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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 JANE T. MUHLETHALER FOUNDATION, INC.
c/o HERMENZE & MARCANTONIO LLC

A Employer identification number
06-1481432

Number and street (or P O box number if mail is not delivered to street address): 19 LUDLOW ROAD
Room/suite: 101

B Telephone number
(203) 226-6552

City or town, state, and ZIP code
WESTPORT, CT 06880

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)* ▶$ 1,983,402.

J Accounting method: [ ] Cash [X] 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				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	7.	7.	7.	Statement 1
	4	Dividends and interest from securities	49,433.	49,433.	49,433.	Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	47,507.			
	b	Gross sales price for all assets on line 6a 355,595.				
	7	Capital gain net income (from Part IV, line 2)		47,507.		
	8	Net short-term capital gain			N/A	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	96,947.	96,947.	49,440.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	19,500.	8,775.	0.	10,725.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	5,697.	4,273.	0.	1,424.
	b	Accounting fees				
	c	Other professional fees Stmt 4	180.	135.	0.	45.
	17	Interest				
	18	Taxes Stmt 5	587.	587.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	24,376.	24,326.	0.	50.
	24	**Total operating and administrative expenses** Add lines 13 through 23	50,340.	38,096.	0.	12,244.
	25	Contributions, gifts, grants paid	88,000.			88,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	138,340.	38,096.	0.	100,244.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-41,393.			
	b	**Net investment income** (if negative, enter -0-)		58,851.		
	c	**Adjusted net income** (if negative, enter -0-)			49,440.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,104.	27,987.	27,987.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	1,172,470.	1,107,219.	1,604,652.
	c Investments - corporate bonds Stmt 10	301,889.	301,889.	317,735.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	30,686.	30,794.	33,028.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,509,149.	1,467,889.	1,983,402.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,509,149.	1,467,889.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,509,149.	1,467,889.	
	31 **Total liabilities and net assets/fund balances**	1,509,149.	1,467,889.	

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	1,509,149.
2	Enter amount from Part I, line 27a	2	-41,393.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	6,424.
4	Add lines 1, 2, and 3	4	1,474,180.
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	6,298.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,467,882.

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	355,595.		308,088.	47,507.

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				47,507.

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 — 47,507.

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 — 7,095.

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	100,840.	1,920,315.	.052512
2010	103,500.	1,817,403.	.056949
2009	88,739.	1,613,079.	.055012
2008	120,753.	1,992,651.	.060599
2007	138,737.	2,479,593.	.055952

2	**Total** of line 1, column (d)	2	.281024
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	.056205
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,957,640.
5	Multiply line 4 by line 3	5	110,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	589.
7	Add lines 5 and 6	7	110,618.
8	Enter qualifying distributions from Part XII, line 4	8	100,244.

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	1,177.
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	1,177.
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	1,177.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 457.		
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	457.
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	720.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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? *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? N/A	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, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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 ▶ James D. Funnell, Jr., Esq. Telephone no. ▶ 203-226-6552
Located at ▶ Hermenze & Marcantonio LLC/19 Ludlow Rd, Westport ZIP+4 ▶ 06880

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)?	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 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
WILLIAM P. MIDDELEER 103 CATALPA ROAD WILTON, CT 06897	VICE PRESIDENT 0.50	4,000.	0.	0.
JAMES D. FUNNELL, JR. 101 POCAHONTAS ROAD REDDING, CT 06896	SECRETARY 1.00	11,500.	0.	0.
NEIL PHILLIPS 2425 POST ROAD, SUITE 302 SOUTHPORT, CT 06890	SECRETARY 0.50	4,000.	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
NONE		

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

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	1,907,398.
b	Average of monthly cash balances	1b	73,653.
c	Fair market value of all other assets	1c	6,401.
d	**Total** (add lines 1a, b, and c)	1d	1,987,452.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,987,452.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,812.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,957,640.
6	**Minimum investment return** Enter 5% of line 5	6	97,882.

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	97,882.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,177.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,177.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,705.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,705.
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	96,705.

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	100,244.
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	100,244.
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	100,244.

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				96,705.
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 140,945.				
b From 2008 21,558.				
c From 2009 8,425.				
d From 2010 14,182.				
e From 2011 5,143.				
f Total of lines 3a through e	190,253.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 100,244.				
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				96,705.
e Remaining amount distributed out of corpus	3,539.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	193,792.			
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	140,945.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	52,847.			
10 Analysis of line 9:				
a Excess from 2008 21,558.				
b Excess from 2009 8,425.				
c Excess from 2010 14,182.				
d Excess from 2011 5,143.				
e Excess from 2012 3,539.				

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 ▶ ☒ 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:

JAMES D. FUNNELL, JR., ESQ., (203) 226-6552, jfunnell@hmtrust.com
HERMENZE & MARCANTONIO LLC, 19 LUDLOW ROAD, SUITE 101, WESTPORT, CT 06880

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

NO SET FORM. INCLUDE INFORMATION ABOUT ORGANIZATION & PURPOSE OF GRANT.

c Any submission deadlines:

NO LATER THAN DECEMBER 1 OF EACH CALENDAR YEAR.

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

LOWER FAIRFIELD COUNTY NOT-FOR-PROFITS WITH PREFERENCE FOR ORGANIZATIONS SERVING WILTON & NORWALK.

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				
FIDELCO GUIDE DOG FOUNDATION P.O. BOX 142 BLOOMFIELD, CT 06002		PUBLIC CHARITY	OPERATIONS	12,000.
MARK TWAIN LIBRARY P.O. BOX 1009 REDDING, CT 06875		PUBLIC CHARITY	OPERATIONS	7,000.
PLANNED LIFETIME ASSOCIATION NETWORK OF CT, INC. 151 NEW PARK AVENUE HARTFORD, CT 06106		PUBLIC CHARITY	OPERATIONS	9,000.
REDDING SOCIAL SERVICES P.O. BOX 1118 REDDING CENTER, CT 06875		PUBLIC CHARITY	OPERATIONS	5,000.
STAR, INC. 182 WOLFPIT AVENUE NORWALK, CT 06851		PUBLIC CHARITY	OPERATIONS	5,000.
Total See continuation sheet(s) ▶ 3a				88,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	7.	
4 Dividends and interest from securities			14	49,433.	
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			18	47,507.	
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.		96,947.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 96,947.

(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] 5/7/13 Secretary

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES D. FUNNELL, JR., ESQ.	[signature]	5/7/13		P01231977

Firm's name ▶ HERMENZE & MARCANTONIO LLC — Firm's EIN ▶ 06-1398507

Firm's address ▶ 19 LUDLOW ROAD, SUITE 101 WESTPORT, CT 06880 — Phone no. (203) 226-6552

Form **990-PF** (2012)

223622
12-05-12

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Cash & Equivalents							
CASH							
INCOME			$84 57	$84.57	$0 00		
Total Cash			**$84.57**	**$84.57**	**$0.00**		
MONEY MARKET							
WELLS FARGO ADVANTAGE TREASURY PLUS MONEY MARKET INST - #793 *Asset held in Invested Income Portfolio*	0.000		$0 00	$0.00	$0.00	0 00%	$0.03
WELLS FARGO ADVANTAGE TREASURY PLUS MONEY MARKET INST - #793	27,902.240		27,902 24	27,902.24	0 00	0.01	0.76
Total Money Market			**$27,902.24**	**$27,902.24**	**$0.00**	**0.01%**	**$0.79**
Total Cash & Equivalents			**$27,986.81**	**$27,986.81**	**$0.00**	**0.01%**	**$0.79**

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
Fixed Income							
CORPORATE OBLIGATIONS							
BANK OF AMERICA NA MED TERM NOTE DTD 05/02/08 4.900 05/01/2013 CUSIP· 06051GDW6 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING· A-	50,000.000	$101.364	$50,682.00	$49,094.42	$1,587 58	4.83%	$408.33
GILEAD SCIENCES INC DTD 12/13/11 3.050 12/01/2016 CUSIP: 375558AT0 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A-	50,000.000	107.103	53,551 50	49,918.00	3,633.50	1 19	127.08

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
TRANSOCEAN INC DTD 09/21/10 4.950 11/15/2015 CUSIP: 893830AX7 MOODY'S RATING: BAA3 STANDARD & POOR'S RATING: BBB-	50,000.000	109.492	54,746 00	52,126.50	2,619 50	1.56	316.25
WELLPOINT INC DTD 02/05/09 6 000 02/15/2014 CUSIP: 94973VAQ0 MOODY'S RATING· BAA2 STANDARD & POOR'S RATING· A-	150,000.000	105 837	158,755 50	150,750.00	8,005.50	0.77	3,400.00
Total Corporate Obligations			**$317,735.00**	**$301,888.92**	**$15,846.08**		**$4,251.66**
Total Fixed Income			**$317,735.00**	**$301,888.92**	**$15,846.08**		**$4,251.66**

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities							
CONSUMER DISCRETIONARY							
AMC NETWORKS INC SYMBOL: AMCX CUSIP: 00164V103	375.000	$49.500	$18,562.50	$718.55	$17,843.95	0.00%	$0 00
CABLEVISION SYSTEMS CORPORATION SYMBOL· CVC CUSIP: 12686C109	1,500.000	14 940	22,410.00	1,898.18	20,511.82	4.02	0.00
CBS CORP NEW CL B SYMBOL· CBS CUSIP: 124857202	900.000	38.050	34,245.00	5,087.49	29,157.51	1.26	108.00
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101	1,000 000	37.360	37,360.00	18,064.10	19,295 90	1 74	162.50
D R HORTON INC COM SYMBOL DHI CUSIP· 23331A109	1.000	19.780	19 78	10.77	9.01	0.76	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
CONSUMER DISCRETIONARY *(continued)*							
DANA HOLDING CORP SYMBOL· DAN CUSIP· 235825205	1,800.000	15.610	28,098 00	23,142.24	4,955.76	1.28	0 00
DISCOVERY COMMUNICATIONS INC SYMBOL· DISCA CUSIP: 25470F104	400.000	63 480	25,392.00	5,452.35	19,939.65	0.00	0.00
DISCOVERY COMMUNICATIONS INC SYMBOL: DISCK CUSIP· 25470F302	400.000	58.500	23,400 00	4,723.56	18,676 44	0 00	0.00
GANNETT INC SYMBOL: GCI CUSIP. 364730101	1,800.000	18 010	32,418 00	25,053.35	7,364 65	4.44	360.00
HASBRO INC SYMBOL: HAS CUSIP: 418056107	700.000	35 900	25,130 00	25,731.23	- 601.23	4 01	0 00
HOME DEPOT INC SYMBOL· HD CUSIP· 437076102	600.000	61 850	37,110 00	17,442.48	19,667.52	1.88	0.00
LAS VEGAS SANDS CORP COM SYMBOL· LVS CUSIP: 517834107	1,000 000	46 160	46,160 00	11,835 00	34,325.00	2.17	0.00
MGM RESORTS INTERNATIONAL SYMBOL: MGM CUSIP: 552953101	1,700 000	11.640	19,788.00	19,265.37	522.63	0.00	0.00
NEWS CORP CL B SYMBOL: NWS CUSIP: 65248E203	900.000	26.240	23,616 00	22,312.89	1,303.11	0.65	0.00
Total Consumer Discretionary			**$373,709.28**	**$180,737.56**	**$192,971.72**	**1.78%**	**$630.50**
CONSUMER STAPLES							
COCA COLA CO SYMBOL: KO CUSIP: 191216100	600 000	$36 250	$21,750.00	$13,275.30	$8,474.70	2 81%	$0.00
DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS CUSIP: 26138E109	900.000	44.180	39,762.00	16,770.35	22,991.65	3.08	306.00
KROGER CO SYMBOL: KR CUSIP: 501044101	800.000	26.020	20,816.00	17,275.92	3,540.08	2 31	0.00
Total Consumer Staples			**$82,328.00**	**$47,321.57**	**$35,006.43**	**2.81%**	**$306.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
ENERGY							
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	467.000	$86.550	$40,418 85	$23,322 46	$17,096.39	2.63%	$0.00
Total Energy			**$40,418.85**	**$23,322.46**	**$17,096.39**	**2.63%**	**$0.00**
FINANCIALS							
BANK NEW YORK MELLON CORP COM COM SYMBOL. BK CUSIP. 064058100	600.000	$25.700	$15,420.00	$20,631 35	- $5,211.35	2 02%	$0.00
CITIGROUP, INC SYMBOL: C CUSIP 172967424	800.000	39 560	31,648 00	22,560.00	9,088.00	0 10	0 00
JPMORGAN CHASE & CO SYMBOL· JPM CUSIP. 46625H100	700 000	43.969	30,778.37	27,648 72	3,129 65	2.73	0.00
Total Financials			**$77,846.37**	**$70,840.07**	**$7,006.30**	**1.52%**	**$0.00**
HEALTH CARE							
MERCK & CO INC NEW SYMBOL: MRK CUSIP. 58933Y105	900 000	$40 940	$36,846.00	$32,925.07	$3,920.93	4 20%	$387 00
PFIZER INC SYMBOL: PFE CUSIP: 717081103	1,000.000	25.079	25,079 30	25,810 00	- 730 70	3.83	0.00
REGENERON PHARMACEUTICALS INC SYMBOL: REGN CUSIP: 75886F107	600.000	171.070	102,642.00	9,788.16	92,853.84	0.00	0.00
SEATTLE GENETICS INC SYMBOL: SGEN CUSIP: 812578102	1,700.000	23 170	39,389.00	21,218.76	18,170.24	0.00	0.00
Total Health Care			**$203,956.30**	**$89,741.99**	**$114,214.31**	**1.23%**	**$387.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP: 097023105	500 000	$75.360	$37,680 00	$32,768.35	$4,911.65	2 57%	$0 00
FEDEX CORPORATION SYMBOL· FDX CUSIP· 31428X106	200.000	91.720	18,344.00	16,556.44	1,787.56	0.61	0.00
JOY GLOBAL INC SYMBOL: JOY CUSIP: 481165108	400 000	63.780	25,512.00	14,531.28	10,980 72	1.10	0.00
PALL CORP SYMBOL: PLL CUSIP· 696429307	600 000	60 260	36,156.00	15,073 74	21,082.26	1.66	0 00
PRECISION CASTPARTS CORP SYMBOL: PCP CUSIP. 740189105	250 000	189 420	47,355 00	12,794 07	34,560.93	0 06	0 00
Total Industrials			**$165,047.00**	**$91,723.88**	**$73,323.12**	**1.21%**	**$0.00**
INFORMATION TECHNOLOGY							
CORNING INC SYMBOL. GLW CUSIP· 219350105	1,400 000	$12 620	$17,668 00	$18,871 72	- $1,203 72	2 85%	$0 00
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	1,500 000	25.300	37,950.00	15,990.00	21,960.00	0.00	0.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	1,000 000	20.620	20,620.00	17,278.00	3,342.00	4.36	0 00
MICRON TECHNOLOGY INC SYMBOL: MU CUSIP: 595112103	3,200.000	6.340	20,288.00	25,693.90	- 5,405.90	0.00	0.00
MICROSOFT CORP SYMBOL· MSFT CUSIP: 594918104	1,000 000	26.710	26,709.70	26,795.00	- 85.30	3.44	0.00
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	1,000 000	33 320	33,320.00	16,681 16	16,638.84	0.72	0.00
Total Information Technology			**$156,555.70**	**$121,309.78**	**$35,245.92**	**1.64%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
MATERIALS							
FREEPORT-MCMORAN COPPER & GOLD INC COMMON STOCK SYMBOL: FCX CUSIP: 35671D857	900 000	$34.200	$30,780 00	$28,715.31	$2,064 69	3.65%	$0.00
Total Materials			**$30,780.00**	**$28,715.31**	**$2,064.69**	**3.65%**	**$0.00**
TELECOMMUNICATION SERVICES							
AT & T INC SYMBOL· T CUSIP: 00206R102	1,000 000	$33 710	$33,710 00	$30,085.90	$3,624.10	5.34%	$0.00
CENTURYLINK, INC SYMBOL CTL CUSIP 156700106	500 000	39.120	19,560 00	17,146 72	2,413.28	7 41	0.00
CINCINNATI BELL, INC COMMON SYMBOL· CBB CUSIP 171871106	5,500 000	5.480	30,140 00	16,469 75	13,670 25	0.00	0.00
NII HLDGS INC CL B NEW SYMBOL NIHD CUSIP. 62913F201	1,000 000	7 130	7,130.00	18,627 00	- 11,497.00	0 00	0.00
SPRINT NEXTEL CORP SYMBOL: S CUSIP· 852061100	2,100 000	5.670	11,907 00	28,553 74	- 16,646.74	0 00	0.00
TELEPHONE AND DATA SYSTEMS, INC SYMBOL· TDS CUSIP· 879433829	543 000	22.140	12,022.02	19,242.88	- 7,220.86	2 21	0.00
Total Telecommunication Services			**$114,469.02**	**$130,125.99**	**- $15,656.97**	**3.07%**	**$0.00**
UTILITIES							
NEXTERA ENERGY, INC. SYMBOL: NEE CUSIP: 65339F101	600 000	$69.190	$41,514 00	$35,499.36	$6,014.64	3.47%	$0.00
NORTHEAST UTILS SYMBOL: NU CUSIP: 664397106	1,100.000	39.080	42,988.00	26,711.84	16,276 16	3.51	0.00
Total Utilities			**$84,502.00**	**$62,211.20**	**$22,290.80**	**3.49%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INTERNATIONAL EQUITIES							
AGNICO EAGLE MINES LTD CUSIP: 008474108	400.000	$52 460	$20,984.00	$14,369.96	$6,614.04	1.68%	$0.00
CAMECO CORP COM CUSIP: 13321L108	1,000.000	19.720	19,720.00	32,657.74	- 12,937.74	2.04	100.88
CANADIAN NATL RR CO COM CUSIP· 136375102	300 000	91.010	27,303.00	14,405.42	12,897.58	1.66	0.00
CGG VERITAS SPONSORED ADR CUSIP· 204386106	700.000	30 520	21,364.00	40,525.44	- 19,161 44	0 00	0.00
EATON CORP PLC CUSIP. G29183103	500.000	54.180	27,090.00	25,952 80	1,137 20	2 80	0 00
ORIENT-EXPRESS HOTELS LTD CL A CUSIP· G67743107	2,000.000	11 690	23,380 00	17,960 00	5,420.00	0 00	0.00
ROWAN COMPANIES PLC CUSIP: G7665A101	700 000	31 270	21,889.00	23,821.00	- 1,932.00	0.00	0 00
SCHLUMBERGER LTD CUSIP: 806857108	400.000	69.299	27,719.44	22,042.08	5,677.36	1.59	110.00
SYNGENTA AG - ADR SPONSORED ADR CUSIP: 87160A100	500.000	80.800	40,400.00	25,467.93	14,932.07	1.79	0.00
VODAFONE GROUP PLC NEW CUSIP: 92857W209	1,000.000	25.190	25,190.00	24,966 60	223.40	5.95	509.28
Total International Equities			**$255,039.44**	**$242,168.97**	**$12,870.47**	**1.82%**	**$720.16**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
OTHER							
STILLWATER MINING COMPAN DTD 03/15/09 1.875 03/15/2028 CONV UNTIL 03/15/2028 SYMBOL: SMC1828 CUSIP: 86074QAF9	20,000.000	$100 000	$20,000.00	$19,000.00	$1,000.00	1 88%	$110.42
Total Other			**$20,000.00**	**$19,000.00**	**$1,000.00**	**1.88%**	**$110.42**
Total Equities			**$1,604,651.96**	**$1,107,218.78**	**$497,433.18**	**1.92%**	**$2,154.08**

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
PLUM CREEK TIMBER CO INC COM SYMBOL: PCL CUSIP: 729251108	600 000	$44.370	$26,622.00	$24,387.90	$2,234.10	3.79%	$0.00
Total Real Estate Investment Trusts (Reits)			**$26,622.00**	**$24,387.90**	**$2,234.10**	**3.79%**	**$0.00**
Total Real Assets			**$26,622.00**	**$24,387.90**	**$2,234.10**	**3.79%**	**$0.00**

	Account Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$1,976,995.77**	**$1,461,482.41**	**$515,513.36**	**$6,406.53**

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	WELLS FARGO A/C #9528803055 (1099 ATTACHED)	P		
b	WELLS FARGO A/C #9528803055 (1099 ATTACHED)	P		
c	WELLS FARGO A/C #9528803055 (1099 ATTACHED)	P		
d	WELLS FARGO A/C #9528803055 (1099 ATTACHED)	P		
e	PROCEEDS FROM QWEST CLASS ACTION SETTLEMENT	P		
f	PROCEEDS FROM BANK OF AMERICA CLASS ACTION SETTLE	P		
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	32,435.		30,566.	1,869.
b	295,095.		258,667.	36,428.
c	1,086.			1,086.
d	25,950.		18,855.	7,095.
e	10.			10.
f	11.			11.
g	1,008.			1,008.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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				1,869.
b				36,428.
c				1,086.
d				** 7,095.
e				10.
f				11.
g				1,008.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	47,507.
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	7,095.

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** (Short-term)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF CONNECTICUT FOUNDATION 1376 STORRS ROAD, UNIT 4066 STORRS, CT 06269		PUBLIC CHARITY	OPERATIONS	15,000.
WILTON INTERFAITH COUNCIL 495 THAYER POND ROAD WILTON, CT 06897		PUBLIC CHARITY	OPERATIONS	5,000.
WILTON LIBRARY 137 OLD RIDGEFIELD WILTON, CT 06897		PUBLIC CHARITY	OPERATIONS	9,000.
THE ALS ASSOCIATION CONNECTICUT CHAPTER, INC. 4 OXFORD ROAD, UNIT D4 MILFORD, CT 06460		PUBLIC CHARITY	OPERATIONS	6,000.
VISITING NURSE & HOSPICE OF FAIRFIELD COUNTY P.O. BOX 489 WILTON, CT 06897		PUBLIC CHARITY	OPERATIONS	15,000.
Total from continuation sheets				50,000.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
WELLS FARGO A/C #9528803055	7.
Total to Form 990-PF, Part I, line 3, Column A	7.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
WELLS FARGO A/C #9528803055	34,689.	1,008.	33,681.
WELLS FARGO A/C #9528803055	15,752.	0.	15,752.
Total to Fm 990-PF, Part I, ln 4	50,441.	1,008.	49,433.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
HERMENZE & MARCANTONIO LLC	5,697.	4,273.	0.	1,424.
To Fm 990-PF, Pg 1, ln 16a	5,697.	4,273.	0.	1,424.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WELLS FARGO, TAX PREPARATION FEE	180.	135.	0.	45.
To Form 990-PF, Pg 1, ln 16c	180.	135.	0.	45.

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	587.	587.	0.	0.
To Form 990-PF, Pg 1, ln 18	587.	587.	0.	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 MANAGEMENT FEE	17,291.	17,291.	0.	0.
BANK CHARGES	6,983.	6,983.	0.	0.
ADR FEE	52.	52.	0.	0.
CT ANNUAL FEE	50.	0.	0.	50.
To Form 990-PF, Pg 1, ln 23	24,376.	24,326.	0.	50.

Form 990-PF — Other Increases in Net Assets or Fund Balances — Statement 7

Description	Amount
ACCRUED INTEREST - STILLWATER MINING 1.875% 3/15/28	16.
ADJUSTMENT - ACCRUED INCOME AS OF 12/31/12	6,406.
ADJUSTMENT	2.
Total to Form 990-PF, Part III, line 3	6,424.

Form 990-PF — Other Decreases in Net Assets or Fund Balances — Statement 8

Description	Amount
ADJUSTMENT - ACCRUED INCOME AS OF 12/31/11	6,298.
Total to Form 990-PF, Part III, line 5	6,298.

Form 990-PF	Corporate Stock	Statement 9

Description	Book Value	Fair Market Value
EQUITIES	1,107,219.	1,604,652.
Total to Form 990-PF, Part II, line 10b	1,107,219.	1,604,652.

Form 990-PF	Corporate Bonds	Statement 10

Description	Book Value	Fair Market Value
CORPORATE BONDS	301,889.	317,735.
Total to Form 990-PF, Part II, line 10c	301,889.	317,735.

Form 990-PF	Other Investments	Statement 11

Description	Valuation Method	Book Value	Fair Market Value
REAL ASSETS	COST	24,388.	26,622.
ACCRUED INTEREST ON CORPORATE BONDS	COST	6,406.	6,406.
Total to Form 990-PF, Part II, line 13		30,794.	33,028.