Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning Dec 1 **, 2011, and ending** Nov 30 , 2012

Name of foundation: Union Foundation

A Employer identification number: 22-6046454

Number and street (or P.O box number if mail is not delivered to street address): P.O. Box 4470 | Room/suite:

B Telephone number (see the instructions): (908) 753-2440

City or town: Warren | State: NJ | ZIP code: 07059

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, column (c), line 16)* ► $ 13,426,228.

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).)*

		(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 (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	391,206.	391,206.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		104,160.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	391,206.	495,366.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	2,100.			2,100.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	66,000.	500.		65,500.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	8,818.	3,933.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	4,849.	2,481.		2,368.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	81,767.	6,914.		69,968.
	25 Contributions, gifts, grants paid	679,470.			679,470.
	26 **Total expenses and disbursements.** Add lines 24 and 25	761,237.	6,914.		749,438.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-370,031.			
	b **Net investment income** (if negative, enter -0-)		488,452.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	7,946.	4,591.	4,591.
	2	Savings and temporary cash investments	1,786,334.	2,469,467.	2,469,467.
	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 sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	7,500.	5,115.	5,115.
	10a	Investments — U S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	4,318,658.	3,912,435.	6,875,240.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	873,607.	300,905.	306,105.
	11	Investments — land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13 Stmt.	3,565,164.	3,595,102.	3,765,709.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ L-15 Stmt)	0.	1.	1.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	10,559,209.	10,287,616.	13,426,228.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	5,721.		
	23	**Total liabilities** (add lines 17 through 22)	5,721.		
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	1,113,334.	1,113,334.	
	28	Paid-in or capital surplus, or land, building, and equipment fund	12,328,512.	12,432,673.	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,888,358.	-3,258,391.	
	30	**Total net assets or fund balances** (see instructions)	10,553,488.	10,287,616.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,559,209.	10,287,616.	

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	10,553,488.
2	Enter amount from Part I, line 27a	2	-370,031.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	104,160.
4	Add lines 1, 2, and 3	4	10,287,617.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,287,616.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	LTCG Pimco Commodity Str	P	12/08/11	12/08/11
b	LTCG Blackrock Global Allocation FD	P	12/20/11	12/20/11
c	2000 sh Am Elec Pwr	P	11/05/02	03/15/12
d	3500 sh Bank of America	P	various	06/28/12
e	See Columns (a) thru (d)			

	(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	1,667.		0.	1,667.
b	10,881.		0.	10,881.
c	76,287.		55,122.	21,165.
d	26,490.		47,665.	-21,175.
e	See Columns (e) thru (h)		1,078,990.	91,622.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,667.
b				10,881.
c				21,165.
d				-21,175.
e	See Columns (i) thru (l)			91,622.

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	104,160.
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	-5,043.

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 (column (b) divided by column (c))
2010	762,512.	13,797,212.	0.055266
2009	725,406.	13,173,514.	0.055065
2008	695,278.	12,311,923.	0.056472
2007	767,187.	15,055,594.	0.050957
2006	856,930.	16,397,763.	0.052259

2	**Total** of line 1, column (d)	2	0.270019
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	0.054004
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,537,245.
5	Multiply line 4 by line 3	5	731,065.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,885.
7	Add lines 5 and 6	7	735,950.
8	Enter qualifying distributions from Part XII, line 4	8	749,438.

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)

1 a	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 instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,885.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,885.
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	4,885.
6	Credits/Payments:			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 10,000.		
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	10,000.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,115.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	5,115.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(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		
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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ - New Jersey			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Thomas H. Campbell Telephone no. ► (703) 273-4230

Located at ► 12798 Fair Briar Lane Fairfax, VA ZIP + 4 ► 22033

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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
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 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** No: 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? **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
William V. Engel P.O. Box 4470 Warren NJ 07059	President 2.50	350.	0.	0.
Suzanne B. Engel P.O. Box 4470 Warren, NJ 07059	Vice President 0.50	350.	0.	0.
R. Sean Devlin P.O. Box 4470, Warren, NJ 07059	Asst. Treasurer 0.50	350.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		1,050.	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
None				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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
None	N/A	
Total number of others receiving over $50,000 for professional services	►	None

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 None	0.
2	
3	
4	

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 None	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	None

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	13,740,572.
b	Average of monthly cash balances	1b	2,824.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	13,743,396.
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	13,743,396.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	206,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,537,245.
6	**Minimum investment return.** Enter 5% of line 5	6	676,862.

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	676,862.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,885.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,885.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	671,977.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	671,977.
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	671,977.

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	749,438.
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	749,438.
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	4,885.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	744,553.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				671,977.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 55,229.				
b From 2007 33,369.				
c From 2008 89,166.				
d From 2009 71,532.				
e From 2010 84,093.				
f **Total** of lines 3a through e	333,389.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 749,438.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				671,977.
e Remaining amount distributed out of corpus	77,461.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	410,850.			
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				
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 instructions			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) (see instructions)*				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	55,229.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	355,621.			
10 Analysis of line 9:				
a Excess from 2007 33,369.				
b Excess from 2008 89,166.				
c Excess from 2009 71,532.				
d Excess from 2010 84,093.				
e Excess from 2011 77,461.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

Check here ► ☐ 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:

William V. Engel, President
P.O. Box 4470
Warren NJ 07059-0470 (908) 753-2440

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

See Attached Guidelines

c Any submission deadlines:

See Attached Guidelines

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

See Attached Guidelines

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 Schedule See Attached Schedule Warren NJ 07059	No Individuals	All are 509(a)(1) or 509(a)(2	See Attached Schedule	679,470.
Total ► 3a				679,470.
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					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000		14	391,206.	
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	523000		18	104,161.	
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)				495,367.	

13 Total. Add line 12, columns (b), (d), and (e) .. 13 495,367.

(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.)
N/A	No amounts in Column (e) of Part XVI-A.

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

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

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

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

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.

▶ William V. Engel | 4-15-13 | ▶ President

Signature of officer or trustee | Date | Title

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
Thomas H. Campbell	[signature]	4/7/13		P01202586

Firm's name ▶ YATES CAMPBELL & HOEG LLP — Firm's EIN ▶

Firm's address ▶ 4165 CHAIN BRIDGE ROAD, FAIRFAX VA 22030 — Phone no (703) 273-4230

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	4,885.			
Foreign Tax	3,933.	3,933.		
Total	8,818.	3,933.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advisory Services	3,515.	2,290.		1,225.
Custodial				
Miscellaneous	1,334.	191.		1,143.
Total	4,849.	2,481.		2,368.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Rounding	
Capital Surplus Current Year	104,160.
Total	104,160.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Rounding	1.
Total	1.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
875 sh Brown Forman	P	03/28/08	11/15/12
3000 sh Canadian Nat. Res.	P	11/17/06	06/28/12
2000 sh Chesapeake Energy	P	11/16/07	06/28/12
1000 sh General Dynamics	P	11/19/08	03/15/12
500 sh Genuine Parts	P	06/25/03	03/15/12
300K Eli Lilly	P	04/01/02	03/15/12
750 sh Lockheed Martin	P	07/20/10	06/28/12
267K Nat. Rural Util.	P	04/01/02	03/01/12
3000 sh Powershares Water Resources	P	03/27/06	06/28/12
1000 sh P&G	P	11/21/03	03/15/12
1500 sh Walgreens	P	03/19/10	03/15/12
1000 sh Walt Disney	P	09/25/98	03/15/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
LTCG Plum Creek Timber	P	03/21/12	03/12/12
LTCG Plum Creek Timber	P	05/30/12	05/30/12
LTCG Plum Creek Timber	P	08/30/12	08/30/12
1000 Medtronic	P	04/06/09	11/15/12
LTCG Enron Settlement	P	07/03/12	07/03/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
55,923.		31,501.	24,422.
75,878.		76,109.	-231.
48,580.		76,912.	-28,332.
72,764.		51,359.	21,405.
31,411.		16,176.	15,235.
300,000.		300,953.	-953.
62,819.		55,679.	7,140.
267,000.		271,748.	-4,748.
52,656.		55,394.	-2,738.
67,156.		34,546.	32,610.
49,739.		52,956.	-3,217.
42,917.		25,565.	17,352.
840.		0.	840.
840.		0.	840.
840.		0.	840.
40,185.		30,092.	10,093.
1,064.		0.	1,064.
Total		1,078,990.	91,622.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			24,422.
			-231.
			-28,332.
			21,405.
			15,235.
			-953.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			7,140.
			-4,748.
			-2,738.
			32,610.
			-3,217.
			17,352.
			840.
			840.
			840.
			10,093.
			1,064.
Total			91,622.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Thomas H. Campbell P.O. Box 4470, Warren, NJ 07059	Treasurer 2.00	350.	0.	0.
Person [X] Business [ ] Edward S. Atwater, IV P.O. Box 4470, Warren, NJ 07059	Vice President 2.00	350.	0.	0.
Person [X] Business [ ] Abby O'Neill P.O. Box 4470 Warren NJ 07059	Trustee 0.50	350.	0.	0.
Total		1,050.	0.	0.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas H. Campbell	Tax and Accounting	11,000.	500.		10,500.
Engel & Devlin, PC	Legal & Managerial	55,000.			55,000.
Total		66,000.	500.		65,500.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Attached				
Total				

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached-Common Stock	3,912,435.	6,875,240.
Total	3,912,435.	6,875,240.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
See Attached	300,905.	306,105.
Total	300,905.	306,105.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
See Attached-Mutual Funds	3,501,873.	3,681,679.
See Attached-Other Equity	93,229.	84,030.

Form 990-PF, Page 2, Part II, Line 13 Continued
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Total	3,595,102.	3,765,709.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Rounding	0.	1.	1.
Total	0.	1.	1.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Federal Excise Tax		
Total		

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Production of Income	2,290.
General	1,225.
Total	3,515.

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-3

Description	Amount
Production of Income	191.
General	1,143.
Total	1,334.

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
RMA Gvt Portfolio	1,236,517.
CDs	480,000.
UBS Select Treasury Money Market	69,817.
Total	1,786,334.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description.	Amount
UBS Select Treas Capital FD	959,643.
CDs	1,440,000.
UBS Select Treasury Money Market	69,824.
Total	2,469,467.

Supporting Statement of:

Form 990-PF, p2/Line 9(b)

Description	Amount
Prepaid Federal Excise Tax	5,115.
Total	5,115.

EIN: 22-6046454
Form 990PF
FYE 11/30/2012

Union Foundation
Investments
As of November 30, 2012

	Book Value	Fair Market Value
Corporate Bonds		
$300K Glaxosmithk 4.85% 05/13	300,905.25	306,105.00
Total Corporate Bonds	300,905.25	306,105.00
Corporate Stocks		
1,000sh Abbott Labs	47,774.88	65,000.00
3,000sh ADP	124,322.47	170,235.00
2,000 sh Air Products	92,762.97	165,880.00
2,000sh American Water Works	59,621.27	76,340.00
4,000 sh Aqua America	63,904.90	102,160.00
2,105 sh AT&T, Inc.	8,516.33	71,843.65
1,000 sh Brown Forman	36,001.39	70,180.00
1,350 sh Chevron	138,051.65	142,681.50
2,000 Coca Cola	53,717.51	75,840.00
1,000 sh Colgate Palmolive	47,811.13	108,500.00
2,000 sh Costco Wholesale Corp.	62,608.01	207,840.00
5,000 sh CSX Corporation	112,141.21	98,800.00
1,000 sh Diageo PLC	68,461.92	119,570.00
3,000 sh DuPont	127,246.13	129,420.00
2,000 sh Duke Energy Corp	19,236.81	127,640.00
4,000 sh Exxon Mobil Corp.	91,205.54	352,560.00
3,000 sh Frontier Comm.	25,241.10	14,430.00
2,000 sh. Genl. Dynamics	79,682.88	133,000.00
8,000 sh General Electric	18,666.67	169,040.00
1,500 sh Genuine Parts	48,529.41	97,635.00
1,000sh Hewlett Packard	47,576.88	12,990.00
5,000 sh Intel	19,440.04	97,825.00
6,000 sh Johnson & Johnson	84,943.21	418,380.00
2,000sh JP Morgan Chase	80,602.07	82,160.00
2,000 sh Kimberly Clark Corp.	123,207.46	171,440.00
2,000 sh Lowes Companies	21,489.95	72,180.00
2,000 sh. Marsh & McLennan	84,821.96	70,440.00
2,000sh McDonalds	156,024.16	174,080.00
4,000 sh Medtronic, Inc.	116,819.64	168,440.00
3,500 sh Merck & Co.	35,715.41	155,050.00
10,000 sh Microsoft	25,394.63	266,150.00
2,500 sh Middlesex Water	47,799.57	46,775.00
1,000 sh Monsanto Co	75,854.77	91,590.00
2,000sh Nestle SA ADR	101,020.72	131,000.00

EIN: 22-6046454
Form 990PF
FYE 11/30/2012

Union Foundation
Investments
As of November 30, 2012

	Book Value	Fair Market Value
3,000 sh Novartis	162,335.90	186,150.00
1,500 sh Occidential Petroleum	126,946.44	112,815.00
4,000 sh Pepsico	104,228.55	280,840.00
2,000 sh Plum Creek Timber	50,656.08	85,700.00
4,000 sh Procter & Gamble	58,919.02	279,320.00
1,000 sh Roche Holding	37,841.12	49,210.00
1,500 sh Royal Bank of Canada	94,498.49	88,320.00
1,500 sh Royal Duch Shell	110,284.39	103,620.00
2,000 sh Schlumberger	29,118.50	143,240.00
3,000 sh Southern Co.	105,383.33	130,650.00
3,000 sh Spectra Energy Corp.	13,867.37	83,850.00
3,000sh Teva Pharma-Israel	141,233.39	121,050.00
2,000 sh. Texas Intruments	97,115.91	58,940.00
1,500 sh Total SA France ADR	73,989.10	75,240.00
3,000 sh Travelers Companies	133,169.67	212,460.00
1,000sh UPS	61,046.34	73,110.00
3,000 sh Vale S-SP Pref	36,424.57	52,290.00
3,000 sh Verizon Communications	63,145.84	132,360.00
3,000 sh Walt Disney Co.	66,016.26	148,980.00
Total Corporate Stocks	3,912,434.92	6,875,240.15
Mutual Funds		
25,869.949 Am Fd Cap World	776,905.37	950,720.62
7,623.888 sh Am Fd Euro Pacific	300,005.25	310,978.39
57,194.137sh Blkrk Global Fnd	1,049,413.83	1,117,573.43
45,486.939 Income Fd America	678,116.39	824,223.33
56,723.253 Pimco Commodity Str	596,157.92	384,583.65
10,000 sh Elements Rogers Agri	101,273.84	93,600.00
Total Mutual Funds	3,501,872.60	3,681,679.42
Other Equity Investments		
2,000 sh Vanguard Intl Emerg Mk	93,228.51	84,030.00
Total Other Equity Investments	93,228.51	84,030.00

Union Foundation 990-PF

Fiscal Year Ending November 30, 2012   ID No. 22-6046454
Part XV, Section 3a
5 April 2013

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Alzheimer's Association, Greater New Jersey Chapter	400 Morris Avenue, Suite 251 Denville, NJ 07834	Capital Fund Support	$5,000.00
American Red Cross, Colonial Crossroads Chapter	695 Springfield Avenue Summit, NJ 07901	Capital Fund Support	$6,000.00
America's Grow-a-Row, Inc.	150 Pittstown Road Pittstown, NJ 08867	Capital Fund Support	$14,000.00
The Arc of Somerset County	141 South Main Street Manville, NJ 08835	Capital Fund Support	$5,000.00
ASAH	Lexington Square 2125 Route 33 Hamilton Square, NJ 08690	Capital Fund Support	$5,500.00
Benedictine Academy	840 North Broad Street Elizabeth, NJ 07208-2599	Capital Fund Support	$11,000.00
Bloomington Hospital Foundation	P.O. Box 1149 Bloomington, IN 47402	Capital Fund Support	$3,000.00
Bonnie Brae	P.O. Box 825 Liberty Corner, NJ 07938-0825	Capital Fund Support	$7,500.00
Boys & Girls Clubs of Union County	Corporate Office 934 Stuyvesant Avenue Union, NJ 07083	Capital Fund Support	$10,000.00
Center for Great Expectations	19 Dellwood Lane Somerset, NJ 08873	Capital Fund Support	$7,500.00
Cerebral Palsy League	61 Myrtle Street Cranford, NJ 07016	Capital Fund Support	$5,000.00
Cheshire Home, Inc.	9 Ridgedale Avenue Florham Park, NJ 07932	Capital Fund Support	$5,000.00
Children's Institute	One Sunset Avenue Verona, NJ 07044-5118	Capital Fund Support	$10,000.00
Children's Specialized Hospital Foundation Inc.	150 New Providence Road Mountainside, NJ 07092-2590	Capital Fund Support	$6,100.00
Community Access Unlimited	80 West Grand Street Elizabeth, NJ 07202-1447	Capital Fund Support	$5,700.00
Council of New Jersey Grantmakers	101 West State Street Trenton, NJ 08608	Capital Fund Support	$5,000.00
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	General Operating Support	$1,020.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Covenant House New Jersey	330 Washington Street Newark, NJ 07102	Capital Fund Support	$8,000.00
Crawford House Inc.	P.O. Box 255 Skillman, NJ 08558	Challenge Grant	$5,000.00
Dreamcatcher Repertory Theatre	The Oakes Center 120 Morris Avenue Summit, NJ 07901	Capital Fund Support	$1,500.00
Elizabeth Coalition to House the Homeless	118 Division Street Elizabeth, NJ 07201	Capital Fund Support	$8,700.00
Family and Children's Services, Inc.	40 North Avenue Elizabeth, NJ 07208	Capital Fund Support	$10,350.00
Family Promise, Inc.	71 Summit Avenue Summit, NJ 07901	Capital Fund Support	$7,500.00
Foundation Center	79 Fifth Avenue New York, NY 10003-3076	General Operating Support	$1,500.00
Frost Valley YMCA	2000 Frost Valley Road Claryville, NY 12725	Capital Fund Support	$5,000.00
Future City Inc.	1045 East Jersey Street, Suite 204 Elizabeth, NJ 07201	Capital Fund Support	$5,000.00
George Street Playhouse	9 Livingston Avenue New Brunswick, NJ 08901-1903	Capital Fund Support	$12,000.00
Girl Scouts Heart of New Jersey, Inc.	120 Valley Road Montclair, NJ 07042	Capital Fund Support	$10,000.00
Habitat for Humanity, Greater Plainfield Area	2 Randolph Road Plainfield, NJ 07060	Capital Fund Support	$9,000.00
Historical Society; Elizabeth, New Jersey, Inc.	1045 East Jersey Street, Suite 101 Elizabeth, NJ 07201	Capital Fund Support	$7,100.00
Holy Trinity Interparochial School	336 First Street Westfield, NJ 07090	Capital Fund Support	$6,000.00
Homefirst Interfaith Housing and Family Services Inc.	1009 Park Avenue Plainfield, NJ 07060	Capital Fund Support	$7,500.00
HomeSharing Program of Somerset County	120 Finderne Avenue Bridgewater, NJ 08807	Capital Fund Support	$3,000.00
Hope, Inc.	1455 Liberty Avenue Hillside, NJ 07205	Capital Fund Support	$2,500.00
The Institute of Music for Children, Inc.	780 Salem Avenue Elizabeth, NJ 07208	Capital Fund Support	$4,000.00
Jewish Educational Center	330 Elmora Avenue Elizabeth, NJ 07208	Capital Fund Support	$4,500.00
Jewish Family Service Agency of Central New Jersey	655 Westfield Avenue Elizabeth, NJ 07208	Capital Fund Support	$8,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
JFK Medical Center Foundation	80 James Street Edison, NJ 08820-3938	Capital Fund Support	$5,500.00
Joseph H. Firth Youth Center	108 Anderson Street Phillipsburg, NJ 08865-3234	Capital Fund Support	$7,000.00
Judith G. Wharton Music Center	60 Locust Avenue Berkeley Heights, NJ 07922	Capital Fund Support	$4,000.00
Kent Place School	42 Norwood Avenue Summit, NJ 07902-0308	Capital Fund Support	$15,000.00
King's Daughters Day School	502 West Front Street Plainfield, NJ 07060	Capital Fund Support	$5,000.00
Link Community School	23 Pennsylvania Avenue Newark, NJ 07114	Capital Fund Support	$7,500.00
Lions Eye Bank of New Jersery, Inc.	77 Brant Avenue, Suite 100 Clark, NJ 07066	Capital Fund Support	$4,000.00
Little Sisters of the Poor	St. Joseph's Home for the Elderly 140 Shepherd Lane Totowa, NJ 07512-2170	Capital Fund Support	$4,000.00
Midland Foundation	P.O. Box 5026 North Branch, NJ 08876	Capital Fund Support	$8,000.00
Morris Museum	6 Normandy Heights Road Morristown, NJ 07960	Capital Fund Support	$5,000.00
Muhlenberg Foundation, Inc.	80 James Street Edison, NJ 08820	Capital Fund Support	$10,000.00
Nature Conservancy	200 Pottersville Road Chester, NJ 07930-2432	Capital Fund Support	$25,000.00
New Jersey Audubon Society	9 Hardscrabble Road Bernardsville, NJ 07924	Capital Fund Support	$10,000.00
New Jersey Conservation Foundation	Bamboo Brook 170 Longview Road Far Hills, NJ 07931	Capital Fund Support	$7,500.00
New Jersey SEEDS	494 Broad Street Suite 105 Newark, NJ 07102	Capital Fund Support	$7,500.00
New Jersey Symphony Orchestra	60 Park Place, 9th floor Newark, NJ 07102	Capital Fund Support	$6,000.00
New Jersey Theatre Alliance	8 Marcella Avenue West Orange, NJ 07052	Capital Fund Support	$5,500.00
Newmark School	365 Emerson Avenue Plainfield, NJ 07062	Capital Fund Support	$5,000.00
Oak Knoll School of the Holy Child	44 Blackburn Road Summit, NJ 07901	Capital Fund Support	$12,500.00
Occupational Center of Union County, Inc.	301 Cox Street Roselle, NJ 07203	Capital Fund Support	$7,500.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Oratory Preparatory School	One Beverly Road Summit, NJ 07901-1699	Capital Fund Support	$10,000.00
Our House Foundation, Inc.	76 Floral Avenue Murray Hill, NJ 07974	Capital Fund Support	$7,000.00
Our Lady of Guadalupe Academy	227 Centre Street Elizabeth, NJ 07202	Capital Fund Support	$5,000.00
Overlook Hospital Foundation	P.O. Box 220 Summit, NJ 07902-0220	Capital Fund Support	$10,000.00
Paper Mill Playhouse	22 Brookside Drive Millburn, NJ 07041	Capital Fund Support	$14,000.00
Pinelands Preservation Alliance	Bishop Farmstead 17 Pemberton Road Southampton, NJ 08088	Capital Fund Support	$5,000.00
Pingry School	P.O. Box 366 Martinsville, NJ 08836	Capital Fund Support	$15,000.00
Planned Parenthood of Greater Northern New Jersey, Inc.	196 Speedwell Avenue Morristown, NJ 07960-3889	Capital Fund Support	$9,700.00
Printmaking Council of New Jersey	440 River Road Branchburg, NJ 08876	Capital Fund Support	$5,000.00
Public Media NJ, Inc.	P.O. Box 5776 Englewood, NJ 07631	Capital Fund Support	$7,500.00
Raptor Trust	1390 White Bridge Road Millington, NJ 07946	Endowment	$5,000.00
Robert Wood Johnson University Hospital Rahway Foundation	865 Stone Street Rahway, NJ 07065-2797	Capital Fund Support	$10,000.00
Roselle Catholic High School	350 Raritan Road Roselle, NJ 07203	Capital Fund Support	$10,000.00
SAGE Eldercare, Inc.	290 Broad Street Summit, NJ 07901	Capital Fund Support	$6,000.00
St. Joseph Social Service Center	118 Division Street Elizabeth, NJ 07201	Capital Fund Support	$11,000.00
Saint Peter's University Hospital	P.O. Box 591 New Brunswick, NJ 08903-0591	Capital Fund Support	$5,000.00
Seton Hall University	University Advancement 457 Centre Street South Orange, NJ 07079-2691	Endowment	$5,000.00
Shakespeare Theatre of New Jersey	36 Madison Avenue Madison, NJ 07940	Capital Fund Support	$15,000.00
St. John the Apostle School	Valley Road Clark, NJ 07066	Capital Fund Support	$8,000.00
Strays R Us	P.O. Box 345 Rahway, NJ 07065	Capital Fund Support	$2,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Summit Area YMCA	490 Morris Avenue Summit, NJ 07901	Capital Fund Support	$5,000.00
Trail Blazer Camps	153 West 27th Street Suite 1102 New York, NY 10001	Capital Fund Support	$5,000.00
Trinitas Health Foundation	P.O. Box 259 Elizabeth, NJ 07207-0259	Capital Fund Support	$35,000.00
Trust for Public Land	New Jersey Field Office 20 Community Place, Suite 7 Morristown, NJ 07960	Capital Fund Support	$8,000.00
Union County Performing Arts Center at Rahway	1601 Irving Street Rahway, NJ 07065	Capital Fund Support	$6,700.00
United Negro College Fund, Inc.	9-25 Alling Street Second Floor Newark, NJ 07102	Capital Fund Support	$3,600.00
Visual Arts Center of New Jersey	68 Elm Street Summit, NJ 07901	Capital Fund Support	$6,000.00
Volunteers of America, Greater New York	340 West 85th Street New York, NY 10024	Capital Fund Support	$5,000.00
Wardlaw-Hartridge School	1295 Inman Avenue Edison, NJ 08820	Endowment	$10,000.00
Westfield Area Y	220 Clark Street Westfield, NJ 07090-4097	Capital Fund Support	$10,000.00
YWCA of Central New Jersey	232 E. Front Street Plainfield, NJ 07060-1387	Capital Fund Support	$10,000.00
YWCA of Eastern Union County	1131 East Jersey Street Elizabeth, NJ 07201	Capital Fund Support	$10,000.00
Grand Totals (89 items)			$679,470.00

UNION FOUNDATION
P.O. BOX 4470
WARREN, NEW JERSEY 07059-0470

(908) 753-2440

GUIDELINES FOR GRANTS

1. The geographic focus of the grants of Union Foundation will be Union County, New Jersey. While non-profit organizations outside of Union County may receive grants, those organizations must include with their grant proposal information and statistics showing how the work of their organization serves Union County residents or impacts them directly.

2. Grants will be focused on capital items, ranging from items of equipment to building funds, and for endowment. Grants will not be given for operating expenses, programs, current scholarships, conferences, meetings or dinners, advertisements in journals or annual funds.

3. Preference will be given to organizations with low administration expenses, that show efforts to encourage individuals to help themselves, and which make efforts to achieve a broad base of funding sources.

4. The Trustees will give primary consideration to types of organizations that the founder of our foundation might have supported. Examples of these would include:

   a. local hospitals and health organizations;
   b. organizations engaged in ecological endeavors, particularly land preservation and stewardship, which may be outside Union County;
   c. educational institutions (preference will particularly be given to pre-collegiate and privately-supported institutions);
   d. organizations that help the needy, particularly children;
   e. historic preservation organizations;
   f. animal welfare organizations.

5. No grants will be made to individuals; all grantees must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and qualified under Sections 509(a)(1) or 509(a)(2) of the Code. With <u>every</u> application, a copy of the organization's most recent Internal Revenue Service exemption letter showing the applicant's status under Section 501(c)(3) and sub-section status under Section 509(a) must be submitted. If an applicant's exemption is under a group ruling (for example, a national church group ruling), a copy of the group ruling and proof of the applicant's inclusion under it must be submitted with the application.

6. Grants will be made once a year, in November. All grant applications must be submitted no later than October 1. It is helpful for applications to be submitted earlier than the deadline date.

7. There is no specific application form to complete. Proposals should be in letter form, generally no more than four pages in length. The proposal and all supporting material must be able to be stapled with a standard stapler.

Revised November, 2009