4b <input checked="" type="checkbox"/> 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b 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			<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

## 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
ROBERT WATCHORN III 100 PINE ST. P.O. BOX 1166 HARRISBURG, PA 17108	PRESIDENT/DIRECTOR 2.00	2,500.	0.	0.
BARBARA WATCHORN FIDDLER 100 PINE ST. P.O. BOX 1166 HARRISBURG, PA 17108	VICE PRES./TREASURER/D 2.00	2,500.	0.	0.
KATHRYN WATCHORN HEARN 100 PINE ST. P.O. BOX 1166 HARRISBURG, PA 17108	VICE PRES./DIRECTOR 2.00	2,500.	0.	0.
TIMOTHY DECKERT 100 PINE ST. P.O. BOX 1166 HARRISBURG, PA 17108	SECRETARY 2.00	0.	0.	0.

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

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

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

 0

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

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

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

►

0

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

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

Expenses

1	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		
3		
Total. Add lines 1 through 3		► 0.

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

1` Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	223,652.
b Average of monthly cash balances	1b	10,365.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	234,017.
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	234,017.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,510.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,507.
6 Minimum investment return Enter 5% of line 5	6	11,525.

**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	11,525.
2a Tax on investment income for 2011 from Part VI, line 5	2a	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	11,525.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	11,525.
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	11,525.

**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	12,885.
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	12,885.
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	12,885.

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				11,525.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	6,401.			
b From 2007	7,742.			
c From 2008	4,263.			
d From 2009				
e From 2010	88.			
f Total of lines 3a through e	18,494.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 12,885.			0.	
a Applied to 2010, but not more than line 2a				
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				11,525.
e Remaining amount distributed out of corpus	1,360.			
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:	19,854.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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.				
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 not applied on line 5 or line 7	6,401.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	13,453.			
10 Analysis of line 9:				
a Excess from 2007	7,742.			
b Excess from 2008	4,263.			
c Excess from 2009				
d Excess from 2010	88.			
e Excess from 2011	1,360.			



## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CONNECICUT FOOD BANK PO BOX 8686 <u>NEW HAVEN, CT 06531</u>		OTHER PUBLIC CHARITY	DONATION	1,000.
THE FIRST UNITARIAN CHURCH 1326 WASHINGTON STREET <u>WEST NEWTON, MA 02165</u>		OTHER PUBLIC CHARITY	DONATION	1,000.
THE WHITAKER CENTER 225 MARKET STREET <u>HARRISBURG, PA 17101</u>		OTHER PUBLIC CHARITY	DONATION	1,000.
<b>Total</b>				► 3a 3,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0 .		10 , 016 .	13 .
13 Total. Add line 12, columns (b), (d), and (e)					13 10 , 029 .

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

## 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	



STEPHEN WATCHORN FOUNDATION 009242  
Schedule D Detail of Short-term Capital Gains and Losses

STEPHEN WATCHORN FOUNDATION 009242  
Schedule D Detail of Long-term Capital Gains and Losses

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>						
- 4.231 ARTISAN INTL FUND ARTIX	09/23/2005	03/23/2011	93.00	100.66	-7.66	
6.895 ARTISAN INTL FUND ARTIX	09/23/2005	06/28/2011	155.00	164.03	-9.03	
16.868 ARTISAN INTL FUND ARTIX	09/23/2005	11/02/2011	349.00	401.29	-52.29	
1.123 ARTISAN INTL FUND ARTIX	09/23/2005	12/22/2011	22.00	26.72	-4.72	
20.294 BRIDGEWAY BLUE CHIP 35 IND	09/23/2005	03/23/2011	152.00	140.43	11.57	
648.121 BRIDGEWAY BLUE CHIP 35 IND	09/23/2005	09/26/2011	4,485.00	4,485.01	-0.01	
BRLIX						
16.729 BRIDGEWAY BLUE CHIP 35 IND	09/23/2005	11/02/2011	123.29	115.76	-7.53	
29.599 BRIDGEWAY BLUE CHIP 35 IND	12/14/2010	12/22/2011	218.44	214.30	4.14	
35.306 BRIDGEWAY BLUE CHIP 35 IND	09/23/2005	12/22/2011	260.56	244.32	16.24	
19.728 BUFFALO MID CAP GROWTH BUFMX	06/23/2010	06/28/2011	348.00	279.94	68.06	
6.648 BUFFALO MID CAP GROWTH BUFMX	06/23/2010	11/02/2011	108.56	94.34	14.22	
1.224 BUFFALO MID CAP GROWTH BUFMX	06/23/2010	12/22/2011	19.00	17.37	1.63	
1.678 DFA EMERGING MKTS CORE DFCEX	06/08/2010	06/28/2011	36.33	28.27	8.06	
.596 DFA EMERGING MKTS CORE DFCEX	03/21/2007	06/28/2011	12.90	9.73	3.17	
1.156 DFA EMERGING MKTS CORE DFCEX	09/08/2010	11/02/2011	21.52	22.28	-0.76	
2.836 DFA EMERGING MKTS CORE DFCEX	03/21/2007	11/02/2011	52.81	46.31	6.50	
8.065 DWS EQUITY 500 INDEX BTIIX	04/21/2003	03/23/2011	1,191.00	817.23	373.77	
1.351 DWS EQUITY 500 INDEX BTIIX	09/24/2010	11/02/2011	190.07	172.45	17.62	
1.306 DWS EQUITY 500 INDEX BTIIX	06/24/2010	11/02/2011	183.74	161.68	22.06	
1.874 DWS EQUITY 500 INDEX BTIIX	04/21/2003	11/02/2011	2263.65	189.89	73.76	
8.083 DAVIS NY VENTURE FD INC DNVYX	01/21/2003	03/23/2011	288.00	172.09	115.91	
53.269 DAVIS NY VENTURE FD INC DNVYX	01/21/2003	09/26/2011	1,626.84	1,134.10	492.74	
14.89 DAVIS NY VENTURE FD INC DNVYX	01/21/2003	11/02/2011	489.00	317.01	171.99	
146.689 DAVIS NY VENTURE FD INC DNVYX	01/21/2003	12/22/2011	4,807.00	3,123.00	1,684.00	
2.913 HARBOR INTL FUND HAIX	12/28/2009	03/23/2011	180.00	160.28	19.72	
1.21 HARBOR INTL FUND HAIX	03/23/2010	06/28/2011	76.00	66.58	9.42	
4.042 HARBOR INTL FUND HAIX	03/23/2010	11/02/2011	221.47	222.42	-0.95	
3.094 HARBOR INTL FUND HAIX	12/28/2009	11/02/2011	169.53	170.24	-0.71	
2.421 HARBOR INTL FUND HAIX	12/28/2009	12/22/2011	126.00	133.21	-7.21	
5.546 PERKINS MID CAP VALUE FUND JMVAX	08/28/2008	03/23/2011	130.00	119.20	10.80	
1.621 PERKINS MID CAP VALUE FUND JMVAX	12/17/2010	12/22/2011	32.74	36.10	-3.36	
Totals				,	,	

STEPHEN WATCHORN FOUNDATION 009242  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
14.914 PERKINS MID CAP VALUE FUND	08/28/2008	12/22/2011	301.26	320.54	-19.28
6.23 JP MORGAN SM CAP GROWTH JISGX	08/28/2008	03/23/2011	77.00	59.75	17.25
5.189 JP MORGAN SM CAP GROWTH JISGX	08/28/2008	06/28/2011	66.00	49.76	16.24
15.869 JP MORGAN SM CAP GROWTH JISGX	08/28/2008	11/02/2011	179.00	152.18	26.82
15.433 JP MORGAN SM CAP GROWTH JISGX	08/28/2008	12/22/2011	173.00	148.00	25.00
8.891 PIMCO LOW DURATION FUND PTLDX	03/23/2010	06/28/2011	93.09	92.73	0.36
195.344 PIMCO LOW DURATION FUND PTLDX	03/23/2010	09/26/2011	2,014.00	2,037.44	-23.44
4.977 PIMCO TOTAL RETURN FUND PTTRX	03/23/2010	06/28/2011	54.60	55.00	-0.40
4.686 PIMCO TOTAL RETURN FUND PTTRX	09/18/2009	06/28/2011	51.40	50.84	0.56
47.533 PIMCO TOTAL RETURN FUND PTTRX	09/18/2009	09/26/2011	515.26	515.73	-0.47
6.667 PIMCO TOTAL RETURN FUND PTTRX	12/28/2009	09/26/2011	72.27	72.00	0.27
12.636 PIMCO TOTAL RETURN FUND PTTRX	12/20/2004	09/26/2011	136.98	134.83	2.15
3.871 PIMCO TOTAL RETURN FUND PTTRX	08/29/2008	09/26/2011	41.96	41.27	0.69
2.002 PIMCO TOTAL RETURN FUND PTTRX	12/10/2003	09/26/2011	21.70	21.34	0.36
17.962 PIMCO ALL ASSET FUND PAAX C/C	06/27/2006	09/26/2011	208.00	219.32	-11.32
5.272 PIMCO ALL ASSET FUND PAAX C/C	12/20/2010	12/22/2011	63.00	65.74	-2.74
17.186 THIRD AVE SMALL CAP VALUE FD	01/21/2003	03/23/2011	375.00	233.04	141.96
.729 THIRD AVE SMALL CAP VALUE FD	12/21/2010	12/22/2011	14.46	15.19	-0.73
23.666 THIRD AVE SMALL CAP VALUE FD	01/21/2003	12/22/2011	469.54	320.91	148.63
17.937 VGD TOTAL BOND MKT IDX VBMFX	06/23/2010	06/28/2011	192.28	191.21	1.07
261.106 VGD TOTAL BOND MKT IDX VBMFX	06/23/2010	09/26/2011	2,880.00	2,783.39	96.61
27.834 VGD S/T FED INVESTOR FUND VSGBX	09/18/2009	06/28/2011	302.00	303.67	-1.67
14.416 VGD S/T FED INVESTOR FUND VSGBX	09/22/2010	09/26/2011	157.71	158.00	-0.29
210.447 VGD S/T FED INVESTOR FUND	09/18/2009	09/26/2011	2,302.29	2,295.98	6.31
18.134 VANG MID CAP IDX INSTL VMCIX	12/23/2009	03/23/2011	387.16	300.12	87.04
23.974 VANG MID CAP IDX INSTL VMCIX	04/21/2003	03/23/2011	511.84	234.95	276.89
6.971 VANG MID CAP IDX INSTL VMCIX	04/21/2003	06/28/2011	151.00	68.32	82.68
14.539 VANG MID CAP IDX INSTL VMCIX	04/21/2003	11/02/2011	289.91	142.48	147.43
35.747 VANG MID CAP IDX INSTL VMCIX	04/21/2003	12/22/2011	703.86	350.32	353.54
1.872 VANGUARD SM CAP INDEX FD VSCIX	12/23/2009	03/23/2011	68.18	51.96	16.22
5.908 VANGUARD SM CAP INDEX FD VSCIX	04/21/2003	03/23/2011	215.16	93.44	121.72
.786 VANGUARD SM CAP INDEX FD VSCIX	06/23/2010	06/28/2011	29.00	22.55	6.45
6.695 VANGUARD SM CAP INDEX FD VSCIX	06/23/2010	11/02/2011	224.35	192.08	32.27
11.422 VANGUARD SM CAP INDEX FD VSCIX	06/23/2010	12/22/2011	382.63	327.70	54.93
Totals					

STEPHEN WATCHORN FOUNDATION 009244  
 Schedule D Detail of Long-term Capital Gains and Losses

WATCHORN FOUNDATION

23-7037270

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	5,043.	0.	5,043.
INTEREST	110.	0.	110.
TOTAL TO FM 990-PF, PART I, LN 4	5,153.	0.	5,153.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	5,679.	4,260.		1,419.
TO FM 990-PF, PG 1, LN 16A	5,679.	4,260.		1,419.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,850.	1,925.		1,925.
TO FORM 990-PF, PG 1, LN 16B	3,850.	1,925.		1,925.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	FIDUCIARY	2,323.	1,742.	
TO FORM 990-PF, PG 1, LN 16C	2,323.	1,742.		581.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	FOREIGN TAXES	33.	33.	
TO FORM 990-PF, PG 1, LN 18	33.	33.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	OFFICE EXPENSE	1,924.	1,443.	
BANK CHARGES	50.	25.		25.
TO FORM 990-PF, PG 1, LN 23	1,974.	1,468.		506.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
		MUTUAL FUNDS	COST
TOTAL TO FORM 990-PF, PART II, LINE 13		168,665.	205,744.

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

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

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

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only  

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

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <b>WATCHORN FOUNDATION</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <b>23-7037270</b>
	Number, street, and room or suite no. If a P O box, see instructions  <b>100 PINE STREET, P.O. BOX 1166</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>HARRISBURG, PA 17108-1166</b>	

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

**0 4**

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

**BARBARA WATCHORN FIDDLER**

- The books are in the care of ► **1204 WHITNEY AVE., #403 - HAMDEN, CT 06517**

Telephone No. ► **203-827-2411**FAX No ► 

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

**AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

►  calendar year **2011** or►  tax year beginning , and ending 

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

 Change in accounting period

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)