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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 OCT 1, 2011, and ending SEP 30, 2012

Name of foundation
**E. CLAYTON AND EDITH P. GENGRAS JR.,
FOUNDATION, INC.**

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

City or town, state, and ZIP code
EAST HARTFORD, CT 06108-3065

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

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

I Fair market value of all assets at end of year
(from Part II, col (c), line 16)
\$ **486,069.** (Part I, column (d) must be on cash basis)

J Accounting method
☒ Cash
☐ Accrual
☐ Other (specify) _____

A Employer identification number
06-1188156

B Telephone number
860-289-3461

C If exemption application is pending, check here ☐

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

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

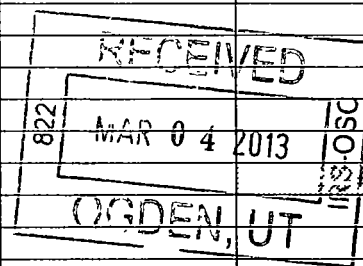
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		165,562.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		9,366.	9,366.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		79,269.			
b Gross sales price for all assets on line 6a		209,530.			
7 Capital gain net income (from Part IV, line 2)			79,269.		
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		254,197.	88,635.		
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 STMT 2		1,200.	1,200.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		254.	87.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		2,879.	2,879.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		4,333.	4,166.		0.
25 Contributions, gifts, grants paid		156,700.			156,700.
26 Total expenses and disbursements Add lines 24 and 25		161,033.	4,166.		156,700.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		93,164.			
b Net investment income (if negative, enter -0-)			84,469.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAR 12 2013

Revenue

Operating and Administrative Expenses



E. CLAYTON AND EDITH P. GENGRAS JR.,
FOUNDATION, INC.

Form 990-PF (2011)

06-1188156

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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	133,943.	11,807.	11,807.
	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 6	264,712.	426,701.	474,262.
	c Investments - corporate bonds			
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)	398,655.	438,508.	486,069.	
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 ▶ <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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	398,655.	438,508.	
30 Total net assets or fund balances	398,655.	438,508.		
31 Total liabilities and net assets/fund balances	398,655.	438,508.		

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	398,655.
2 Enter amount from Part I, line 27a	2	93,164.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	491,819.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	53,311.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	438,508.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	209,530.	130,261.	79,269.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			79,269.		
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	79,269.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div>		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	151,473.	413,881.	.365982
2009	51,650.	389,011.	.132773
2008	90,879.	386,134.	.235356
2007	142,814.	537,423.	.265739
2006	56,360.	510,076.	.110493
2 Total of line 1, column (d)			2 1.110343
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 .222069
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 399,248.
5 Multiply line 4 by line 3			5 88,661.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 845.
7 Add lines 5 and 6			7 89,506.
8 Enter qualifying distributions from Part XII, line 4			8 156,700.

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	845.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	845.
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	845.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	640.	
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	640.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	205.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ E CLAYTON GENGRAS JR. Telephone no ▶ (860) 289-3461 Located at ▶ 300 CONNECTICUT BLVD, EAST HARTFORD, CT ZIP+4 ▶ 06108			
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	
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	Yes	No
				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.

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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) 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

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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
EDITH P GENGRAS 30 BRAEBURNIE LA BLOOMFIELD, CT 06002	PRES/DIRECTOR 1.00	0.	0.	0.
E CLAYTON GENGRAS JR 30 BRAEBURNIE LA BLOOMFIELD, CT 06002	SCTY/DIRECTOR 1.00	0.	0.	0.
MERRILY MOYNIHAN 54 IRONWOOD RD WEST HARTFORD, CT 06117	DIRECTOR 1.00	0.	0.	0.

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

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

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

0

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

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

Part 7. Program-Related Investments		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

2011.05020 7 E. CLAYTON AND EDITH P. GEN 70053 1

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	351,943.
b	Average of monthly cash balances	1b	53,385.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	405,328.
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	405,328.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,080.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	399,248.
6	Minimum investment return. Enter 5% of line 5	6	19,962.

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	19,962.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	845.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	845.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,117.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,117.
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	19,117.

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	156,700.
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	156,700.
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	845.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,855.

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.

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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				19,117.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	33,024.			
b From 2007	116,185.			
c From 2008	71,814.			
d From 2009	32,755.			
e From 2010	132,033.			
f Total of lines 3a through e	385,811.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	156,700.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				19,117.
e Remaining amount distributed out of corpus	137,583.			
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	523,394.			
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 not applied on line 5 or line 7	33,024.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	490,370.			
10 Analysis of line 9				
a Excess from 2007	116,185.			
b Excess from 2008	71,814.			
c Excess from 2009	32,755.			
d Excess from 2010	132,033.			
e Excess from 2011	137,583.			

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)

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

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

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))

SEE STATEMENT 7

b

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

NONE

2

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

Check here

☐

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

a

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

E CLAYTON & EDITH P GENGRAS JR. FOUNDATION INC., (860) 289-3461
300 CONNECTICUT BLVD, EAST HARTFORD, CT 06108

b

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

COPY ATTACHED SEE STATEMENT 11

c

Any submission deadlines

NONE

d

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

NONE

123601 12-02-11

10

Form 990-PF (2011)

14210108 755449 70053

2011.05020 E. CLAYTON AND EDITH P. GEN 70053__1

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				
SEE ATTACHED LISTING - STATEMENT 8	NONE	501(C)(3)	GENERAL SUPPORT	156,700.
Total			3a	156,700.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesForm 990-PF (2011)




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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		Date <u>11/10/13</u>		 Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEPHEN M. GUEST				1/9/13		P01239915
	Firm's name ▶ BLUM, SHAPIRO & COMPANY, P.C., CPA'S					Firm's EIN ▶ 06-1009205	
	Firm's address ▶ 29 S. MAIN STREET, P.O. BOX 272000 WEST HARTFORD, CT 06127-2000					Phone no 860 561-4000	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

E. CLAYTON AND EDITH P. GENGRAS JR.,
FOUNDATION, INC.

Employer identification number

06-1188156

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization E. CLAYTON AND EDITH P. GENGRAS JR., FOUNDATION, INC.	Employer identification number 06-1188156
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 8,570.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 8,335.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 8,703.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	EDITH P. GENGRAS 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 10,103.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	EDITH P. GENGRAS 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 10,127.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
**E. CLAYTON AND EDITH P. GENGRAS JR.,
 FOUNDATION, INC.**

Employer identification number

06-1188156**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 20,028.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 4,005.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 32,236.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 12,510.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 5,489.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	E. CLAYTON GENGRAS, JR. 30 BRAEBURNIE LANE BLOOMFIELD, CT 06002	\$ 5,456.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization E. CLAYTON AND EDITH P. GENGRAS JR., FOUNDATION, INC.	Employer identification number 06-1188156
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>113 SHS BOEING CO</u> _____ _____ _____	\$ <u>8,570.</u>	<u>05/04/12</u>
<u>2</u>	<u>142 SHS WAL-MART, INC.</u> _____ _____ _____	\$ <u>8,335.</u>	<u>05/04/12</u>
<u>3</u>	<u>450 SHS GENERAL ELECTRIC COMPANY</u> _____ _____ _____	\$ <u>8,703.</u>	<u>05/04/12</u>
<u>4</u>	<u>125 SHS EXXON MOBIL</u> _____ _____ _____	\$ <u>10,103.</u>	<u>12/06/11</u>
<u>5</u>	<u>111 SHS EXXON MOBIL</u> _____ _____ _____	\$ <u>10,127.</u>	<u>09/13/12</u>
<u>7</u>	<u>250 SHS PLAINS ALL-AMERICAN PIPELINE, LP</u> _____ _____ _____	\$ <u>20,028.</u>	<u>05/16/12</u>

Name of organization

E. CLAYTON AND EDITH P. GENGRAS JR.,
FOUNDATION, INC.

Employer identification number

06-1188156

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	50 SHS PLAINS ALL-AMERICAN PIPELINE, LP	\$ 4,005.	05/16/12
9	400 SHS BERKSHIRE HATHAWAY, INC.	\$ 32,236.	05/16/12
10	200 SHS ABBOTT LABORATORIES	\$ 12,510.	05/16/12
11	100 SHS ILLINOIS TOOL WORKS, INC.	\$ 5,489.	05/16/12
12	200 SHS COPANO ENERGY, LLC	\$ 5,456.	05/16/12
		\$	

Name of organization

E. CLAYTON AND EDITH P. GENGRAS JR.,
FOUNDATION, INC.

Employer identification number

06-1188156

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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	BNY MELLON #10008779000 SHORT-TERM SALES - SEE AT	P	VARIOUS	VARIOUS
b	BNY MELLON #10008779000 LONG-TERM SALES - SEE ATT	P	VARIOUS	VARIOUS
c	BNY MELLON #10008779000 LONG-TERM SALE - SEE ATTA	D	VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 9,665.		10,000.	<335.>
b 74,975.		15,048.	59,927.
c 124,890.		105,213.	19,677.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<335.>
b			59,927.
c			19,677.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	79,269.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON - DIVIDENDS	9,366.	0.	9,366.
TOTAL TO FM 990-PF, PART I, LN 4	9,366.	0.	9,366.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	1,200.		0.
TO FORM 990-PF, PG 1, LN 16B	1,200.	1,200.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	87.	87.		0.
EXCISE TAX	167.	0.		0.
TO FORM 990-PF, PG 1, LN 18	254.	87.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	2,827.	2,827.		0.
FILING FEES & MISC.	52.	52.		0.
TO FORM 990-PF, PG 1, LN 23	2,879.	2,879.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON SALE OF DONATED ASSETS	53,311.
TOTAL TO FORM 990-PF, PART III, LINE 5	53,311.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - SEE ATTACHED PORTFOLIO LISTING - STATEMENT 9	426,701.	474,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B	426,701.	474,262.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
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NAME OF MANAGER

EDITH P GENGRAS
E CLAYTON GENGRAS JR

E. Clayton and Edith P. Gengras, Jr., Foundation, Inc.
Form 990-PF
Part IV, Gain/Loss Schedule
September 30, 2012
EJN# 06-1188156

Security	Shares	Trade Date	Sale Proceeds	Cost Basis	Short-Term Gain/Loss	Long-Term Gain/Loss
Abbott Laboratories	36 00	03/14/2012	2 112 80	2 086 92		25 88
Altria Group Inc	55 00	03/14/2012	1,642 82	1 056 55		586 27
Altria Group Inc	45 00	07/16/2012	1,603 76	762 66		841 10
American Express Co	13 00	03/14/2012	727 08	407 56		319 52
Automatic Data Processing Inc	25 00	03/14/2012	1,377 48	972 77		404 71
BNY Mellon Sm/Mid Cap-M	761 04	08/03/2012	9 665 14	10,000 00	(334 86)	0 00
Berkshire Hathaway Inc Del Cl B	100 00	07/16/2012	8,372 02	5,690 00		2,682 02
Boeing Co	86 00	01/17/2012	6,507.49	813 00		5,694 49
Boeing Co	86 00	05/07/2012	6,531 56	813 00		5,718 56
Boeing Co	14 00	08/03/2012	1,020 72	93 57		927 15
Boeing Co	13 00	05/10/2012	987 33	86 88		900 45
Chevron Corporation	25 00	03/14/2012	2,794 94	1 960 19		834 75
Chevron Corporation	20 00	08/03/2012	2,224 95	1 543 65		681 30
Coca - Cola Co	41 00	03/14/2012	2,879 79	2,131 37		748 42
Walt Disney Co/The	24 00	05/07/2012	1 051 66	807 48		244 18
Exxon Mobil Corp	100 00	02/22/2012	8,682.84	500.00		8,182 84
Exxon Mobil Corp	100 00	03/14/2012	8,637 84	500 00		8,137 84
Exxon Mobil Corp	53 00	08/03/2012	4,635.80	265 00		4,370 80
Exxon Mobil Corp	63 00	08/03/2012	5,510.49	315 00		5,195 49
Fluor Corp New	18 00	01/17/2012	984 40	982 94		1 46
Fomento Economico Mexicano Sa De	24 00	03/20/2012	1,787 01	813 76		973 25
General Dynamics Corp	15 00	01/17/2012	1,074 27	950 18		124 09
General Electric Company	93 00	05/07/2012	1,794 86	2 045 26		(250 40)
General Electric Company	50 00	05/07/2012	964 98	28.33		936 65
General Electric Company	100 00	07/16/2012	1,945.97	56 66		1,889.31
HSBC Hldgs Plc	32 00	02/22/2012	1,444 45	1,938 20		(493 75)
Intel Corp	50 00	03/14/2012	1,379 23	883 81		495 42
International Business Machines Corp	17 00	03/14/2012	3,480 68	2,218 05		1,262 63
Intuitive Surgical Inc	2 00	03/14/2012	1,062 52	534 42		528 10
Estee Lauder Companies Class A	17 00	01/17/2012	1,954 28	781 36		1,172 92
Mc Donald's Corporation	46 00	01/17/2012	4,647 39	2,765 75		1,881 64
McGraw Hill Companies Inc	32 00	02/22/2012	1,463 65	831 37		632 28
Merck & Co Inc	80 00	03/14/2012	3,059 54	2,738 40		321 14
Merck & Co Inc	35 00	05/07/2012	1,348.52	1,198 05		150 47
Merck & Co Inc	5 00	05/07/2012	192 65	169.90		22 75
Microsoft Corporation	95 00	08/03/2012	2,835 69	2 756 29		79 40
News Corp -Cl A	57 00	03/14/2012	1,128 01	608 37		519 64
Novo Nordisk A/S Adr	15 00	03/20/2012	2,144 06	747 40		1,396 66
Peabody Energy Corp	18 00	01/17/2012	637 54	658 08		(20.54)
Philip Morris Internat-W/I	50 00	03/14/2012	4,253 42	2 538 80		1,714 62
Phillips 66-W/I	31 00	07/16/2012	1,098 00	841 93		256 07
Pimco Total Return Fund-P	6 187 00	01/17/2012	68,057 00	64,762 69		3,294.31
Praxair Inc	20 00	05/07/2012	2,295 35	1,608 82		686 53
Procter & Gamble Co	25 00	03/14/2012	1,694.97	376.75		1,318 22
Procter & Gamble Co	27 00	07/16/2012	1,751 99	392 00		1,359 99
Royal Dutch Shell Plc-Adr	22 00	08/03/2012	1 539 35	1,051 46		487 89
Sysco Corp	27 00	02/22/2012	790 27	794 40		(4 13)
Verizon Communications Inc	80 00	01/17/2012	3,127 13	223.00		2,904 13
Verizon Communications Inc	100 00	05/07/2012	4,051.91	279 00		3,772 91
Wal Mart Stores Inc	42 00	05/07/2012	2,489.29	310 01		2,179 28
Wal Mart Stores Inc	41 00	05/08/2012	2,430 02	2,200 71		229 31
Wal Mart Stores Inc	50 00	07/16/2012	3,654 92	369 06		3,285 86
			<u>209,529.83</u>	<u>130,260.81</u>	<u>(334.86)</u>	<u>79,603.88</u>

E. Clayton and Edith P. Gengras, Jr., Foundation, Inc.
Form 990-PF; Part XV
Grants and Contributions
September 30, 2012
EIN# 06-1188156

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Archdiocese of Hartford	None	Public	General Support	50,000.00
St. Joseph College	None	Public	General Support	50,000.00
University of St. Joseph	None	Public	General Support	30,000.00
KHCAC	None	Public	General Support	10,000.00
Loblollypop Foundation	None	Public	General Support	5,000.00
Archbishop's Annual Appeal	None	Public	General Support	5,000.00
Smith College	None	Public	General Support	1,000.00
FIF Street Light Project	None	Public	General Support	1,000.00
Renbrook School Annual Fund	None	Public	General Support	1,000.00
Grace Academy	None	Public	General Support	1,250.00
Trinity Church	None	Public	General Support	500.00
Boys & Girls Clubs of Hartford	None	Public	General Support	250.00
High-5 Adventure	None	Public	General Support	250.00
GSOFACT	None	Public	General Support	250.00
Oddfellows Playhouse	None	Public	General Support	200.00
Mooreland Hill School	None	Public	General Support	200.00
Hartford Stage	None	Public	General Support	100.00
NBMAA	None	Public	General Support	100.00
Miss Porter's School	None	Public	General Support	100.00
Hope Partnership	None	Public	General Support	100.00
LVGH	None	Public	General Support	100.00
Mystic Seaport	None	Public	General Support	100.00
Florence Griswold Museum	None	Public	General Support	100.00
WNPR	None	Public	General Support	100.00

Total Contributions

156,700

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
11,806.69 BNY Mellon Natl Muni Money Mkt FD M (Principal Holding)	\$ 11,806.69	\$ 11,806.69		\$ 0.00	0.0%	2.4%
Principal Cash	-2,776.96					
Income Cash	2,776.96					
Total cash and cash equivalents	\$ 11,806.69	\$ 11,806.69	\$ 0.00	\$ 0.00		2.4%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
403.551	BNY Mellon Corporate Bond Fund	\$ 13.0200	\$ 5,254.23	\$ 5,000.00	\$ 254.23	\$ 110.57	2.1%	1.1%
1,715.289	BNY Mellon Short-Term U S Government Securities Fund	12.2000	20,926.53	21,000.00	-73.47	149.23	0.7	4.3
1,526.718	BNY Mellon Intermediate Bond Fund	13.2700	20,259.55	20,000.00	259.55	560.31	2.8	4.2
373.413	BNY Mellon Bond Fund	13.7400	5,130.69	5,000.00	130.69	162.43	3.2	1.1
Total taxable pooled vehicle			\$ 51,571.00	\$ 51,000.00	\$ 571.00	\$ 982.54		10.6%
Total taxable fixed income			\$ 51,571.00	\$ 51,000.00	\$ 571.00	\$ 982.54		10.6%

6. INVT 3445



Tax exempt

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,143,293	BNY Mellon Municipal Opportunities Fund	\$ 13.5400	\$ 15,480.19	\$ 15,000.00	\$ 480.19	\$ 569.36	3.7%	3.2%
Total tax exempt pooled vehicle								
			\$ 15,480.19	\$ 15,000.00	\$ 480.19	\$ 569.36		3.2%
Total tax exempt fixed income								
			\$ 15,480.19	\$ 15,000.00	\$ 480.19	\$ 569.36		3.2%

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,108,007	Dreyfus High Yield Fund	\$ 6.5600	\$ 7,268.53	\$ 7,000.00	\$ 268.53	\$ 511.90	7.0%	1.5%
Total high yield pooled vehicle								
			\$ 7,268.53	\$ 7,000.00	\$ 268.53	\$ 511.90		1.5%
Total high yield fixed income								
			\$ 7,268.53	\$ 7,000.00	\$ 268.53	\$ 511.90		1.5%

Emerging markets

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
148,478	Dreyfus Emerging Markets Debt Local Currency Fund	\$ 14.9000	\$ 2,212.32	\$ 2,000.00	\$ 212.32	\$ 32.81	1.5%	0.5%
359,712	Tcw Emerging Markets Income Fund-I	9.1700	3,298.56	3,000.00	298.56	181.65	5.5	0.7
Total emerging markets pooled vehicle								
			\$ 5,510.88	\$ 5,000.00	\$ 510.88	\$ 214.46		1.1%
Total emerging markets fixed income								
			\$ 5,510.88	\$ 5,000.00	\$ 510.88	\$ 214.46		1.1%
Total fixed income								
			\$ 79,830.60	\$ 78,000.00	\$ 1,830.60	\$ 2,278.26		16.4%



STATEMENT

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
216	Abbott Laboratories (ABT)	\$ 68.5600	\$ 14,808.96	\$ 10,884.60	\$ 3,924.36	\$ 440.64	3.0%	3.1%
13	Apple Inc (AAPL)	667.1050	8,672.37	1,105.41	7,566.96	137.80	1.6	1.8
11	Becton Dickinson & Co (BDx)	78.5600	864.16	756.68	107.48	19.80	2.3	0.2
300	Berkshire Hathaway Inc Del Cl B (BRK.B)	88.2000	26,460.00	17,070.00	9,390.00	0.00	0.0	5.4
86	The Boeing Company (BA)	69.5950	5,985.17	574.77	5,985.17	151.36	2.5	1.2
16	Caterpillar Inc (CAT)	86.0400	1,376.64	738.22	638.42	33.28	2.4	0.3
42	Cisco Systems Inc (CSCO)	19.0950	801.99	1,125.21	-323.22	23.52	2.9	0.2
80	Coca - Cola Co (KO)	37.9300	3,034.40	1,954.46	1,079.94	81.60	2.7	0.6
62	Conocophillips (COP)	57.1800	3,545.16	2,670.11	875.05	163.68	4.6	0.7
411	Exxon Mobil Corp (XOM)	91.4500	37,585.95	2,055.00	35,530.95	937.08	2.5	7.7
8	Franklin Res Inc (BEN)	125.0700	1,000.56	670.94	329.62	8.64	0.9	0.2
26	Freeport McMoran Copper & Gold Inc (FCX)	39.5800	1,029.08	1,062.36	-33.28	32.50	3.2	0.2
300	General Electric Company (GE)	22.7100	6,813.00	169.96	6,643.04	204.00	3.0	1.4
45	Halliburton Co (HAL)	33.6900	1,516.05	1,339.25	176.80	16.20	1.1	0.3
100	Illinois Tool Wks Inc (ITW)	59.4700	5,947.00	4,201.00	1,746.00	152.00	2.6	1.2
50	Intel Corp (INTC)	22.6550	1,132.75	852.38	280.37	45.00	4.0	0.2
51	JP Morgan Chase & Co (JPM)	40.4800	2,064.48	1,678.43	386.05	61.20	3.0	0.4
70	Johnson & Johnson (JNJ)	68.9100	4,823.70	4,241.54	582.16	170.80	3.5	1.0
19	Medtronic Inc (MDT)	43.1200	819.28	898.97	-79.69	19.76	2.4	0.2
40	Merck & Co Inc (MRK)	45.0950	1,803.80	1,150.64	653.16	67.20	3.7	0.4
18	Microchip Technology Inc (MCHP)	32.7400	589.32	456.64	132.68	25.27	4.3	0.1
60	News Corporation (NWSA)	24.5050	1,470.30	627.01	843.29	10.20	0.7	0.3
	Class A							
27	Occidental Petroleum Corp (OXY)	86.0600	2,323.62	1,783.12	540.50	58.32	2.5	0.5
42	Pepsico Inc (PEP)	70.7700	2,972.34	2,771.87	200.47	90.30	3.0	0.6
56	Philip Morris International Inc (PM)	89.9400	5,036.64	2,324.18	2,712.46	190.40	3.8	1.0
9	Prudential Financial Inc (PRU)	54.5100	490.59	476.43	14.16	13.05	2.7	0.1



STATEMENT 9

September 1 - September 30, 2012

E Clayton & Edith Gengras Jr Fdn-IMA
Account number 10008779000

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Equities

U.S. large cap continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
34	Qualcomm Inc (QCOM)	62.4700	2,123.98	1,579.75	544.23	34.00	1.6	0.4
22	Royal Dutch Shell PLC (RDSA) ADR	69.4100	1,527.02	1,201.21	325.81	64.33	4.2	0.3
18	Schlumberger Ltd (SLB)	72.3300	1,301.94	1,284.16	17.78	19.80	1.5	0.3
32	Target Corp (TGT)	63.4700	2,031.04	1,361.95	669.09	45.08	2.3	0.4
53	Texas Instruments Inc (TXN)	27.5550	1,460.42	1,116.84	343.58	44.52	3.1	0.3
44	Total S.A. ADR (TOT)	50.1000	2,204.40	2,383.06	-178.66	107.89	4.9	0.5
23	United Technologies Corp (UTX)	78.2900	1,800.67	1,602.17	198.50	49.22	2.7	0.4
100	Verizon Communications Inc (VZ)	45.5700	4,557.00	280	4,557.00	206.00	4.5	0.9
50	Wal Mart Stores Inc (WMT)	73.8000	3,690.00	369.06	3,320.94	79.50	2.2	0.8
60	Walgreen Co (WAG)	36.4400	2,185.40	1,776.12	410.28	66.00	3.0	0.5
8,247.696	BNY Mellon Income Stock Fund (MPISX)	7.1900	59,300.93	55,000.00	4,300.93	1,682.53	2.8	12.2
2,712.13	Dreyfus U.S. Equity Fund (DPUX)	15.3300	41,576.95	40,000.00	1,576.95	189.85	0.5	8.6
Total U.S. large cap			\$ 266,728.06	\$ 170,738.73	\$ 95,989.33	\$ 5,743.32		54.8%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200	Copano Energy L L C (CPNO)	\$ 32.9800	\$ 6,596.00	\$ 4,730.00	\$ 1,866.00	\$ 460.00	7.0%	1.4%
Total U.S. mid cap			\$ 6,596.00	\$ 4,730.00	\$ 1,866.00	\$ 460.00		1.4%

U.S. small-mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
4,152.824	BNY Mellon Small/Mid Cap Fund (MMCIX)	\$ 13.1700	\$ 54,692.69	\$ 50,000.00	\$ 4,692.69	\$ 726.74	1.3%	11.3%
Total U.S. small-mid cap			\$ 54,692.69	\$ 50,000.00	\$ 4,692.69	\$ 726.74		11.3%



Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
64	Nestle S A Sponsored ADR Repstg Reg (NSRGY) Sh	\$ 63.2100	\$ 4,045.44	\$ 2,644.84	\$ 1,400.60	\$ 113.41	2.8%	0.8%
40	Roche Holdings Ltd Sponsored ADR (RHHBY)	46.9900	1,879.60	1,772.40	107.20	61.68	3.3	0.4
1,653.006	Dreyfus Diversified International (DFPIX) Fund	9.7800	16,166.40	15,000.00	1,166.40	322.34	2.0	3.3
Total developed international			\$ 22,091.44	\$ 19,417.24	\$ 2,674.20	\$ 497.43		4.8%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,063.842	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 9.7500	\$ 10,372.46	\$ 10,000.00	\$ 372.46	\$ 118.09	1.1%	2.1%
276.243	Dia Emerging Markets Core Equity (DFCEX) Funds	19.1300	5,284.53	5,000.00	284.53	100.83	1.9	1.1
Total emerging markets			\$ 15,656.99	\$ 15,000.00	\$ 656.99	\$ 218.92		3.2%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
271.739	Dreyfus Global Real Estate (DRLIX) Securities Fund	\$ 8.1200	\$ 2,206.52	\$ 2,000.00	\$ 206.52	\$ 51.09	2.3%	0.5%
Total equity reits			\$ 2,206.52	\$ 2,000.00	\$ 206.52	\$ 51.09		0.5%
Total equities			\$ 367,971.70	\$ 261,885.97	\$ 106,085.73	\$ 7,697.50		75.7%

Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
300	Plains All American Pipeline Unit Ltd Partnership INT	\$ 88.2000	\$ 26,460.00	\$ 16,797.50	\$ 9,662.50	\$ 1,278.00	4.8%	5.4%
Total alternative investments			\$ 26,460.00	\$ 16,797.50	\$ 9,662.50	\$ 1,278.00		5.4%
Total assets			\$ 486,088.99	\$ 369,344.93	\$ 117,578.83	\$ 11,253.76		100.0%

Cash
FMV

369,344.93
(11,806.69)
357,538.24

69,163.27 (Book/Tax Difference)



BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

Eileen Foley Allgrove

860 570 1905



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BOOK VALUE

000118 XMBCDK61 005236

STATEMENT

E. Clayton and Edith P. Gengras, Jr., Foundation, Inc.
Form 990-PF, Part X, Line 1
Minimum Investment Return
September 30, 2012
EIN# 06-1188156

	<u>BNY Mellon Securities</u>	<u>BNY Mellon MMF</u>	<u>Totals</u>
Sep-11	270,571	133,943	404,514
Oct-11	289,014	34,488	323,502
Nov-11	290,664	34,700	325,364
Dec-11	308,150	32,959	341,109
Jan-12	265,294	108,793	374,087
Feb-12	287,157	95,610	382,767
Mar-12	317,147	61,333	378,480
Apr-12	315,943	61,609	377,552
May-12	378,899	85,659	464,558
Jun-12	467,998	16,389	484,387
Jul-12	456,269	4,313	460,582
Aug-12	453,897	12,404	466,301
Sep-12	474,262	11,807	486,069
Total	<u>4,575,265</u>	<u>694,007</u>	<u>5,269,272</u>
Average FMV	<u>351,943</u>	<u>53,385</u>	<u>405,329</u>

E. CLAYTON & EDITH P. GENGRAS, JR. FOUNDATION, INC.

300 CONNECTICUT BLVD
EAST HARTFORD, CT
(860) 289-3461

APPLICATION FOR GRANT OF FUNDS

Name of Organization

Address of Organization

Date:

Telephone:

Amount Requested:

Specific purpose for which grant is to be used:

Period of time in which it is to be used:

Anticipated benefits:

How does this project fit in with the objectives
of the organization as a whole:

What are your organization's specific plans for future funding
of this project, if applicable:

STATEMENT II

The following requirements are necessary for each application to be processed and must be submitted with each application:

1. U.S. Internal Revenue Service tax exemption letter dated after 1969.
2. Most recent audited financial report or equivalent Treasurer's Report.
3. Operating budget including period of time in which grant will be needed and budgeted sources of income.

Please attach the above items to this application

Grants shall be limited to tax-exempt, non-profit organizations.

Signature

Title

Attach extra pages if space is too limited on this form.

STATEMENT II