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 , and ending

Name of foundation: THE GOERGEN FOUNDATION, INC.

A Employer identification number: 06-1180035

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: C/O THOMAS E. FINN P.C. 35 MASON STREET

B Telephone number: (203)661-1988

City or town, state, and ZIP code: GREENWICH, CT 06830

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 21,073,442.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	645,460.	645,460.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	668,531.			
	b Gross sales price for all assets on line 6a 9,516,853.				
	7 Capital gain net income (from Part IV, line 2)		668,531.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	53,421.	53,421.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,367,412.	1,367,412.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	22,016.	0.		22,016.
	c Other professional fees STMT 4	73,201.	0.		73,201.
	17 Interest	16,450.	16,450.		0.
	18 Taxes STMT 5	26,648.	5,875.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	382,905.	378,505.		2.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	521,220.	400,830.		95,219.
	25 Contributions, gifts, grants paid	616,970.			616,970.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,138,190.	400,830.		712,189.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	229,222.			
	b **Net investment income** (if negative, enter -0-)		966,582.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 1 3 2013 OGDEN, UT

POSTMARK DATE NOV 0 8 2013

ENVELOPE

SCANNED NOV 1 5 2013

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

12131106 739634 7217 2012.04030 THE GOERGEN FOUNDATION, INC 7217

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,407,039.	435,779.	435,779.
	3 Accounts receivable ▶ 83,792.			
	Less: allowance for doubtful accounts ▶	641,925.	83,792.	83,792.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,060,836.	4,006,050.	4,006,050.
	c Investments - corporate bonds STMT 8	697,983.	2,171,145.	2,171,145.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	12,153,310.	14,376,676.	14,376,676.
	14 Land, buildings, and equipment: basis ▶ 27,751.			
	Less accumulated depreciation STMT 10 ▶ 27,751.			
	15 Other assets (describe ▶ STATEMENT 11)	0.	0.	0.
	16 **Total assets** (to be completed by all filers)	20,961,093.	21,073,442.	21,073,442.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,961,093.	21,073,442.	
	30 **Total net assets or fund balances**	20,961,093.	21,073,442.	
	31 **Total liabilities and net assets/fund balances**	20,961,093.	21,073,442.	

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	20,961,093.
2	Enter amount from Part I, line 27a	2	229,222.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,190,315.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAINS	5	116,873.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,073,442.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,516,853.		8,888,907.	668,531.

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				668,531.

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	668,531.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	790,996.	19,960,078.	.039629
2010	785,176.	19,092,035.	.041126
2009	3,274,077.	20,268,081.	.161539
2008	3,554,176.	27,464,690.	.129409
2007	1,076,484.	23,698,765.	.045424

2 Total of line 1, column (d)	2	.417127
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	.083425
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,452,957.
5 Multiply line 4 by line 3	5	1,789,713.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,666.
7 Add lines 5 and 6	7	1,799,379.
8 Enter qualifying distributions from Part XII, line 4	8	712,189.

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	19,332.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	19,332.
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	19,332.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,720.		
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	29,720.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	44.
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	10,344.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	10,344.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ N/A

14 The books are in care of ▶ THOMAS E. FINN, P.C. Telephone no ▶203-661-7760

Located at ▶35 MASON STREET, GREENWICH, CT ZIP+4 ▶06830

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

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

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (No)

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT B. GOERGEN KHAKUM WOOD ROAD, GREENWICH, CT 06831	PRESIDENT / TRUSTEE 0.00	0.	0.	0.
PAMELA M. GOERGEN 11950 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33406	SEC/TREAS / TRUSTEE 0.00	0.	0.	0.
ROBERT B. GOERGEN JR 76 CROSBY STREET APT. 5 NEW YORK, NY 10012	V.P./TRUSTEE 0.00	0.	0.	0.
TODD A. GOERGEN 30 KONITTEKOCK ROAD GREENWICH, CT 06831	V.P./TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ROPART INVESTMENTS LLC 1 EAST WEAVER STREET, GREENWICH, CT 06831	CONSULTING	218,264.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	5,795,827.
b	Average of monthly cash balances	1b	914,367.
c	Fair market value of all other assets	1c	15,069,458.
d	**Total** (add lines 1a, b, and c)	1d	21,779,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 96,643.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,779,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	326,695.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,452,957.
6	**Minimum investment return.** Enter 5% of line 5	6	1,072,648.

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	1,072,648.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 19,332.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19,332.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,053,316.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,053,316.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,053,316.

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	712,189.
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	712,189.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	712,189.

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					1,053,316.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008	2,093,992.				
c From 2009	2,260,673.				
d From 2010					
e From 2011					
f Total of lines 3a through e		4,354,665.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 712,189.					
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					712,189.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		341,127.			341,127.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		4,013,538.			
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 instr.				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)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		4,013,538.			
10 Analysis of line 9.					
a Excess from 2008	1,752,865.				
b Excess from 2009	2,260,673.				
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) 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 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 ATTACHED SCHEDULE	NONE	PUBLIC	SUPPORT OF ORGANIZATION	616,970.
Total ▶ **3a**				616,970.
b *Approved for future payment*				
NONE				
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	645,460.	
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			14	53,421.	
8 Gain or (loss) from sales of assets other than inventory			18	668,531.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,367,412.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 1,367,412.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee — Date 11/10/13 — Title

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

Paid Preparer Use Only				
Print/Type preparer's name: THOMAS E. FINN	Preparer's signature	Date: 11/06/13	Check ☐ if self-employed	PTIN: P00160550
Firm's name ▶ THOMAS E. FINN P. C.			Firm's EIN ▶ 06-1252650	
Firm's address ▶ 35 MASON STREET GREENWICH, CT 06830			Phone no. 203 661-7760	

Form 990-PF (2012)

223622
12-05-12

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	AR SCHMIEDLER 007297, PER SCH ATTCH'D	P		
b	AR SCHMIEDLER 007297, PER SCH ATTCH'D	P		
c	JPM Q73373, PER SCH ATTCH'D	P		
d	JPM Q73373, PER SCH ATTCH'D	P		
e	800 SHS EBAY INC.	P		
f	UBS 06655, PER SCH ATTCH'D	P		
g	UBS 06555, PER SCH ATTCH'D	P		
h	20000 SHS LOCAL CORP.	P	VARIOUS	10/09/12
i	BLYTH INC. - SALE OF BLYTH NOTES	P		11/01/12
j	NEUBERGER 19943, PER SCH ATTCH'D	P		
k	NEUBERGER 19943, PER SCH ATTCH'D			
l	NEUBERGER 19943, PER SCH ATTCH'D			
m	BLACKROCK HLTH SCI FD	P		
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	174,263.		222,467.	<48,204.>
b	350,437.		333,480.	16,957.
c	4,431,309.		4,330,176.	101,133.
d	1,173,836.		1,206,610.	<32,774.>
e	40,054.		13,143.	26,911.
f	66,460.		66,390.	70.
g	218,397.		218,439.	<42.>
h	57,419.		39,996.	17,423.
i	1,858,500.		1,562,270.	296,230.
j	295,295.		295,295.	0.
k				1,084.
l				39,501.
m	600,896.		600,641.	255.
n	249,987.			249,987.
o				

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<48,204.>
b				16,957.
c				101,133.
d				<32,774.>
e				26,911.
f				70.
g				<42.>
h				17,423.
i				296,230.
j				0.
k				1,084.
l				39,501.
m				255.
n				249,987.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	668,531.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADDISON CLARK FUND	346,842.	321,048.	25,794.
AR SCHMEIDLER 007297	13,355.	0.	13,355.
BLACKROCK HEALTH SCI OPP FD	36,135.	33,406.	2,729.
BLACKROCK HEALTH SCIENCES	11,599.	9,444.	2,155.
BLYTH	3,356.	0.	3,356.
COLCHIS/PROSPER INCOME FUND	107,597.	0.	107,597.
FIRST RESERVE FUND X	25,047.	<624.>	25,671.
FR X OFFSHORE	126,930.	126,648.	282.
FR XI OFFSHORE AIV	4,287.	2,541.	1,746.
FR XI ONSHORE AIV	35,030.	35,029.	1.
FR XI-E ONSHORE AIV	10,221.	1,746.	8,475.
GOLDMAN CAPITAL	7,187.	0.	7,187.
GRP III	<4,094.>	<6,090.>	1,996.
HKW CAPITAL PARTNERS II, LP	99,329.	84,921.	14,408.
HKW III	40,321.	12,529.	27,792.
J P MORGAN Q73373	333,758.	15,752.	318,006.
MIDMARK CAPITAL II	804.	801.	3.
NEUBERGER BERMAN 19943	26,620.	381.	26,239.
SCOTTWOOD	911.	910.	1.
SEIX HY BOND	20,441.	0.	20,441.
TAMARACK 1, LP	33,376.	33,376.	0.
TRINAD CAPITAL # 38	<129,789.>	<134,170.>	4,381.
TRINAD CAPITAL # 46	<277,514.>	<287,661.>	10,147.
US TREASURY	13.	0.	13.
WELLESLEY CONV	10,704.	0.	10,704.
WGI EMERGING MARKETS FUND, LLC	12,981.	0.	12,981.
TOTAL TO FM 990-PF, PART I, LN 4	895,447.	249,987.	645,460.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AR SCHMEIDLER	1,160.	1,160.	
BLACKROCK HEALTH SCIENCES	955.	955.	
COLCHIS/PROSPER INCOME FUND	<30,134.>	<30,134.>	
FR XI OFFSHORE AIV	1,617.	1,617.	
FR XI-E ONSHORE AIV	1,602.	1,602.	
FRF X OFFSHORE	<125.>	<125.>	
MCKEE DRIVE ASSOCIATES	<4,888.>	<4,888.>	
SCOTTWOOD PARTNERS	185.	185.	
SEIX HIGH YIELD	200.	200.	

WGI EMERGING MARKETS FUND, LLC	<12.>	<12.>	
GOLDMAN CAPITAL	135.	135.	
HKW CAPITAL PARTNERS III, LP	82,726.	82,726.	
TOTAL TO FORM 990-PF, PART I, LINE 11	53,421.	53,421.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	22,016.	0.		22,016.
TO FORM 990-PF, PG 1, LN 16B	22,016.	0.		22,016.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN FEE- RI LLC	73,201.	0.		73,201.
TO FORM 990-PF, PG 1, LN 16C	73,201.	0.		73,201.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,875.	5,875.		0.
EXCISE TAX	20,773.	0.		0.
TO FORM 990-PF, PG 1, LN 18	26,648.	5,875.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXP	201,816.	201,816.		0.
PORTFOLIO DEDUCTIONS - VARIOUS PARTNERSHIPS	114,561.	114,561.		0.
OTHER FEES	41,240.	41,240.		0.
DUES	21,640.	21,640.		0.
OTHER	3,646.	<752.>		0.
CHARITABLE CONTRIBUTIONS	2.	0.		2.
TO FORM 990-PF, PG 1, LN 23	382,905.	378,505.		2.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AR SCHMEIDLER	593,347.	593,347.
BLYTH INDUSTRIES	695,738.	695,738.
GOLDMAN	1,099,132.	1,099,132.
JPMORGAN EQUITIES	3,790.	3,790.
PIMCO TOTAL RETURN	1,614,043.	1,614,043.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,006,050.	4,006,050.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES BOND FUND	2,171,145.	2,171,145.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,171,145.	2,171,145.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADDISON CLARK	FMV	2,601,017.	2,601,017.
BLACKROCK HEALTH SCIENCES FUND	FMV	521,720.	521,720.
CALLIDUS CLO	FMV	65,824.	65,824.
COLCHIS P2P INCOME FUND	FMV	509,237.	509,237.
FIRST RESERVE X	FMV	117,922.	117,922.
FIRST RESERVE X OFFSHORE	FMV	69,132.	69,132.
FIRST RESERVE XI ALTERNATIVE B	FMV	<20,053.>	<20,053.>
FIRST RESERVE XI ALTERNATIVE D	FMV	46,371.	46,371.
FIRST RESERVE XI ALTERNATIVE E	FMV	52,974.	52,974.
FIRST RESERVE XI OFFSHORE	FMV	203,118.	203,118.
FIRST RESERVE XI ONSHORE	FMV	419,648.	419,648.
FR XI-E ONSHORE AIV	FMV	47,782.	47,782.
FR HORIZON AIV	FMV	96,490.	96,490.
GREENLANE	FMV	0.	0.
GRP III	FMV	997,811.	997,811.
HKW CAPITAL PTRS III	FMV	1,055,215.	1,055,215.
HKW II	FMV	129,819.	129,819.
HTI NOTES	FMV	61,832.	61,832.
KARMA CAPITAL	FMV	671,794.	671,794.
MCKEE DRIVE ASSOCIATES	FMV	<30,451.>	<30,451.>
NEUBERGER BERMAN	FMV	1,079,677.	1,079,677.
PIMCO EMERGING LOCAL BOND FUND	FMV	2,129,594.	2,129,594.
PROTEIN SCIENCES	FMV	328,126.	328,126.
SHULTZE OFFSHORE FD	FMV	240,402.	240,402.
TRINAD CAPITAL	FMV	886,143.	886,143.
SCOTTWOOD	FMV	8,342.	8,342.
UBS-SEIX HIGH YIELD	FMV	529,491.	529,491.
WELLESLEY CONV BOND FUND	FMV	497,634.	497,634.
MIDMARK CAP II	FMV	<769.>	<769.>
TAMARACK 1 LP	FMV	2,190.	2,190.
WGI WESTWOOD	FMV	1,058,644.	1,058,644.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,376,676.	14,376,676.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	24,954.	24,954.	0.
DELL COMPUTER	2,797.	2,797.	0.
MICROEDGE SOFTWARE	10,530.	10,530.	0.
TOTAL TO FM 990-PF, PART II, LN 14	38,281.	38,281.	0.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SOFTWARE	10,530.	10,530.	10,530.
AMORTIZATION	<10,530.>	<10,530.>	<10,530.>
TO FORM 990-PF, PART II, LINE 15	0.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	05/15/97	SL	7.00		16	24,954.				24,954.	24,954.		0.	24,954.
2	DELL COMPUTER	08/31/98	SL	5.00		16	2,797.				2,797.	2,797.		0.	2,797.
13	MICROEDGE SOFTWARE	10/19/07	SL	3.00		16	10,530.				10,530.	10,530.		0.	10,530.
	* TOTAL 990-PF PG 1 DEPR						38,281.				38,281.	38,281.		0.	38,281.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE GOERGEN FOUNDATION
TIN # 06-1180035
2012 FORM 990-PF, PART X

LINE 1e. REDUCTION CLAIMED FOR BLOCKAGE AND OTHER FACTORS

THE FOUNDATION HELD 44,742 SHARES OF BLYTH INC. ON 1/1/12 AND 22'371 SHARES AT 12/31/12 WHICH REPRESENTS APPROXIMATELY .27% OF TOTAL OUTSTANDING SHARES. SINCE THE STOCK IS NOT HEAVILY TRADED ON THE NEW YORK STOCK EXCHANGE, A BLOCK THIS SIZE COULD ONLY BE LIQUIDATED AT A SUBSTANTIAL DISCOUNT. A 10% DISCOUNT, AS ALLOWED BY IRC SECTION 4942, HAS BEEN USED.

THE CALCULATION IS AS FOLLOWS:	1/1/2012	12/31/2012	AVERAGE FMV	
TOTAL BLYTH SHARES OUTSTANDING	44,742	44,742		
SECTION 144 SHARES	0	0		
NET SHARES OUTSTANDING	44,742	44,742		
FAIR MARKET VALUE	1,246,512	686,342	966,427	
SECTION 4942 10% DISCOUNT				96,643

* Code. W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE GOERGEN FOUNDATION INC
Account Number: Q 73373-00-5

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		01/06/12 01/27/12	50,000.000	550,000 00	548,000.00		2,000 00
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		01/06/12 02/27/12	9,099.181	100,000 00	99,727.02		272.98
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		Various 03/27/12	13,661 202	150,000.00	149,993 54		6 46
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		02/01/12 04/23/12	4,545.455	50,000 00	49,954 55		45.45
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		Various 07/18/12	22,706 630	250,000.00	249,545.77		454 23
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		07/09/12 07/31/12	13,636 364	150,000 00	149,863.64		136 36
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		09/24/12 10/22/12	5,449.591	60,000.00	60,054.49		-54 49
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		Various 11/20/12	220,373.206	2,426,309.00	2,426,838 54		-529.54

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE GOERGEN FOUNDATION INC
Account Number Q 73373-00-5

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
PIMCO FDS TOTAL RTRN ADM	PTRA 693390726		05/08/12 07/31/12	15,257.193	175,000 00	171,948.56		3,051.44
Total Short-Term Covered					**3,911,309.00**	**3,905,926.11**		**5,382.89**

J.P. Morgan

THE GOERGEN FOUNDATION INC
Account Number: Q 73373-00-5

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
JEFFRIES GROUP INC 5 7/8% JUN 08 2014 DTD 06/08/2007	472319AD4		11/21/11 04/25/12	500,000 000	520,000.00	424,250 00		82,889.92 12,860.08 O
Total Short-Term Non Covered					**520,000.00**	**424,250.00**		**82,889.92** **12,860.08 O**

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income. O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE GOERGEN FOUNDATION INC
Account Number: Q 73373-00-5

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
LOOMIS SAYLES BOND FUND-INS	LSBD 543495840		01/27/11 04/25/12	17,053 206	250,000.00	246,248 30		3,751 70
LOOMIS SAYLES BOND FUND-INS	LSBD 543495840		01/27/11 07/31/12	11,969.904	175,000 00	172,845.47		2,154 53
PIMCO FDS TOTAL RTRN ADM	PTRA 693390726		Various 04/23/12	2,232 143	25,000.00	24,716.07		283.93
PIMCO FDS TOTAL RTRN ADM	PTRA 693390726		Various 04/25/12	22,341.376	250,000.00	262,435.40		-12,435 40
TEMPLETON EMERGING MARKETS INCOME FUND	TEI 880192109		Various 06/22/12	30,211.000	473,836.19	500,364 59		-26,528 40
Total Long-Term Non Covered					**1,173,836.19**	**1,206,609.83**		**-32,773.64**

Capital Gains

Internal Use Only. Not for Public Distribution.

THE GOERGEN FOUNDATION, INC
1 EAST WEAVER STREET
GREENWICH CT 06831-5172

Capital Gains Summary From 01/01/2012 To 12/31/2012

Description	Totals
Short Term Gain/Loss	1,084.32
Long Term Gain/Loss	39,501.38
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	40,585 70
Adjusted Basis	254,709.83
Proceeds	295,295.53
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/19/2012	04/13/2012	200.00	0.00	ACN	***ACCENTURE PLC IRELAND SHS CL A	54 822	62.964	10,964 34	12,592.47	ST	1,628 13	0.00	10,964 34	0 00	0.00
11/16/2011	05/02/2012	300.00	0.00	COP	CONOCOPHILLIPS	54 937	54 665	16,481 23	16,399 15	ST	-82.08	0.00	16,481 23	0 00	0 00
05/23/2012	09/12/2012	200.00	0.00	EXC	EXELON CORP	37.095	34 787	7,419 06	6,957 33	ST	-461 73	0.00	7,419.06	0.00	0.00
ST - TERM TOTAL		700.00						34,864 63	35,948.95	ST	1,084.32	0.00	34,864 63	0.00	0.00
03/23/2011	04/13/2012	100.00	0.00	ACN	***ACCENTURE PLC IRELAND SHS CL A	50.480	62.964	5,047.99	6,296.24	LT	0 00	1,248 25	5,047.99	0 00	0.00
03/23/2011	04/13/2012	2,000 00	0.00	XRX	XEROX CORP	10.145	7 859	20,290.40	15,718.12	LT	0.00	-4,572.28	20,290.40	0 00	0.00
03/23/2011	04/20/2012	100 00	0.00	GR	GOODRICH CORPORATION (FRM B F GOODRICH CO)	83.650	125.372	8,364 99	12,536 88	LT	0.00	4,171.89	8,364 99	0.00	0 00

03/23/2011	04/27/2012	200.00	0 00	AXP	AMERICAN EXPRESS COMPANY	44 906	60.402	8,981.18	12,080 13	LT	0.00	3,098 95	8,981 18	0.00	0 00
03/25/2011	05/23/2012	300.00	0.00	APC	ANADARKO PETROLEUM CORP	82.490	62.553	24,746 97	18,765 34	LT	0 00	-5,981 63	24,746.97	0.00	0 00
04/28/2011	06/19/2012	200.00	0.00	COG	CABOT OIL & GAS CORP	28.168	36.601	5,633 54	7,320.05	LT	0.00	1,686 51	5,633.54	0.00	0 00
03/23/2011	06/21/2012	100 00	0.00	UPS	UNITED PARCEL SVC INC CL B	71.674	77 877	7,167.45	7,787 54	LT	0.00	620.09	7,167.45	0.00	0.00
03/23/2011	07/18/2012	100.00	0 00	UPS	UNITED PARCEL SVC INC CL B	71.674	80 234	7,167.45	8,023 19	LT	0 00	855 74	7,167 45	0 00	0 00
03/23/2011	07/27/2012	300 00	0 00	GR	GOODRICH CORPORATIO N (FRM B F GOODRICH CO)	83.650	127.500	25,094 97	38,250.00	LT	0.00	13,155 03	25,094.97	0.00	0 00
03/30/2011	08/20/2012	700.00	0.00	CVH	COVENTRY HEALTH CARE INC	31.796	41.521	22,256 99	29,064.20	LT	0.00	6,807.21	22,256.99	0 00	0 00
03/31/2011	08/20/2012	400 00	0 00	CVH	COVENTRY HEALTH CARE INC	31.920	41.521	12,767 96	16,608.12	LT	0.00	3,840.16	12,767.96	0.00	0 00
04/20/2011	09/12/2012	300 00	0.00	FLY	***FLY LEASING LIMITED SPONSORED ADR	14 036	13.377	4,210 80	4,013 07	LT	0 00	-197 73	4,210 80	0 00	0 00
04/01/2011	09/18/2012	100.00	0 00	MCD	MCDONALDS CORP	76.362	92.860	7,636 23	9,285.83	LT	0.00	1,649.60	7,636 23	0 00	0 00
04/01/2011	09/28/2012	50.00	0 00	MCD	MCDONALDS CORP	76.362	91.361	3,818.11	4,567.94	LT	0 00	749 83	3,818 11	0.00	0 00
03/23/2011	11/07/2012	200.00	0.00	UPS	UNITED PARCEL SVC INC CL B	71.674	72 961	14,334.90	14,591 81	LT	0.00	256.91	14,334 90	0.00	0.00
03/23/2011	11/08/2012	300.00	0.00	ABT	ABBOTT LABORATORIE S	47 638	64 160	14,291 41	19,247.68	LT	0 00	4,956.27	14,291.41	0 00	0 00
03/23/2011	12/21/2012	400 00	0.00	ABT	ABBOTT LABORATORIE S	47.638	65.891	19,055 22	26,355.60	LT	0.00	7,300 38	19,055 22	0.00	0 00
LT - TERM TOTAL		5,850.00						210,866.56	250,511.74	LT	0.00	39,645 18	210,866.56	0.00	0.00
SECTION TOTAL		6,550.00						245,731.19	286,460 69		1,084.32	39,645 18	245,731.19	0.00	0.00

REAL ESTATE INVESTMENT TRUST - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
03/23/2011	07/17/2012	400.00	0.00	STWD	STARWOOD PROPERTY TRUST INC	22 447	22.088	8,978.64	8,834.84	LT	0.00	-143 80	8,978.64	0.00	0.00
LT - TERM TOTAL		400.00						8,978 64	8,834.84	LT	0 00	-143.80	8,978 64	0.00	0.00
SECTION TOTAL		400.00						8,978.64	8,834.84		0.00	-143 80	8,978.64	0.00	0.00

**** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm.*

2012 Year End Summary

UBS

UBS Financial Services Inc
677 Washington Boulevard
4th Floor
Stamford CT 06901-3707

CPZ6000986589 1212 X123 Y2 0

Account name: THE GOERGEN FOUNDATION INC
WELLESLEY
Friendly account name: Wellesley
Account number: Y2 06555 J9

Your Financial Advisor:
KENWORTHY GOURD THOMPSON
Phone 203-719-2900/800-278-1842

THE GOERGEN FOUNDATION INC
WELLESLEY
ATTN THE ROPART GROUP
ONE EAST WEAVER STREET
GREENWICH CT 06831-5172

Summary of gains and losses

	Amount ($)
Short term	-41.86

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See *Important information about your statement* on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
AAR CORP 01 750% 020126 DTD020106 FC080106 CONV BE/R/	FIFO	13,000 000	Jan 10, 12	Apr 13, 12	12 805 00	13,160 16		-355 16	

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ADVANCED MICRO DEVICES 06 000% 050115 DTD042707 FC110107 CONV B/E	FIFO	13,000 000	Jan 10, 12	Jul 03, 12	13,211 25	12,853 75			357.50
ARCHER DANIELS MIDLAND 00 875% 021514 DTD022207 FC081507 CONV	FIFO	14,000 000	Jan 10, 12	May 15, 12	14,420 00	14,157 50			262 50
CHESAPEAKE ENERGY CORP 02 500% 051537 DTD051507 FC111507 CONV Original cost basis $7,420 00	FIFO	8,000 000	Jan 10, 12	May 15, 12	6,410 70	7,579.31		-1,168 61	
Original cost basis $4,637 50	FIFO	5,000 000	Jan 10, 12	May 16, 12	3,963 24	4,739 54		-776.30	
CHIQUITA BRANDS INTL INC 04 250% 081516 DTD021208 FC081508 NTS CONV	FIFO	5,000 000	Jan 10, 12	May 25, 12	3,700 00	4,362 50		-662 50	
	FIFO	5,000 000	Jan 10, 12	Jul 18, 12	3,693 75	4,362 50		-668 75	
	FIFO	10,000 000	Jan 10, 12	Nov 19, 12	8,575.00	8,725 00		-150.00	
DIGITAL RIV INC NTS CONV 02 000% 110130 DTD110110 FC050111 B/E	FIFO	19,000 000	Jan 12, 12	Dec 14, 12	18,691 25	16,577 50			2,113 75
GENL CABLE CORP NTS CONV 00 875% 111513 DTD111506 FC051507	FIFO	16,000 000	Jan 09, 12	Oct 04, 12	15,944 00	15,200 00			744 00
JEFFERIES GROUP INC CONV 03 875% 110129 DTD102609 FC050110 B/E Original cost basis $11,983 72	FIFO	14,000 000	Jan 13, 12	Jun 11, 12	12,740 00	12,277 61			462 39
L-3 COMMS CORP CONV B/E 03 000% 080135 DTD072905 FC020106 Original cost basis $14,728 13	FIFO	15,000 000	Feb 09, 12	Dec 14, 12	15,097 50	15,371 88		-274.38	
LAM RESEARCH CORP NTS 00 500% 051516 DTD111511 FC051512 CONV B/E	FIFO	17,000 000	May 22, 12	Dec 14, 12	16,320 00	16,606 88		-286 88	
MASSEY ENERGY CO NTS 03 250% 080115 DTD081208 FC020109 CONV	FIFO	13,000 000	Jan 10, 12	May 09, 12	11,700 00	12,155 00		-455 00	

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
MEDICIS PHARMACEUTICAL 01 375% 060117 DTD051612 FC120112 CONV B/E	FIFO	17,000 000	Jun 06, 12	Sep 07, 12	18,360 00	17,071 15			1,288.85
ROVi CORP NTS CONV B/E 02 625% 021540 DTD021511 FC081511	FIFO	15,000 000	Jan 10, 12	Nov 06, 12	14,887 50	15,112 50		-225 00	
STILLWATER MINING CO NTS 01 875% 031528 DTD091508 FC091509 CONV B/E	FIFO	13,000 000	Jan 27, 12	Oct 11, 12	13,000 00	12,888 24			111 76
WILSON GREATBATC NTS 02 250% 061513 DTD032807 FC061507 CONV									
Original cost basis . $6,908 13	FIFO	7,000 000	Jan 19, 12	May 21, 12	6,947 50	7,107.31		-159 81	
Original cost basis . $3,947 50	FIFO	4,000.000	Jan 19, 12	May 22, 12	3,970.00	4,062 26		-92 26	
Original cost basis $3,947 50	FIFO	4,000 000	Jan 19, 12	May 25, 12	3,960.00	4,067 96		-107 96	
Total					**$218,396.69**	**$218,438.55**		**-$5,382.61**	**$5,340.75**
Net short-term capital gains and losses								**-$41.86**	
Net capital gains/losses:								**-$41.86**	

UBS

UBS Financial Services Inc.
677 Washington Boulevard
4th Floor
Stamford CT 06901-3707

CPZ6000986593 1212 X123 Y2 0

2012 Year End Summary

Account name: THE GOERGEN FOUNDATION INC
SEIX
Friendly account name: Seix
Account number: Y2 06655 J0

Your Financial Advisor:
MMKEN,GRD,TMPSN,D'ASCOLI 888-
Phone. 203-719-2900/800-278-1842

THE GOERGEN FOUNDATION INC
SEIX
ATTN THE ROPART GROUP
ONE EAST WEAVER STREET
GREENWICH CT 06831-5172

Summary of gains and losses

	Amount ($)
Short term	70 96

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See *Important information about your statement* on the last page of this statement for more information. We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
AMER GENL FIN CORP 05 400% 120115 DTD120105 FC060106 MTNI	FIFO	6,000 000	Feb 02, 12	Mar 14, 12	4,830 00	4,620 00			210.00

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
EDISON MISSION ENERGY 07 500% 061513 DTD060606 FC121506 NTS	FIFO	2,000 000	Feb 09, 12	May 09, 12	1,480.00	1,830 00		-350.00	
	FIFO	2,000 000	Feb 09, 12	May 11, 12	1,475 00	1,830 00		-355 00	
	FIFO	1,000 000	Feb 09, 12	May 24, 12	600 00	915 00		-315 00	
ENERGY FUTURES HLDGS 10 000% 120120 DTD081710 CALL@MW+50BP	FIFO	5,000 000	Feb 08, 12	May 09, 12	5,500 00	5,431.25			68 75
ENERGY TRANSFER PARTNERS 07.500% 101520 DTD092010 FC041511 LP B/E	FIFO	3,000 000	Mar 05, 12	Oct 03, 12	3,427 50	3,435 00		-7 50	
	FIFO	2,000 000	Mar 05, 12	Oct 05, 12	2,297 50	2,290 00			7 50
FRONTIER COMMUNICATIONS 08 250% 050114 DTD040909 CALL @ MAKE-WHOLE +50BP	FIFO	5,000 000	Feb 01, 12	Jun 01, 12	5,475 00	5,337 00			138.00
KINDER MORGAN FIN 05 700% 010516 DTD120905 FC070506 CALL@MW+20BP	FIFO	1,000 000	Feb 02, 12	Jun 07, 12	1,043 75	1,042.50			1.25
	FIFO	1,000 000	Feb 02, 12	Jun 08, 12	1,043 75	1,042 50			1.25
	FIFO	2,000.000	Feb 02, 12	Jun 12, 12	2,085 00	2,085 00			
	FIFO	6,000 000	Feb 02, 12	Nov 29, 12	6,547 50	6,255.00			292.50
LEVEL 3 FIN INC 08 750% 021517 DTD021407 CALL@MW+50BP	FIFO	14,000 000	Feb 13, 12	Sep 05, 12	14,612 50	14,647 50		-35.00	
MEDIACOM BROADBAND LLC 08 500% 101515 DTD021306 CALL@MW+50BP NTS	FIFO	3,000 000	Apr 26, 12	Aug 30, 12	3,007 50	3,093.75		-86 25	
	FIFO	2,000 000	Apr 26, 12	Sep 12, 12	2,005.00	2,062 50		-57 50	
SPRINT CAPITAL CORP 06 900% 050119 DTD050699 FC110199 MW+25BP GLOBAL	FIFO	3,000 000	Feb 06, 12	Oct 12, 12	3,262 50	2,595.00			667 50
TEREX CORP DELA NEW B/E 10 875% 060116 DTD060309 FC120109 CALL@MW+50BP	FIFO	3,000 000	Feb 01, 12	Sep 28, 12	3,367 96	3,382 50		-14 54	

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
WYNN LAS VEGAS LLC B/E 07 875% 050120 DTD042810 FC110110	FIFO	4,000 000	Feb 07, 12	Jun 27, 12	4,400.00	4,495 00		-95.00	
Total					**$66,460.46**	**$66,389.50**		**-$1,315.79**	**$1,386.75**
Net short-term capital gains and losses									**$70.96**
Net capital gains/losses:									**$70.96**