Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/1/2011 , ~~2012~~, and ending 11/30 , 2012

Name of foundation: WATKINS FAMILY FOUNDATION

A Employer identification number: 06 1415279

Number and street (or P O box number if mail is not delivered to street address): 30 CROOKED MILE ROAD

Room/suite:

B Telephone number (see instructions): (203) 323-4623 EXT 210

City or town, state, and ZIP code: DARIEN, CT 06820

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 391,895

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc., received (attach schedule)	10,000			
	2		Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3		Interest on savings and temporary cash investments	8	8	8	
	4		Dividends and interest from securities	5,377	5,377	5,377	
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	19,121			
	b		Gross sales price for all assets on line 6a				
	7		Capital gain net income (from Part IV, line 2)		19,121		
	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) (attach schedule)				
	11		Other income (attach schedule)				
	12		**Total.** Add lines 1 through 11	34,506	24,506	5,385	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc.				
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)				
	c		Other professional fees (attach schedule)	3,867	3,867	3,867	3,867
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	56	56	56	56
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)				
	24		**Total operating and administrative expenses.** Add lines 13 through 23	3,923	3,923	3,923	3,923
	25		Contributions, gifts, grants paid	15,300			15,300
	26		**Total expenses and disbursements.** Add lines 24 and 25	19,223	3,923	3,923	19,223
	27		Subtract line 26 from line 12:				
	a		**Excess of revenue over expenses and disbursements**	15,283			
	b		**Net investment income** (if negative, enter -0-)		20,583		
	c		**Adjusted net income** (if negative, enter -0-)			3,923	

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,806	45,840	45,840
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	274,478	251,728	346,055
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	282,284	297,568	391,895
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	—	—	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	282,284	297,568	
	31	**Total liabilities and net assets/fund balances** (see instructions)	282,284	297,568	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	282,284
2	Enter amount from Part I, line 27a	2	15,283
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	297,568
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	297,568

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	VARIOUS STOCK SALES			
b	SEE DETAIL SCHED. OF INVESTMENTS			
c	FOR GAIN & LOSS DETAIL			
d	FOR PART IV			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
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** 19,121

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) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	24,936	363,404	0.069705
2010	25,331	340,926	0.074438
2009	21,761	311,928	0.069763
2008	29,018	380,344	0.076294
2007	27,264	394,043	0.069190

2	**Total** of line 1, column (d) . . .	2	0.35939
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.07188
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	381,698
5	Multiply line 4 by line 3 . . .	5	19,086
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	14.62
7	Add lines 5 and 6 . . .	7	19,100
8	Enter qualifying distributions from Part XII, line 4 . . .	8	19,223 ~~22,408~~

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	14	62
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	—	
3	Add lines 1 and 2	3	14	62
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	—	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	14	62
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: —			
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	—	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	—	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	14	62
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 2013 estimated tax** ▶ ________ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ RONALD R. WATKINS, TRUSTEE Telephone no. ▶ (203) 323-4623 x.210
Located at ▶ 30 CROOKED MILE RD, DARIEN, CT 06820 ZIP+4 ▶ 06820

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
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.)	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. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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 2012?	4b		

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)? (see instructions) ☐ 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)? **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? ☐ 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**

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? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RONALD R. WATKINS 30 CROOKED MILE RD DARIEN, CT 06820	TRUSTEE 4/WK	0	0	0
MARGARET WATKINS SAME ADDRESS	TRUSTEE 1/WK	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		
Total number of others receiving over $50,000 for professional services ▶		

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 COMMUNITY	0
2 EDUCATION SEE SCHEDULE OF CONTRIBUTIONS FOR DETAILS	0
3 GOOD WORKS	0
4 MEDICAL	0

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

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

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	346,109
b	Average of monthly cash balances	1b	41,402
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	387,511
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	387,511
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	5,813
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	381,698
6	**Minimum investment return.** Enter 5% of line 5	6	19,085

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	19,085
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14.62		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	19,070
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	19,070
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	19,070

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	19,223
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,223
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	15
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,238

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					19,070
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				0	
b	Total for prior years: 20___,20___,20___			0		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008					
c	From 2009					
d	From 2010					
e	From 2011					
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $					
a	Applied to 2011, 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 2012 distributable amount					19,070
e	Remaining amount distributed out of corpus		168			
5	Excess distributions carryover applied to 2012 *(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		168			
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		168			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9:					
a	Excess from 2008	0				
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011					
e	Excess from 2012					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1462	196	—	600	2,258
b 85% of line 2a	1,243	167	—	510	1,919
c Qualifying distributions from Part XII, line 4 for each year listed	19,223	24,936	25,331	21,767	91,257
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	19,223	24,936	25,331	21,767	91,257
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	12,723	12,113	11,343	10,397	46,576
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).)

RONALD & MARGARET WATKINS

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.

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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE DETAIL SCHEDULE OF CONTRIBUTIONS				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b "GOOD WORKS"					
c					
d PROGRAM					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					8
4 Dividends and interest from securities					5,377
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					19,121
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)					24,506

13 Total. Add line 12, columns (b), (d), and (e) 13 24,506

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	FOUNDATION ESTABLISHED TO CARRY ON "GOOD WORKS"
	WITHIN THE MEANING OF SECTION 501(C)(3)
	OF THE IRS CODE.

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

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

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

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

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 5/15/13 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

2012

Name of the organization
WATKINS FAMILY FOUNDATION

Employer identification number
061415279

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 $33\frac{1}{3}$% 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).

Name of organization: WATKINS FAMILY FOUNDATION

Employer identification number: 06 1415279

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	RONALD & MARGARET WATKINS 30 CROOKED MILE RD DARIEN, CT 06820	$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: WATKINS FAMILY FOUNDATION

Employer identification number: 061415279

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
	N/A	$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number

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. See instructions.) ▶ $

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

5/22/2013

WFF 2012 SCHEDULE OF ACCOUNT MANAGEMENT FEES

12/05/11		DEBIT	Merrill Lynch	EMA Annual Fee	FEE	150.00
01/13/12		DEBIT	Cheswick	Quarterly Fee	FEE	840.36
04/16/12		DEBIT	Cheswick	Quarterly Fee	FEE	964 37
07/10/12		DEBIT	Cheswick	Quarterly Fee	FEE	919.41
10/18/12		DEBIT	Cheswick	Quarterly Fee	FEE	992.47
				TOTAL		3,866.61

5/22/2013

WFF 2012 SCHEDULE OF TAXES PAID

DATE		CHK #	ACCOUNT NAME	DESCRIPTION	ACT #	AMOUNT
12/07/11		DEBIT	Teva Pharmacutical	Fgn Div Tax	TAX	8 60
12/15/11		DEBIT	Agnico Eagle Mines	Fgn Div Tax	TAX	2.64
12/23/11		DEBIT	Suncor Energy	Fgn Div Tax	TAX	4 85
01/03/12		DEBIT	Canadian Natural Res	Fgn Div Tax	TAX	3 33
03/13/12		DEBIT	Teva Pharmacutical	Fgn Div Tax	TAX	13 15
03/15/12		DEBIT	Agnico Eagle Mines	Fgn Div Tax	TAX	3 30
03/26/12		DEBIT	Suncor Energy	Fgn Div Tax	TAX	4 99
04/02/12		DEBIT	Canadian Natural Res	Fgn Div Tax	TAX	3 95
06/25/12		DEBIT	Suncor Energy	Fgn Div Tax	TAX	5.68
09/25/12		DEBIT	Suncor Energy	Fgn Div Tax	TAX	5.97
				TOTAL		56 46

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
		Schedule of Stock Investments									
		START RECORD									
12/29/09	PUR	Abbott Labs	125.00	54 010	0.00	-	-	11/10/2010		-	-
11/10/10	SALE	Abbott Labs	(125 00)	51 00				11/10/2010			
05/08/09	PUR	Adobe Systems	200.00	26 710	0 00	-	-	9/20/2011			-
09/20/11	SALE	Adobe Systems	(200.00)	25.89				9/20/2011			
08/15/11	PUR	Agnico Eagle Mines	110.00	61.469	6,773.99	-	6,773.99	4/10/2012	3,599.89	(3,174 10)	-
04/10/12	SALE	Agnico Eagle Mines	(110 00)	32.84				4/10/2012			
05/09/01	PUR	Allergan	100 00	76.970	0 00	-	-	5/8/2009			-
06/28/07	STKDIV	Allergan	100.00		0 00	-	-	5/8/2009			-
05/08/09	SALE	Allergan	(200 00)	47.09				5/8/2009			
07/05/02	STK DIV	Advanced Med Optics (Allergen)	22 00		0 00	-	-				-
08/05/02	SALE	Advanced Med Optics (Allergen)	(22.00)								
04/30/07	PUR	Altria	125.00	70.200	0 00	-	-	7/27/2009			-
07/27/09	SALE	Altria	(125.00)	17 42				7/27/2009			
08/24/11	PUR	Amazon.Com	50.00	188.900	9,448.00	-	9,448.00				9,448.00
07/22/99	PUR	AOL Time Warner	100.00	119.740	0 00	-	-				-
11/29/99	STKDIV	AOL Time Warner	100.00		0.00	-	-				-
07/19/02	SALE	AOL Time Warner	(200 00)	11.81							
03/15/02	PUR	Ambac Financial Grp, NY	100.00	60 640	0 00	-	-				-
04/25/05	SALE	Ambac Financial Grp, NY	(100.00)	63.760							
07/22/99	PUR	American Express	100.00	138.430	0.00	-	-	11/20/2008			-
05/16/00	STKDIV	American Express	200.00		0.00	-	-	11/20/2008			-
11/20/08	SALE	American Express	(300.00)	19.99				11/20/2008			
11/10/10	PUR	American Express	200.00	44.060	8,873.54	-	8,873.54				8,873.54
10/06/05	STK DIV	Ameriprise	60 00		0.00	-	-	11/24/2008			-
11/24/08	SALE	Ameriprise	(60 00)	14.52				11/24/2008			
07/22/99	PUR	American Intl Group	100 00	121.430	0 00	-	-	4/30/2007			-
04/30/07	SALE	American Intl Group	(100.00)	69.96							
08/05/99	STKDIV	American Intl Group	25.00		0 00	-	-				-
08/03/00	STK DIV	American Intl Group	62 00		0.00	-	-				-
11/05/02	SALE	American Intl Group	(87 00)	63 94							
02/15/00	PUR	Amgen	100 00	65 250	0.00	-	-	6/7/2010			-
06/07/10	SALE	Amgen	(100.00)	55 01				6/7/2010			
05/08/09	PUR	Amphenol Corp	150.00	34.200	5,230.00	-	5,230.00				5,230.00
06/18/07	PUR	Apple	75.00	119.720	8,983.50	-	8,983.50				8,983.50
06/18/07	PUR	Apple	25.00	119.720	2,994.50	-	2,994.50	9/19/2012	17,378 11	14,383 61	-
09/19/12	SALE	Apple	(25.00)	695 200				9/19/2012			-
01/16/01	PUR	Automatic Data Processing	100 00	59.812	0 00	-	-	10/3/2007			-
03/26/04	PUR	Automatic Data Processing	100 00	40.990	0 00	-	-	10/3/2007			-
10/03/07	SALE	Automatic Data Processing	(200.00)	46 220				10/3/2007			
04/05/07	STKDIV	ADP Broadridge Finl Sol	50.00		0 00	-	-	4/30/2007			-
04/30/07	SALE	ADP Broadridge Finl Sol	(50 00)	20.360							
06/04/04	PUR	Avon Products	200 00	75 150	2,836 88	-	2,836 88				2,836 88
04/05/04	STKDIV	Avon Products	200 00		2,836 88	-	2,836 88				2,836 88
07/22/05	SALE	Avon Products	(400 00)	32 25							
07/23/01	PUR	Bank of NY	100 00	43 120	1,635 75	-	1,635 75				1,635 75
07/16/03	PUR	Bank of NY	100 00	29 760	1,134 75	-	1,134 75				1,134.75

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
03/22/05	SALE	Bank of NY - $10 Return of Capital									
07/18/05	SALE	Bank of NY	(200 00)	29 31							
03/15/02	PUR	Bank of America Corp	100.00	69.000	0.00	-	-				-
07/16/03	PUR	Bank of America Corp	100 00	82.520	0.00	-	-				-
09/02/04	STK DIV	Bank of America Corp	50 00	-	0.00	-	-				-
04/05/05	SALE	Bank of America Corp	(250 00)	43.95							
09/02/04	STK DIV	Bank of America Corp	150.00	-	0.00	-	-				-
09/29/05	SALE	Bank of America Corp	(150.00)	42 30	0 00						-
05/08/02	PUR	Baxter, Intl	100.00	56 800	0.00	-	-				-
03/18/03	SALE	Baxter, Intl	(100 00)	21 90							
04/22/09	PUR	Berkshire Hathaway	3.00	3,006.000							
01/21/10	EXCHG	Berkshire Hathaway	(3.00)								
01/21/10	EXCHG	Berkshire Hathaway Inc	150.00	60.120	9,068.00	-	9,068.00				9,068.00
07/16/03	PUR	Biovail Corp	100 00	44.000	0 00	-	-				-
11/13/03	SALE	Biovail Corp	(100 00)	24.10							
09/17/03	PUR	Boston Scientific Group	100 00	67.490	0.00	-	-				-
11/11/03	STK DIV	Boston Scientific Group	100.00		0 00	-	-				-
12/22/04	SALE	Boston Scientific Group	(200 00)	35 450							
07/22/99	PUR	Citigroup	200 00	49 930	0.00	-	-	9/19/2008			-
08/03/00	STK DIV	Citigroup	66 00		0.00	-	-	9/19/2008			-
09/19/08	SALE	Citigroup	(266.00)	14 92							
07/19/02	STK DIV	Travelers A&B	34 00		0 00	-	-				-
03/20/02	SALE	Travelers A&B	(34 00)								
07/18/05	PUR	Canadian Natural Res Ltd	75.00	41.150	0.00	-	-	5/8/2009			-
07/18/05	PUR	Canadian Natural Res Ltd	75.00	41.150	1,568.13	-	1,568.13	4/3/2012	2,437 21	869 08	-
09/30/05	PUR	Canadian Natural Res Ltd	50.00	45.290	0.00	-	-	5/8/2009			-
09/30/05	PUR	Canadian Natural Res Ltd	50.00	45.290	1,144.75	-	1,144.75	4/3/2012	1,624 81	480 06	-
05/08/09	SALE	Canadian Natural Res Ltd	(125.00)	50.69				5/8/2009			
06/04/10	STK DIV	Canadian Natural Res Ltd	125.00		2,712.88	-	2,712.88	4/3/2012	4,062.02	1,349.14	-
04/03/12	SALE	Canadian Natural Res Ltd	(250.00)	32.69				4/3/2012			
11/19/12	PUR	CBRE Group, Inc	400.00	17.630		7,091 84	7,091.84				7,091.84
07/18/05	PUR	Chicos Fast Food Inc	175.00	39 000	0 00	-	-				-
09/01/06	SALE	Chicos Fast Food Inc	(175 00)	17 80							
07/22/99	PUR	Cisco Systems	100 00	63 380	0.00	-	-				-
03/28/00	STKDIV	Cisco Systems	100 00		0 00	-	-				-
12/13/10	SALE	Cisco Systems	(200 00)	19.32				12/13/2010			
07/22/05	PUR	Conoco Phillips	100 00	59 335	0.00	-	-	8/13/2008			-
08/13/08	SALE	Conoco Phillips	(100 00)	80 280							
07/22/05	PUR	Conoco Phillips	100 00	59 335	0 00	-	-				-
03/29/07	SALE	Conoco Phillips	(100.00)	69 070							
03/15/02	PUR	Concord EFS	200.00	33.170	0 00	-	-				-
07/16/03	PUR	Concord EFS	200.00	14 990	0 00	-	-				-
02/27/04	XCHG	Concord EFS	(400 00)								
02/26/08	PUR	CostCo	150.00	65.230	9,793.50	-	9,793.50				9,793.50
02/26/08	PUR	Cummins	175 00	175.490	0.00	-	-				-
09/30/09	SALE	Cummins	(175 00)	43 740				9/30/2009			
05/08/09	PUR	CVS Caremark	175 00	31.705	0 00	-	-	8/16/2010			-
08/16/10	SALE	CVS Caremark	(175 00)	28.830				8/16/2010			

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
10/31/06	PUR	Danaher	150 00	70.720	5,354.00	-	5,354.00				5,354.00
06/17/10	STK DIV	Danaher	150.00		5,354.00	-	5,354.00				5,354.00
08/13/08	PUR	DB US Dollar & Bullish Pwrshs	375.00	23 480	0 00	-	-	3/24/2009			-
12/30/08	SALE	Return of CapitalDB US Dollar & Bullish Pwrshs			0.00	-	-	12/30/2008			-
03/24/09	SALE	DB US Dollar & Bullish Pwrshs	(375 00)	24.980				3/24/2009			
02/27/04	XCHG	First Data Corp	146 00		0 00	-	-				-
10/26/06	SALE	First Data Corp	(146.00)	19 70							
02/09/00	PUR	EMC Corporation	50 00	116 500	0 00	-	-				-
06/08/00	STKDIV	EMC Corporation	50 00		0 00	-	-				-
03/20/02	SALE	EMC Corporation	(100 00)	11.81							
04/02/12	PUR	EMC Corporation	300 00	29.850		8,985.00	8,985.00				8,985 00
03/22/05	PUR	Exxon Mobil	100.00	61.350	6,185.00	-	6,185.00				6,185.00
04/05/05	PUR	Exxon Mobil	200.00	59.960	0.00	-	-	8/13/2008			-
08/13/08	SALE	Exxon Mobil	(200.00)	77.860							
03/20/02	PUR	Fifth Third Bancorp	100.00	69 450	0.00	-	-				-
06/07/04	SALE	Fifth Third Bancorp	(100.00)	54.190							
07/31/01	PUR	FI Serv Inc Wisc PV	100.00	58.059	0.00	-	-				-
09/07/01	STKDIV	FI Serv Inc Wisc PV	50.00		0.00	-	-				-
03/22/05	SALE	FI Serv Inc Wisc PV	(150.00)	37.41							
07/05/12	PUR	Freeport McMoran	225.00	33.488		7,579.69	7,579 69				7,579 69
10/09/09	PUR	General Dynamics	100 00	65.470	0 00	-	-	8/4/2011			-
08/04/11	SALE	General Dynamics	(100 00)	66 71				8/4/2011			
07/22/99	PUR	General Electric	100.00	120.300	0.00	-	-	9/23/2008			-
05/11/00	STKDIV	General Electric	100.00		0.00	-	-	9/23/2008			-
05/11/00	STKDIV	General Electric	100.00		0.00	-	-	3/29/2007			-
03/29/07	SALE	General Electric	(100.00)	35.550							
09/23/08	SALE	General Electric	(200.00)	23.51							
10/28/11	PUR	General Electric	425.00	16.120	6,893.50	-	6,893.50				6,893.50
09/16/10	PUR	General Mills	175 00	36.460	6,427.17	-	6,427.17	2/24/2012	6,643 46	216.29	-
02/24/12	SALE	General Mills	(175.00)	38.23							
04/05/04	PUR	Golden West Financial	100.00	111.200	0 00	-	-				-
12/16/04	STKDIV	Golden West Financial	100 00		0 00	-	-				-
10/04/06	EXCHG	Golden West for Wachovia	(200 00)		0.00	-	-				-
03/26/04	PUR	Goldman Sachs	50 00	102.000	0 00	-	-	4/29/2010			-
04/29/10	SALE	Goldman Sachs	(50.00)	153 271				4/29/2010			
03/26/04	PUR	Goldman Sachs	50.00	102.000	0 00	-	-	2/26/2008			-
02/26/08	SALE	Goldman Sachs	(50.00)	175.490				2/26/2008			
10/18/10	PUR	Goldman Sachs	50 00	154.750	0 00	-	-	6/14/2011			-
06/14/11	SALE	Goldman Sachs	(50.00)	133.39				6/14/2011			
02/07/11	PUR	Greenhill	125.00	71.020	8,927.50	-	8,927.50				8,927.50
11/30/09	PUR	Hewlett-Packard	125 00	50 460	0.00	-	-				-
10/18/10	PUR	Hewlett-Packard	75 00	42 390	0 00	-	-				-
03/14/11	SALE	Hewlett-Packard	(200.00)	41.65				3/14/2011			
12/22/04	PUR	Home Depot	200.00	42 050	0 00	-	-				-
05/19/06	SALE	Home Depot	(200 00)	38 28							
04/11/11	PUR	Honeywell Intl	125.00	59.068	7,395.96	-	7,395.96				7,395.96
07/22/99	PUR	Intel Corporation	100.00	67 380	0.00	-	-				-
08/31/00	STK DIV	Intel Corporation	100 00		0 00	-	-				-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
12/22/04	SALE	Intel Corporation	(200.00)	22.850							
11/05/09	PUR	J Crew	150.00	40 966	0 00	-	-	11/23/2010			-
11/23/10	SALE	J Crew	(150 00)	37 05				11/23/2010			
06/07/04	PUR	JP Morgan	200.00	37.310	0.00	-	-				-
07/18/05	SALE	JP Morgan	(200.00)	35.46							
04/23/09	PUR	JP Morgan/Chase	150.00	31.790	4,868.50	-	4,868.50				4,868.50
07/22/99	PUR	Johnson & Johnson	62.50	97.680	3,052.42	-	3,052.42				3,052.42
06/18/01	STKDIV	Johnson & Johnson	62.50		3,052.42	-	3,052.42				3,052.42
02/07/11	PUR	Johnson & Johnson	75.00		0.00	-	-				-
02/07/11	SALE	Johnson & Johnson	(75.00)	60.62				12/13/2010			
02/17/10	PUR	Las Vegas Sands	200.00	16.180	3,289.33	-	3,289.33				3,289.33
02/17/10	PUR	Las Vegas Sands	100.00	16.180	0.00	-	-				-
02/17/10	PUR	Las Vegas Sands	75.00	16.180	0.00	-	-				-
12/13/10	SALE	Las Vegas Sands	(75.00)	46.25				12/13/2010			
02/07/11	SALE	Las Vegas Sands	(100.00)	48 27				2/7/2011			
09/29/05	PUR	Lehman Bros	100.00	114.780	0 00	-	-	8/6/2007			-
05/04/06	STKDIV	Lehman Bros	100.00		0 00	-	-	8/6/2007			-
08/06/07	SALE	Lehman Bros	(200.00)	59.720							
05/08/09	PUR	Leucadia Natl Corp	225 00	23.410	0 00	-	-	8/3/2010			-
08/03/10	SALE	Leucadia Natl Corp	(225 00)	21.765				8/3/2010			
07/22/99	PUR	Lilly, Eli & Co	100.00	76 240	0 00	-	-				-
04/20/05	SALE	Lilly, Eli & Co	(100 00)	57 930							
03/20/12	PUR	LinkedIn	100.00	92 240		9,304.00	9,304 00				9,304.00
11/10/10	PUR	Logmein	200.00	40.237	8,059.42	-	8,059.42	2/24/2012	7,544.44	(514.98)	-
02/24/12	SALE	Logmein	(200.00)	37.78							
05/06/08	PUR	Lowes	300.00	27.110	0.00	-	-	2/17/2010			-
02/17/10	SALE	Lowes	(300.00)	21 750				2/17/2010			
11/26/12	PUR	Marsh & McClennon	225.00	35 129		7,926 62	7,926 62				7,926 62
06/08/00	STKDIV	McData Corp CL	3.00		0 00	-	-				-
07/23/01	SALE	McData Corp CL	(3.00)								
12/29/09	PUR	McDonalds Corp	100.00	63.520	6,377.00	-	6,377.00				6,377.00
11/05/02	PUR	Medtronic Corp	100.00	44 400	0 00	-	-				-
10/31/06	SALE	Medtronic Corp	(100 00)	48.810							
10/11/12	PUR	Merck	200.00	46 188		9,264 17	9,264.17				9,264 17
07/22/99	PUR	Microsoft Corp	100.00	98 250	0 00	-	-				-
02/21/03	STKDIV	Microsoft Corp	100 00		0.00	-	-				-
05/19/06	SALE	Microsoft Corp	(200 00)	22.99							
03/20/12	PUR	Mylan	350.00	22 991		8,067.89	8,067 89				8,067 89
02/09/00	PUR	Nokia	50.00	203 875	0.00	-	-	4/22/2008			-
04/14/00	STKDIV	Nokia	150 00	-	0 00	-	-	4/22/2008			-
04/22/08	SALE	Nokia	(200 00)	28 86				4/22/2008			
03/23/00	PUR	Oracle Corp	50.00	79 437	0.00	-	-				-
10/18/00	STKDIV	Oracle Corp	50 00		0 00	-	-				-
05/10/02	SALE	Oracle Corp	(100.00)	7.80							
10/03/07	PUR	Oracle Corp	400 00	21.640	8,680 00	-	8,680 00	12/27/2011	10,075 81	1,395 81	-
10/18/10	PUR	Oracle Corp	200 00	28 700	5,752.00	-	5,752 00	12/27/2011	5,037.90	(714 10)	-
12/27/11	SALE	Oracle Corp	(600 00)	25 25				12/27/2011			
01/16/01	PUR	Paychex	100 00	46 437	0 00	-	-				-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
05/09/01	PUR	Paychex	100 00	33 030	0 00	-	-				-
06/30/04	SALE	Paychex	(200 00)	34 090							
12/13/10	PUR	Penn Natl Gaming Grp	200.00	35.780	7,168.00	-	7,168.00	11/26/2012	9,347 79	2,179.79	-
11/26/12	SALE	Penn Natl Gaming Grp	(200.00)	46 80				11/26/2012			
11/10/10	SALE	Pepsico	(200.00)	65 06				11/10/2010			
04/16/03	EXCHG	Pharmacia Corp	(100.00)								
04/03/08	STKDIV	Philip Morris (from Altria)	125 00		0 00	-	-	7/27/2009			-
07/27/09	SALE	Philip Morris (from Altria)	(125 00)	43 97				7/27/2009			
04/16/03	EXCHG	Pfizer, Inc	140.00		0.00	-	-				-
07/22/99	PUR	Pfizer, Inc	200 00	37 800	0 00	-	-				-
11/05/02	SALE	Pfizer, Inc	(200 00)	32.05							
03/26/04	PUR	Pfizer, Inc	160.00	33.930	0 00	-	-				-
03/22/05	SALE	Pfizer, Inc	(300.00)	25.89							
09/20/06	PUR	Proctor & Gamble	150.00	60.970	9,195.50	-	9,195.50				9,195.50
04/20/05	PUR	San Juan B RTY	150 00	36.240	0.00	-	-	10/3/2007			-
10/03/07	SALE	San Juan B RTY	(150 00)	33 607				10/3/2007			
10/03/07	PUR	Schlumberrger, Ltd	100 00	105.560	10,606.00	-	10,606.00	10/30/2012	7,033.34	(3,572.66)	-
10/30/12	SALE	Schlumberrger, Ltd	(100.00)	70.835				10/30/2012			
04/21/08	PUR	Sigma Aldrich	115.00	61.240	7,049.50	-	7,049.50				7,049.50
01/16/01	PUR	State Street Corp	100.00	112 630	0.00	-	-				-
06/05/01	STKDIV	State Street Corp	100.00		0 00	-	-				-
03/27/03	SALE	State Street Corp	(200 00)	32.94							
05/05/09	PUR	State Street Corp	150 00	33.982	0 00	-	-	10/28/2009			-
10/28/09	SALE	State Street Corp	(150 00)	45 94				10/28/2009			
03/23/00	PUR	Sepracor	50 00	89.000	0 00	-	-				-
07/23/01	SALE	Sepracor	(50.00)								
03/27/03	PUR	Starbucks Corp	200.00	25.640	0.00	-	-	6/18/2007			-
10/27/05	STK DIV	Starbucks Corp	200.00		0.00	-	-	6/18/2007			-
06/18/07	SALE	Starbucks Corp	(400.00)								
11/23/10	PUR	Starbucks Corp	150.00	30.687	4,612.01	-	4,612.01				4,612.01
06/30/04	PUR	Stericycle	150.00	48.973	0.00	-	-				-
06/22/05	SALE	Stericycle	(150.00)	52 67							
03/29/07	PUR	Stericycle, Inc	150.00	82 000	0.00	-	-				-
06/06/07	STKDIV	Stericycle, Inc	150 00		0.00	-	-				-
08/22/05	PUR	Suncor Energy	150.00	47.080	3,581.00	-	3,581.00	11/15/2012	4,996 48	1,415.48	-
05/30/08	STKDIV	Suncor Energy	150.00		3,581.00	-	3,581.00	11/15/2012	4,996.48	1,415.48	-
11/15/12	SALE	Suncor Energy	(300.00)	33 41				11/15/2012			
05/01/00	PUR	Sun Microsystems	100 00	91.125	0.00	-	-				-
12/11/00	STKDIV	Sun Microsystems	100 00		0.00	-	-				-
05/08/02	SALE	Sun Microsystems	(200.00)	6.48							
02/11/09	PUR	SPDR Gold Trust	100 00	92 638	9,313 81	-	9,313 81				9,313 81
11/03/10	PUR	SPDR S & P Emerging	125.00	56 501	0 00	-	-	6/14/2011			-
06/14/11	SALE	SPDR S & P Emerging	(125.00)	54 73				6/14/2011			
11/10/10	PUR	Talbots	675.00	10.594	0 00	-	-				-
05/10/11	SALE	Talbots	(675.00)	5.19				5/10/2011			
12/22/04	PUR	Target	200 00	50 785	0 00	-	-	3/3/2009			-
03/03/09	SALE	Target	(200 00)	28 030				3/3/2009			
04/23/03	PUR	TEVA Pharmaceutical	100.00	46.990	2,349.50	-	2,349.50	3/20/2012	4,346 98	1,997 48	-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
07/07/04	STKDIV	TEVA Pharmaceutical	100.00		2,349.50	-	2,349.50	3/20/2012	4,346.98	1,997.48	-
03/20/12	SALE	TEVA Pharmaceutical	(200.00)	43 53				3/20/2012			
03/09/00	PUR	Texas Instruments	50.00	183 000	0 00	-	-				-
05/26/00	STKDIV	Texas Instruments	50 00		0 00	-	-				-
07/23/01	SALE	Texas Instruments	(100 00)								
10/31/06	PUR	Toyota	100 00	119.730	0 00	-	-	4/21/2008			-
04/21/08	SALE	Toyota	(100.00)	97.580				4/21/2008			
04/23/03	PUR	3M Company	50.00	129.510	0.00	-	-				-
01/01/05	STK DIV	3M Company	50.00		0.00	-	-				-
11/13/03	PUR	3M Company	100.00	79.650	0.00	-	-				-
09/30/05	SALE	3M Company	(200.00)	72.870							
09/30/05	PUR	TransOcean	104 00	60 400	0.00	-	-	6/1/2010			-
06/01/10	SALE	TransOcean	(104.00)	59 08				6/1/2010			
09/30/05	PUR	TransOcean	46 00	60.400	0 00	-	-	11/27/2007			-
11/27/07	SALE	TransOcean	(46.00)	107 71							
03/22/05	PUR	United Health Group	100 00	91.210	0 00	-	-				-
06/03/05	STK DIV	United Health Group	100.00		0 00	-	-				-
05/30/06	SALE	United Health Group	(200.00)	42 00							
10/03/07	PUR	United Technologies	100.00	80.480	8,098.00	-	8,098.00	10/30/2012	7,772.82	(325 18)	-
10/30/12	SALE	United Technologies	(100.00)	78 230				10/30/2012			
04/22/09	PUR	Vanguard Emerging Mkts	275.00	27.100	7,552.50	-	7,552.50				7,552.50
10/21/09	PUR	Vanguard Emerging Mkts	125.00	40.220	5,040.00	-	5,040.00				5,040.00
10/18/10	PUR	Vanguard Emerging Mkts	200.00	47 560	9,612.00	-	9,612.00				9,612.00
11/18/11	PUR	Vanguard Long Term Bond	80.00	90.900	7,322.00	-	7,322.00	3/19/2012	7,044.27	(277 73)	-
03/19/12	SALE	Vanguard Long Term Bond	(80 00)	88 68				3/19/2012			
04/23/03	PUR	Varian Medical Systems	100.00	52.440	2,647.00	-	2,647.00				2,647.00
04/05/04	PUR	Varian Medical Systems	100.00	85 290	4,289.50	-	4,289.50				4,289.50
08/05/04	STKDIV	Varian Medical Systems	200.00	-	0.00	-	-	10/3/2007			-
10/03/07	SALE	Varian Medical Systems	(200.00)	41.650				10/3/2007			
10/04/06	EXCHG	Wachovia (Golden West)	210 00		0 00	-	-	9/22/2008			-
09/22/08	SALE	Wachovia (Golden West)	(210.00)	9 55							
03/27/03	PUR	Wal Mart Stores, Inc	100.00	53 620	0.00	-	-				-
12/22/04	SALE	Wal Mart Stores, Inc	(100.00)	52 320							
07/31/01	PUR	Washington Mutual, Inc	100.00	41 480	0.00	-	-				-
11/07/01	SALE	Washington Mutual, Inc	(100 00)	29.150							
07/22/99	PUR	Wells Fargo	125.00	43.270	2,704.06	-	2,704.06				2,704.06
07/22/99	PUR	Wells Fargo	75.00	43.270	0.00	-	-	11/10/2010			-
08/17/06	STKDIV	Wells Fargo	125.00	-	2,704.06	-	2,704.06				2,704.06
08/17/06	STKDIV	Wells Fargo	75.00	-	0.00	-	-	11/10/2010			-
11/10/10	SALE	Wells Fargo	(150.00)	28.87				11/10/2010			
10/09/06	STKDIV	Western Union	146.00	-	0 00	-	-				-
10/26/06	SALE	Western Union	(146.00)	19 560							
03/12/12	PUR	Yum Brands	125 00	65 470		8,198.31	8,198 31				8,198 31
07/16/03	PUR	Zimmer Holdings	100.00	44 920	0 00	-	-				-
03/26/04	PUR	Zimmer Holdings	100 00	73.370	0 00	-	-				-
06/30/06	SALE	Zimmer Holdings	(200.00)	55 860							
					0 00	-	-				-
					0 00	-	-				-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2012
		END RECORD			0.00	-	-				-
											-
		Ending Value			274,478.20	66,417 52	340,895 72		108,288 78	19,120.95	251,727 89
		Control			274,478 20		340,895.72		108,288.78		251,727.89
		Difference			-		-		-		
MONTH		Beginning Value of Stocks			340,896 60						
12		Ending Value of Stocks (ML)					346,055.31				
		Monthly Avg Value of Stocks			346,108 66		ACCOUNT NAME				
		Ending Cash Value of Bank Accts					END RECORD				
		Hudson					0 00				
		Wachovia Checking									
		Wachovia Savings									
		04136					19,219.92				
		Total Cash Balance					19,219 92				
		Monthly Avg Cash			41,402.36						
		Total Assets Monthly Average			387,511.03						
		Cash Held for Char Activities (1.5%)			5,812.67						
		Net Value of Non-Char Use Assets			381,698 36						
		(Updated for 2011)	DIST	Asset	Ratio						
		2011 Dist Ratio	25,331	363,404	0.069704791						
		2010 Dist Ratio	25,331	340,296	0.074438136						
		2009 Dist Ratio	21,761	311,928	0.069762894						
		2008 Dist Ratio	29,018	380,344	0 076294092						
		2007 Dist Ratio	27,264	394,043	0 069190418						
		Total of Ratios			0.35939						
		Divide by 5			0 07188						
		Minimum Investment Return (5%)			19,084.92						
		Net Value of Non-Char Use Assets x Multiplier			27,435 74						
		1% of Net Investment Income			14.62						
		Distribution for 1% Tax			19,099.54						
		Qualifying Distributions			19,223.07						
		Less 1% of Net Investment Income			(14 62)						
		Adjusted Qualifying Distributions			19,208 45						

WATKINS FAMILY FOUNDATION FY 2012 SCHEDULE OF GAINS AND LOSSES

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2011	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss
		Schedule of Stock Investments								
		START RECORD								
08/15/11	PUR	Agnico Eagle Mines	110.00	61.469	6,773.99	-	6,773.99	4/10/2012	3,599.89	(3,174.10)
06/18/07	PUR	Apple	25 00	119.720	2,994.50	-	2,994.50	9/19/2012	17,378.11	14,383 61
07/18/05	PUR	Canadian Natural Res Ltd	75.00	41.150	1,568.13	-	1,568.13	4/3/2012	2,437.21	869.08
09/30/05	PUR	Canadian Natural Res Ltd	50.00	45.290	1,144.75	-	1,144.75	4/3/2012	1,624.81	480.06
06/04/10	STK DIV	Canadian Natural Res Ltd	125.00		2,712.88	-	2,712.88	4/3/2012	4,062.02	1,349.14
09/16/10	PUR	General Mills	175.00	36.460	6,427.17	-	6,427.17	2/24/2012	6,643.46	216 29
11/10/10	PUR	Logmein	200.00	40.237	8,059.42	-	8,059.42	2/24/2012	7,544.44	(514 98)
10/03/07	PUR	Oracle Corp	400.00	21 640	8,680 00	-	8,680 00	12/27/2011	10,075 81	1,395 81
10/18/10	PUR	Oracle Corp	200 00	28.700	5,752 00	-	5,752.00	12/27/2011	5,037.90	(714.10)
12/13/10	PUR	Penn Natl Gaming Grp	200.00	35.780	7,168.00	-	7,168.00	11/26/2012	9,347 79	2,179 79
10/03/07	PUR	Schlumberrger, Ltd	100.00	105.560	10,606.00	-	10,606.00	10/30/2012	7,033.34	(3,572.66)
06/22/05	PUR	Suncor Energy	150.00	47.080	3,581.00	-	3,581.00	11/15/2012	4,996.48	1,415 48
05/30/08	STKDIV	Suncor Energy	150.00		3,581.00	-	3,581.00	11/15/2012	4,996.48	1,415.48
04/23/03	PUR	TEVA Pharmaceutical	100.00	46.990	2,349.50	-	2,349.50	3/20/2012	4,346 98	1,997.48
07/07/04	STKDIV	TEVA Pharmaceutical	100.00		2,349.50	-	2,349.50	3/20/2012	4,346.98	1,997 48
10/03/07	PUR	United Technologies	100.00	80.480	8,098.00	-	8,098.00	10/30/2012	7,772.82	(325 18)
11/18/11	PUR	Vanguard Long Term Bond	80.00	90.900	7,322.00	-	7,322.00	3/19/2012	7,044.27	(277.73)
		Ending Value			274,478.20	66,417 52	340,895.72		108,288.78	19,120 95
		Control			274,478.20		340,895.72		108,288.78	
		Difference			-		-		-	

5/22/2013

WATKINS FAMILY FOUNDATION FY 2012 SCHEDULE OF CONTRIBUTIONS

S/I	DATE		CHK #	ACCOUNT NAME	DESCRIPTION	ACT #	AMOUNT
CHAR	3/6/12		338	Habitat for Humanity	COMMUNITY	CHAR	250.00
CHAR	11/30/12		357	Darien Community Fund	COMMUNITY	CHAR	1,000.00
CHAR	11/30/12		359	United Way - Indian River County	COMMUNITY	CHAR	200.00
CHAR	11/30/12		360	Darien Library	COMMUNITY	CHAR	1,000.00
CHAR	11/30/12		361	EMS Post 53	COMMUNITY	CHAR	1,000.00
CHAR	11/30/12		362	Norwalk Youth Symphony	COMMUNITY	CHAR	1,000.00
CHAR	7/20/12		339	Fairfield University	EDUCATION	CHAR	250.00
CHAR	11/30/12		358	University of Illinois	EDUCATION	CHAR	1,000.00
CHAR	11/30/12		366	Loyola	EDUCATION	CHAR	1,000.00
CHAR	11/30/12		368	Brunswick School	EDUCATION	CHAR	1,000.00
CHAR	11/30/12		369	Greenwich Academy	EDUCATION	CHAR	1,000.00
CHAR	10/4/12		353	Cabrini Foundation	GOOD WORKS	CHAR	500.00
CHAR	10/25/12		355	Cabrini Foundation	GOOD WORKS	CHAR	1,000.00
CHAR	11/30/12		363	Wesley Willows	GOOD WORKS	CHAR	200.00
CHAR	11/30/12		367	Person to Person	GOOD WORKS	CHAR	500.00
CHAR	11/30/12		370	Lutheran Social Services of Illinois	GOOD WORKS	CHAR	100.00
CHAR	3/5/12		337	Campaign for Cancer Prevention	MEDICAL	CHAR	100.00
CHAR	8/17/12		351	Weaving a Difference	MEDICAL	CHAR	200.00
CHAR	8/17/12		352	JDRF	MEDICAL	CHAR	1,000.00
CHAR	10/13/12		354	American Heart Assn	MEDICAL	CHAR	300.00
CHAR	11/30/12		364	Stamford Hospital Foundation	MEDICAL	CHAR	500.00
CHAR	11/30/12		365	Hackers for Hope	MEDICAL	CHAR	200.00
CHAR	11/30/12		371	MGH - Cure Diabetes Now	MEDICAL	CHAR	2,000.00
					TOTAL		15,300.00

Part I Analysis of Revenue and Expenses		Rev & Exp	Net Investment Income	Adjusted Net Income	Disbursements for Char Purposes
	Revenue				
	Contributions, Gifts, grants	10,000.00			
	Interest on Savings & Temp Investments	8.49	8.49	8.49	
	Dividends and Interest from Securities	5,376.66	5,376.66	5,376.66	
	Gross Rents				
	Gain or Loss from Sale of Assets	19,120.95			
	Other Income				
	Total Revenue	**34,506.10**	**5,385.15**	**5,385.15**	
	Expenses				
	Compensation of Officers				
	Other Employee Sal & Wages				
	Employee Benefits				
	Legal Fees				
	Accounting Fees				
	Other Prof Fees	3,866.61	3,866.61	3,866.61	3,866.61
	Interest				
	Taxes	56.46	56.46	56.46	56.46
	Depreciation				
	Occupancy				
	Travel, Conferences				
	Printing, Publications				
	Other Expenses				
	Total Operating Expenses	**3,923.07**	**3,923.07**	**3,923.07**	**3,923.07**
	Contributions, Gifts Paid	15,300.00			15,300.00
	Total Expenses and Disbursements	**19,223.07**	**3,923.07**	**3,923.07**	**19,223.07**
	Excess of Revenue over Expense	**15,283.03**	**1,462.08**	**1,462.08**	
	Starting Basis	282,284.47			
	Plus Excess of Revenue Over Expense	15,283.03			
	Equals New Basis	297,567.50			
	Control	297,567.50			
	Diff	0.00			

Watkins Family Foundation
EIN: 061415279

Form 8868 Application for Extension to File an Exempt Organization Return was filed on April 15, 2013. A reply has not been received as of this date.