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 BLUESTONE FOUNDATION

A Employer identification number: 06-1527223

Number and street (or P O box number if mail is not delivered to street address): CUMMINGS & LOCKWOOD, P.O. BOX 271820

Room/suite:

B Telephone number: 860.313.4930

City or town, state, and ZIP code: WEST HARTFORD, CT 06127-1820

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)* ▶$ 2,201,085.

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))		(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	89,549.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,429.	25,429.		STATEMENT 1
	4 Dividends and interest from securities	67,873.	67,873.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,392.			
	b Gross sales price for all assets on line 6a 465,662.				
	7 Capital gain net income (from Part IV, line 2)		23,392.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	206,243.	116,694.		
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 STMT 3	11,678.	11,678.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	4,059.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	125.	125.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,862.	11,803.		0.
	25 Contributions, gifts, grants paid	88,500.			88,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	104,362.	11,803.		88,500.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	101,881.			
	b **Net investment income** (if negative, enter -0-)		104,891.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 14 2013
OGDEN, UT
IRS-OSC

SCANNED MAY 15 2013

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

11580502 102031 550460.004 2012.03040 THE BLUESTONE FOUNDATION 55046011

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	72,573.	61,819.	61,819.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock STMT 6	1,444,502.	1,634,483.	1,797,257.
	c Investments - corporate bonds STMT 7	378,591.	301,245.	342,009.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,895,666.	1,997,547.	2,201,085.
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 ▶ [X] 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	1,895,666.	1,997,547.	
	30 Total net assets or fund balances	1,895,666.	1,997,547.	
	31 Total liabilities and net assets/fund balances	1,895,666.	1,997,547.	

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	1,895,666.
2 Enter amount from Part I, line 27a	2	101,881.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,997,547.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,997,547.

Form **990-PF** (2012)

223511
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				
b	SEE ATTACHED STATEMENTS			
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	465,662.		442,270.	23,392.

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				23,392.

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	23,392.
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	90,000.	1,939,884.	.046395
2010	89,280.	1,724,646.	.051767
2009	81,969.	1,530,529.	.053556
2008	99,215.	1,817,644.	.054584
2007	89,940.	1,895,555.	.047448

2 **Total** of line 1, column (d)	2	.253750
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	.050750
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,123,899.
5 Multiply line 4 by line 3	5	107,788.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,049.
7 Add lines 5 and 6	7	108,837.
8 Enter qualifying distributions from Part XII, line 4	8	88,500.

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	2,098.
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	2,098.
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	2,098.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,356.		
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	2,356.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	258.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 258. **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? *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) ▶ 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 STMT 8	10	X	

Form **990-PF** (2012)

223531
12-05-12

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 ▶ PAUL L. BOURDEAU, ESQ. Telephone no ▶860.313.4930

Located at ▶CUMMINGS & LOCKWOOD, PO BOX 271820, W HRTFD, CT ZIP+4 ▶06127-1820

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** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
PETER LAPHAM CUMMINGS & LOCKWOOD, P.O. BOX 271820 WEST HARTFORD, CT 06127	TRUSTEE 0.00	0.	0.	0.
PENELOPE LAPHAM CUMMINGS & LOCKWOOD, P.O. BOX 271820 WEST HARTFORD, CT 06127	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

Form **990-PF** (2012)

223551
12-05-12

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.

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	2,060,598.
b	Average of monthly cash balances	1b	95,645.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,156,243.
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	2,156,243.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,344.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,123,899.
6	**Minimum investment return.** Enter 5% of line 5	6	106,195.

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	106,195.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,098.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	104,097.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	104,097.
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	104,097.

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	88,500.
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	88,500.
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	88,500.

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				104,097.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37,476.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 88,500.				
a Applied to 2011, but not more than line 2a			37,476.	
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				51,024.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				53,073.
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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				
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
ACLU FOUNDATION 125 BROAD ST, 18TH FL NEW YORK, NY 10004	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
APPLEGATE HOUSE HERITAGE ARTS & ED 7179 SCOTTS VALLEY RD YONCALLA, OR 97499	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
ARCHITECTURE FOR HUMANITY 848 FOLSOM, SUITE 201 SAN FRANCISCO, CA 94107	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
AUDUBON SOCIETY OF RHODE ISLAND, OFFICE OF ADVANCEMENT 12 SANDERSON RD SMITHFIELD, RI 02917	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				88,500.
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			14	25,429.	
4 Dividends and interest from securities			14	67,873.	
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	23,392.	
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.		116,694.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 116,694.

(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], trustee | 5-9-13 | ▶ TRUSTEE

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
CAROL J. DEROSIER	Carol J. DeRosier	5/7/13		P01246704
Firm's name ▶ CUMMINGS & LOCKWOOD LLC			Firm's EIN ▶ 06-0312590	
Firm's address ▶ PO BOX 271820 WEST HARTFORD, CT 06127			Phone no 860.313.4926	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE BLUESTONE FOUNDATION	06-1527223

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ____________

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

Name of organization	Employer identification number
THE BLUESTONE FOUNDATION	06-1527223

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAPHAM CHARITABLE LEAD UNITRUST CUMMINGS & LOCKWOOD, PO BOX 271820 WEST HARTFORD, CT 06127	$ 22,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	LAPHAM CHARITABLE LEAD UNITRUST CUMMINGS & LOCKWOOD, PO BOX 271820 WEST HARTFORD, CT 06127	$ 23,768.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	LAPHAM CHARITABLE LEAD UNITRUST CUMMINGS & LOCKWOOD, PO BOX 271820 WEST HARTFORD, CT 06127	$ 21,973.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	LAPHAM CHARITABLE LEAD UNITRUST CUMMINGS & LOCKWOOD, PO BOX 271820 WEST HARTFORD, CT 06127	$ 21,808.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE BLUESTONE FOUNDATION	06-1527223

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	800 SHS. PUBLIC SERVICES ENTERPRISE GROUP	$ 23,768.	04/05/12
3	700 SHS. PUBLIC SERVICES ENTERPRISE GROUP	$ 21,973.	09/18/12
4	250 SHS. EXXON MOBIL	$ 21,808.	12/21/12
		$	
		$	
		$	

Name of organization	Employer identification number
THE BLUESTONE FOUNDATION	06-1527223

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

990	Form 990-PF - Average Monthly Value of Investments

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
Beginning (optional):				
1st month	1,953,964.		72,573.	
Ending:				
1st month	1,982,969.	1,968,467.	75,990.	74,282.
2nd month	2,014,727.	1,998,848.	80,366.	78,178.
3rd month	2,018,457.	2,016,592.	97,884.	89,125.
4th month	2,044,194.	2,031,326.	102,276.	100,080.
5th month	2,005,412.	2,024,803.	81,680.	91,978.
6th month	2,057,009.	2,031,211.	104,548.	93,114.
7th month	2,103,021.	2,080,015.	110,479.	107,514.
8th month	2,091,184.	2,097,103.	114,065.	112,272.
9th month	2,142,136.	2,116,660.	124,583.	119,324.
10th month	2,112,216.	2,127,176.	130,816.	127,700.
11th month	2,109,233.	2,110,725.	57,849.	94,333.
12th month	2,139,267.	2,124,250.	61,819.	59,834.
Total of all months		24,727,176.		1,147,734.
Number of months in year		12		12
Average monthly value		2,060,598.		95,645.
Number of months in year - override				

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	$50,000 CITIGROUP INC NOTES GL B 6% 2/21/12	P	03/20/02	02/21/12
b	$100,000 BANK OF AMERICA CORP NOTES 4.875% 9/15/1	P	09/26/02	09/17/12
c	1,400 SHS PUBLIC SERVICE ENTERPRISE	P	03/26/03	04/11/12
d	400 SHS PUBLIC SERVICE ENTERPRISE	P	03/22/04	09/21/12
e	200 SHS PUBLIC SERVICE ENTERPRISE	P	03/22/04	09/21/12
f	500 SHS. CONOCOPHILLIPS	P	03/15/06	05/24/12
g	500 SHS. WALGREEN CO	P	06/19/06	04/11/12
h	1,000 SHS. WALGREEN CO	P	04/05/10	04/11/12
i	700 SHS. USB CAPITAL XI 6.6% 9/15/66	P	09/25/06	05/18/12
j	400 SHS. USB CAPITAL XI 6.6% 9/15/66	P	09/20/07	05/18/12
k	500 SHS. CONOCOPHILLIPS	P	03/15/06	05/24/12
l	800 SHS. USB CAPITAL XII 6.875% 8/2/55	P	06/25/07	11/05/12
m	200 SHS. USB CAPITAL XII 6.875% 8/2/55	P	06/25/07	11/05/12
n	400 SHS. USB CAPITAL XII 6.875% 8/2/55	P	09/20/07	11/05/12
o	500 SHS. USB CAPITAL XII 6.875% 8/2/55	P	01/07/08	11/05/12

	(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	50,000.		49,589.	411.
b	100,000.		102,058.	<2,058.>
c	41,123.		26,046.	15,077.
d	12,376.		9,396.	2,980.
e	6,188.		4,696.	1,492.
f	25,440.		23,486.	1,954.
g	16,285.		21,644.	<5,359.>
h	32,570.		37,746.	<5,176.>
i	17,500.		17,564.	<64.>
j	10,000.		9,519.	481.
k	25,440.		22,951.	2,489.
l	20,000.		20,485.	<485.>
m	5,000.		5,122.	<122.>
n	10,000.		10,093.	<93.>
o	12,500.		11,323.	1,177.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) 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	
a				411.
b				<2,058.>
c				15,077.
d				2,980.
e				1,492.
f				1,954.
g				<5,359.>
h				<5,176.>
i				<64.>
j				481.
k				2,489.
l				<485.>
m				<122.>
n				<93.>
o				1,177.

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	
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	

223591
05-01-12

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	2,000 SHS. SECTOR SPDR UTILITIES	P	09/17/10	09/26/12
b	100 SHS PUBLIC SERVICE ENTERPRISE	P	04/05/12	09/21/12
c	DIGITAL REALTY TR INC - PRINCIPAL PAYMENT	P		06/29/12
d	DIGITAL REALTY TR INC - PRINCIPAL PAYMENT	P		09/28/12
e	BLACKROCK CAP & INC STRAT - PRINCIPAL PAYMENT	P		03/30/12
f	BLACKROCK CAP & INC STRAT - PRINCIPAL PAYMENT	P		06/29/12
g	BLACKROCK CAP & INC STRAT - PRINCIPAL PAYMENT	P		09/28/12
h	HOME PROPERTIES INC REIT - PRINCIPAL PAYMENT	P		11/27/12
i	HEALTH CARE REIT INC - PRINCIPAL PAYMENT	P		02/21/12
j	HEALTH CARE REIT INC - PRINCIPAL PAYMENT	P		05/21/12
k	HEALTH CARE REIT INC - PRINCIPAL PAYMENT	P		08/20/12
l	HEALTH CARE REIT INC - PRINCIPAL PAYMENT	P		11/20/12
m	CAPITAL GAINS DIVIDENDS			
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	71,440.		63,398.	8,042.
b	3,094.		2,971.	123.
c	42.		42.	0.
d	41.		41.	0.
e	813.		813.	0.
f	813.		813.	0.
g	677.		677.	0.
h	58.		58.	0.
i	435.		435.	0.
j	435.		435.	0.
k	434.		434.	0.
l	435.		435.	0.
m	2,523.			2,523.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) 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	
a				8,042.
b				123.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				0.
m				2,523.
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	23,392.
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

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
BLOCK ISLAND CONSERVANCY P.O. BOX 84 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500.
BLOCK ISLAND EARLY LEARNING CENTER P.O. BOX 1843 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500.
BLOCK ISLAND ECUMENICAL MINISTRIES (ECUMENICAL COUNCIL) PO BOX 277 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
FRIENDS OF ISLAND FREE LIBRARY (BLOCK ISLAND FREE LIBRARY) P.O. BOX 1830 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
BLOCK ISLAND HEALTH SERVICES PO BOX 919 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
BLOCK ISLAND HISTORICAL SOCIETY P.O. BOX 79 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500.
BLOCK ISLAND VOLUNTEER FIRE & RESCUE DEPARTMENT PO BOX 781 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
CARE P.O. BOX 7039, MERRIFIELD, VA 22116	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500.
CASA OF DOUGLAS COUNTY INC 1000 SE STEPHENS ST ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,000.
CASCADE FOOTHILLS LIBRARY PO BOX 12 DEXTER, OR 97431	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
Total from continuation sheets				83,000.

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
CENTER FOR WOODEN BOATS 1010 VALLEY ST SEATTLE, WA 98109	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
CHESTNUT HILL HISTORIC SOCIETY 8708 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500.
CORNELL LAB OF ORINTHOLOGY 159 SAPSUCKER WOODS RD ITHACA, NY 14850	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
DIGNITY HOUSING (DIGNITY & FAIRNESS FOR THE HOMELESS HOUSING DEVELOPMENT) 5227-R GERMANTOWN AVENUE PHILADELPHIA, PA 19144	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
DOCTORS WITHOUT BORDERS USA INC. 333 SEVENTH AVE, 2D FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
DOUGLAS COUNTY LIBRARY FOUNDATION 1409 NE DIAMOND LAKE BLVD ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	4,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK, NY 10010	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
FOOD FOR LANE COUNTY 770 BAILEY HILL RD EUGENE, OR 97402	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
FRIENDS OF DOUGLAS COUNTY 577 MODE RD UMPQUA, OR 97486	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
Total from continuation sheets				

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
FRIENDS OF ELIZABETH PARK INC. (ELIZABETH PARK CONSERVANCY INC) 1561 ASYLUM AVENUE WEST HARTFORD, CT 06117	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
FRIENDS OF THE WISSAHICKON 8708 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
FRIENDS PEACE TEAMS (AGLI) 1001 PARK AVE ST LOUIS, MO 63104	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
GARDEN CONSERVANCY INC PO BOX 219 COLD SPRING, NY 10516	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
HIV ALLIANCE 1966 GARDEN AVE EUGENE, OR 97403	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
LEAGUE OF WOMEN VOTERS-EDUCATIONAL FUND 436 7TH AVENUE, SUITE 350 PITTSBURGH, PA 15219	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
MANOMET P.O. BOX 1770 MANOMET, MA 02345	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
MORRIS ARBORETUM OF THE UNIVERSITY OF PENNSYLVANIA 100 E.NORTHWESTERN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
NATIONAL PARKS CONSERVATION ASSOC. 777 6TH STREET NW, SUITE 700 WASHINGTON, DC 20001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
Total from continuation sheets				

223631
05-01-12

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
NATURAL RESOURCES DEFENSE COUNCIL (NRDC) 40 WEST 20TH ST NEW YORK, NY 10011	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
NEW CANAAN HISTORICAL SOCIETY 13 OENOKE RIDGE NEW CANAAN, CT 06840	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
POPULATION CONNECTION 2120 L STREET NW, SUITE 500 WASHINGTON, DC 20037	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
PRESERVATION ALLIANCE FOR GREATER PHILADELPHIA 1616 WALNUT ST, SUITE 1620 PHILADELPHIA, PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
RHODE ISLAND NATURAL HISTORY SURVEY (RINHS) P.O. BOX 1858 KINSGTON, RI 02881	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	5,000.
STUDENT CONSERVATION ASSOCIATION (SCA) P.O. BOX 550 CHARLESTOWN, NH 03603	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
UMPQUA ACTORS COMMUNITY THEATRE INC (UACT) P.O. BOX 839 ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
WAVENY CARE CENTER 3 FARM RD NEW CANAAN, CT 06840	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
WHYY DEVELOPMENT 150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
Total from continuation sheets				

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
WOODMERE ART MUSEUM INC. 9201 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500.
WORLD WILDLIFE FUND 1250 TWENTY-FOURTH ST, NW WASHINGTON, DC 20037	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
UNIVERSITY OF THE ARTS 320 S BROAD STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750.
HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
GREEN TREE COMMUNITY HEALTH FOUNDATION CHESTNUT HILL HEALTH CARE FOUNDATION 6 EAST WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
DOUGLAS C.A.R.E.S. 256 SE STEPHENS ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
DOUGLAS COUNTY LOW COST VETERINARY SERVICES 545 W. UMPQUA ST., SUITE 2 ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
DOUGLAS COUNTY MUSEUM FOUNDATION 123 MUSEUM DRIVE ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
EUGENE FAMILY YMCA 2055 PATTERSON STREET EUGENE, OR 97405	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
OREGON WILD 5825 N GREELEY AVENUE PORTLAND, OR 97217	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
Total from continuation sheets				

223631
05-01-12

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
PLEASANT HILL FOUNDATION PO BOX 636 PLEASANT HILL, OR 97455	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
SUNRISE ENTERPRISES OF ROSEBURG INC 4880 GRANGE RD PMB 51 ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000.
UMPQUA VALLEY ARTS ASSOCIATION (UVAA) 1624 W HARVARD AVENUE ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
WHITE BIRD CLINIC 241 E 12TH AVENUE EUGENE, OR 97401	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500.
THE SCHUYLKILL CENTER FOR ENVIRONMENTAL EDUCATION 8480 HAGY'S MILL ROAD PHILADELPHIA, PA 19128	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
FRIENDS OF WINTERTHUR INC ROUTE 52 WINTERTHUR, DE 19735	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000.
THE NATURE CONSERVANCY OF BLOCK ISLAND PO BOX 84 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,500.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THRU MERRILL LYNCH	25,429.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,429.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU MERRILL LYNCH	67,873.	0.	67,873.
THRU MERRILL LYNCH	2,523.	2,523.	0.
TOTAL TO FM 990-PF, PART I, LN 4	70,396.	2,523.	67,873.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUMMINGS & LOCKWOOD LLC, LEGAL FEES	11,678.	11,678.		0.
TO FM 990-PF, PG 1, LN 16A	11,678.	11,678.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TREASURY, ESTIMATED TAX FOR 2012 FORM 990PF	2,356.	0.		0.
FOREIGN TAX WITHHELD	68.	0.		0.
US TREASURY, 2011 FORM 990PF	1,635.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,059.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH CMA FEE	125.	125.		0.
TO FORM 990-PF, PG 1, LN 23	125.	125.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,000 SHS ALTRIA GROUP INC	48,850.	62,880.
2,000 SHS AMERICAN FINANCIAL GROUP	50,998.	53,660.
1,700 SHS ARES CAPITAL CORP	29,732.	29,750.
300 SHS AT&T INC	8,388.	10,113.
200 SHS AT&T INC	5,594.	6,742.
1,000 SHS AT&T INC	24,958.	33,710.
600 SHS BARRICK GOLD CORPORATION	27,639.	21,006.
600 SHS BAXTER INTERNATIONAL INC	32,512.	39,996.
600 SHS EMERSON ELECTRIC CO	35,002.	31,776.
200 SHS EMERSON ELECTRIC CO	9,080.	10,592.
1,200 SHS EXXON MOBIL CORP	51,876.	103,860.
600 SHS GENERAL ELECTRIC	23,617.	12,594.
600 SHS GENERAL ELECTRIC	30,138.	12,594.
1,000 SHS GENERAL ELECTRIC	36,158.	20,990.
1,800 SHS HARTFORD FINANCIAL SERVICES	47,620.	37,170.
1,300 SHS HEALTH CARE REIT INC	59,378.	79,677.
300 SHS IBM	37,823.	57,465.
200 SHS IBM	23,822.	38,310.
150 SHS IBM	17,873.	28,732.
200 SHS IBM	21,883.	38,310.
200 SHS JOHNSON & JOHNSON	9,340.	14,020.
400 SHS JOHNSON & JOHNSON	20,179.	28,040.
1,000 SHS JPM CHASE CAP TR XI CUM PFD 5.875% 6/15/33	25,000.	25,170.
500 SHS JPM CHASE CAP TR XI CUM PFD 5.875% 6/15/33	12,570.	12,585.
400 SHS JPM CHASE CAP TR XI CUM PFD 5.875% 6/15/33	9,848.	10,068.
300 SHS JPM CHASE CAP TR XI CUM PFD 5.875% 6/15/33	7,379.	7,551.
200 SHS JPM CHASE CAP TR XI 5.875% 6/15/33	3,999.	5,034.
100 SHS JPM CHASE CAP TR XI 5.875% 6/15/33	1,999.	2,517.
400 SHS MCDONALD'S CORP	22,103.	35,284.
300 SHS MCDONALD'S CORP	22,435.	26,463.

100 SHS NEXTERA ENERGY INC	4,735.	6,919.
200 SHS NEXTERA ENERGY INC	9,461.	13,838.
300 SHS NEXTERA ENERGY INC	14,195.	20,757.
400 SHS NEXTERA ENERGY INC	22,881.	27,676.
200 SHS NEXTERA ENERGY INC	11,169.	13,838.
450 SHS PEPSICO INC	29,913.	30,793.
150 SHS PEPSICO INC	9,537.	10,265.
500 SHS PPL CORP	28,571.	26,155.
500 SHS SPECTRA ENERGY CORP	13,730.	13,690.
624 SHS SPECTRA ENERGY CORP	11,794.	17,085.
156 SHS SPECTRA ENERGY CORP	3,525.	4,271.
1,400 SHS AMEX TECHNOLOGY SELECT SPDR	36,989.	40,390.
1,209 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	23,158.	15,016.
1,500 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	22,907.	18,630.
500 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	7,642.	6,210.
2,278.705 SHS BLACKROCK GLOBAL OPPORT FD	23,097.	25,749.
2,000 SHS TEMPLETON EMRG MKT INC FD	28,587.	34,620.
3,000 SHS TEMPLETON GLOBAL INCOME	28,776.	28,320.
1,200 SHS WESTERN ASSET INVT GRADE DEFINED OPPORTUNITY TR	25,190.	27,660.
350 SHS WESTERN ASSET INV GRADE DEFINED OPPORTUNITY TR	7,548.	8,068.
100 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	2,322.	10.
900 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	18,833.	90.
350 SHS ABBOTT LABS	21,704.	22,925.
1,900 SHS. ARES CAPITAL CORP SENIOR NOTES 5.875% DUE 10/1/2022	47,903.	46,683.
430 SHS. DEERE CO	35,736.	37,161.
700 SHS. DIGITAL RLTY TR INC	48,996.	47,523.
250 SHS. EXXON MOBIL	21,806.	21,636.
400 SHS. HOME PROPERTIES INC.	25,728.	24,524.
300 SHS. KIMBERLY CLARK	25,243.	25,329.
1,000 SHS. PFIZER INC.	22,597.	25,079.
250 SHS. PHILLIPS 66	7,406.	13,275.
250 SHS. PHILLIPS 66	7,237.	13,275.
700 SHS. PUBLIC SERVICE ENTERPRISE GROUP	20,797.	21,420.
700 SHS. PUBLIC SERVICE ENTERPRISE GROUP	21,973.	21,420.
2,000 SHS. QWEST CORPORATION	50,953.	52,800.
300 SHS. ROCKWELL AUTOMATION INC	23,932.	25,197.
1,000 SHS. SECTOR SPDR UTILITIES	37,542.	37,900.
400 SHS. STRYKER CORP	22,167.	21,928.
1,500 SHS. TEMPLETON EMERG MKT	25,223.	25,965.
1,150 SHS. WESTERN ASSET INV GRADE	25,187.	26,508.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,634,483.	1,797,257.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$100,000 CBS CORP DEBENTURE 7.875% 9/1/2023	107,054.	132,884.
$50,000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	49,235.	55,803.
$50,000 GTE CA INC DEB 6.75% 5/15/27	50,614.	59,194.
$20,000 MERRILL LYNCH & CO NOTES 5.45% 2/5/13	20,041.	20,087.
$70,000 GENWORTH FINANCIAL INC	74,301.	74,041.
TOTAL TO FORM 990-PF, PART II, LINE 10C	301,245.	342,009.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
LAPHAM CHARITABLE LEAD UNITRUST	CUMMINGS & LOCKWOOD, PO BOX 271820 WEST HARTFORD, CT 061271820