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

2012

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

For calendar year 2012, or tax year beginning

, 2012, and ending

The Vazomica Foundation, Inc.
66 Rockwood Lane
Greenwich, CT 06830-3845

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

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16) J Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) \$ 876,193.

Part I. Analysis of Revenue and Expenses

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	832.	832.	832.	
4	Dividends and interest from securities	27,532.	27,532.	27,532.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	108,724.			
7	Capital gain net income (from Part IV, line 2)				
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/(loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	46,154.	46,154.	30,120.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other prof fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) See Stmt 1	3,277.	3,277.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	11,946.			
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 2	463.	150.		313.
24	Total operating and administrative expenses. Add lines 13 through 23	15,686.	3,427.		313.
25	Contributions, gifts, grants paid	71,421.			71,421.
26	Total expenses and disbursements. Add lines 24 and 25	87,107.	3,427.	0.	71,734.
27	Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-40,953.			
	b Net investment income (if negative, enter -0-)		42,727.		
	c Adjusted net income (if negative, enter -0-)			30,120.	

AUG 22 2013

REVENUE

ADMINISTRATIVE
OPERATING
AND EXPENSESOGDEN, UT
AUG 9 2013

ASSETS	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
LIABILITIES	1 Cash – non-interest-bearing		104,408.	148,949.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			2,036.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)		470,845.	434,454.
	c Investments – corporate bonds (attach schedule)		25,000.	613,095.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)		120,969.	94,830.
	14 Land, buildings, and equipment basis ►			112,113.
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		721,222.	680,269.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►	<input checked="" type="checkbox"/>		
	24 Unrestricted		721,222.	680,269.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►	<input type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)		721,222.	680,269.
	31 Total liabilities and net assets/fund balances (see instructions)		721,222.	680,269.

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	721,222.
2 Enter amount from Part I, line 27a	2	-40,953.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	680,269.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	680,269.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 3					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss).		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	17,790.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	1,756.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	88,864.	865,826.	0.102635
2010	101,645.	909,132.	0.111804
2009	83,864.	856,091.	0.097962
2008	111,274.	1,117,433.	0.099580
2007	149,357.	1,355,687.	0.110171

2 Total of line 1, column (d)	2	0.522152
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.104430
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	427.
7 Add lines 5 and 6	7	427.
8 Enter qualifying distributions from Part XII, line 4	8	71,734.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	<table border="1" style="margin-left: 10px;"> <tr><td>1</td><td>427.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>427.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>427.</td></tr> <tr><td>6 a</td><td>2,036.</td></tr> <tr><td>6 b</td><td></td></tr> <tr><td>6 c</td><td>900.</td></tr> <tr><td>6 d</td><td></td></tr> <tr><td>7</td><td>2,936.</td></tr> </table>	1	427.	2	0.	3	427.	4	0.	5	427.	6 a	2,036.	6 b		6 c	900.	6 d		7	2,936.
1	427.																					
2	0.																					
3	427.																					
4	0.																					
5	427.																					
6 a	2,036.																					
6 b																						
6 c	900.																					
6 d																						
7	2,936.																					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b																					
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)																					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)																					
3	Add lines 1 and 2																					
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)																					
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-																					
6	Credits/Payments																					
a	2012 estimated tax pmts and 2011 overpayment credited to 2012																					
b	Exempt foreign organizations – tax withheld at source																					
c	Tax paid with application for extension of time to file (Form 8868)																					
d	Backup withholding erroneously withheld																					
7	Total credits and payments. Add lines 6a through 6d																					
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached																					
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed																					
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid																					
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,509. Refunded																					

Part VII-A | Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	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

1 c	X
-----	---

c Did the foundation file **Form 1120-POL** for this year?

1 c	X
-----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1 c	X
-----	---

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

1 c	X
-----	---

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2	X
---	---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2	X
---	---

If 'Yes,' attach a detailed description of the activities

3	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

4 a	X
-----	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 b	N/A
-----	-----

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
---	---

If 'Yes,' attach the statement required by **General Instruction T**

7	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8 a	X
-----	---

• By language in the governing instrument, or

9	X
---	---

• 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?

10	X
----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

10	X
----	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT

10	X
----	---

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

10	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

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

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 ► Catherine Ladnier Located at ► 66 Rockwood Lane Greenwich CT	Telephone no ► 203-629-5872 ZIP + 4 ► 06830-3845		
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	► <input type="checkbox"/>
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	Yes	No
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.				
1 a	During the year did the foundation (either directly or indirectly).			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1 b		
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?	1 c		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 a		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 b		

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(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

Yes No

Yes No

Yes No

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)?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?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

N/A Yes No**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?

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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Catherine Ladnier 66 Rockwood Lane Greenwich, CT 06830-3845	President & 4.00	0.	0.	0.
John M. Robinson 66 Rockwod Lane Greenwich, CT 06830-3845	Secretary 6.00	0.	0.	0.

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

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

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

► 0

BAA

TEEA0306L 12/22/12

Form 990-PF (2012)

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services.

Q

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1

N/A

2

All other program-related investments See instructions

3

Total Add lines 1 through 3

0

BAA

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

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
2a Tax on investment income for 2012 from Part VI, line 5	2 a 427.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b
c Add lines 2a and 2b	2 c 427.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 -427.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 -427.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 0.

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	1 a 71,734.
b Program-related investments – total from Part IX-B	1 b
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)	3 a
b Cash distribution test (attach the required schedule)	3 b
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 71,734.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 427.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 71,307.

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				0.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years: 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	150,707.			
b From 2008	112,626.			
c From 2009	83,864.			
d From 2010	101,645.			
e From 2011	47,606.			
f Total of lines 3a through e	496,448.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 71,734.			0.	
a Applied to 2011, but not more than line 2a				
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				0.
e Remaining amount distributed out of corpus	71,734.			
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:	568,182.			
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	150,707.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	417,475.			
10 Analysis of line 9				
a Excess from 2008	112,626.			
b Excess from 2009	83,864.			
c Excess from 2010	101,645.			
d Excess from 2011	47,606.			
e Excess from 2012	71,734.			

BAA

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

N/A

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.

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

6 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
<i>a Paid during the year</i> See Statement 4				
Total				► 3a 71,421.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					832.
4 Dividends and interest from securities					27,532.
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					17,790.
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)					46,154.
13 Total. Add line 12, columns (b), (d), and (e)					46,154.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax 2011	\$ 1,584.	\$ 1,584.		
Foreign Taxes	1,693.	1,693.		
Total	<u>\$ 3,277.</u>	<u>\$ 3,277.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brokerage Account Annual Fee	\$ 150.	\$ 150.		
Software	313.			
Total	<u>\$ 463.</u>	<u>\$ 150.</u>	<u>\$ 0.</u>	<u>\$ 313.</u>

Statement 3
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	2888 IBERO AMERICA FUND	Purchased	2/07/2007	5/09/2012				
2	1000 J P MORGAN CHASE CAP XIV	Purchased	9/22/2004	5/14/2012				
3	386 FRONTIER COMMUNICATIONS	Purchased	12/30/1998	8/13/2012				
4	2 MISC. FRACTIONAL SHARES	Purchased	6/18/2010	9/24/2012				
5	1400 WILLIAMS SONOMA	Purchased	3/14/2001	10/26/2012				
6	600 WILLIAMS SONOMA	Purchased	9/09/2009	10/26/2012				
7	15 EMERSON ELEC CALL OPTIONS	Purchased	8/17/2012	12/22/2012				
7	Capital Gain Dividends							
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	0.		29,543.	-29,543.				\$ -29,543.
2	24,694.		25,000.	-306.				-306.
3	1,797.		5,481.	-3,684.				-3,684.
4	121.		112.	9.				9.
5	56,249.		19,190.	37,059.				37,059.
6	24,107.		11,608.	12,499.				12,499.
7	1,756.		0.	1,756.				1,756.
							Total	<u>\$ 17,790.</u>

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Statement 4
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
University of Memphis Foundation 319 Administration Building Memphis, TN 38152			EDUCATIONAL ASSISTANCE	\$ 26,820.
NATIONAL WILDLIFE FEDERATION 11100 Wildlife Center Drive RESTON, VA 20190			CONSERVATION	11,200.
THE SECOND CONGREGATIONAL CHURCH NORTH MAPLE GREENWICH, CT 06830			RELIGIOUS ASSISTANCE	8,391.
ROUNABOUT THEATRE 231 West 39th Street, Suite 1200 NEW YORK, NY 10018			PERFORMING ARTS PROGRAM	4,000.
GOODSPEED MUSICALS 6 Main St, EAST HADDAM, CT 06423			PERFORMING ARTS PROGRAM	3,000.
BRUCE MUSEUM 1 Museum Dr GREENWICH, CT 06830			ARTS PROGRAM	1,000.
CONNECTICUT BEARDSLEY ZOO 1875 Noble Ave BRIDGEPORT, CT 06610			CONSERVATION	1,500.
MANHATTAN THEATRE CLUB 311 West 43rd Street, 8th Floor NEW YORK, NY 10036			PERFORMING ARTS PROGRAM	2,250.
QUILL ENTERTAINMENT COMPANY PO BOX 209 GREENWICH, CT 06830			PERFORMING ARTS PROGRAM	420.
CONNECTICUT PUBLIC BROADCASTING 1045 ASYLUM ROAD HARTFORD, CT 06105			CHARITABLE	2,000.
GREENWICH HISTORICAL SOCIETY 39 Strickland Rd GREENWICH, CT 06807			CONSERVATION	600.

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Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GREENWICH SPANISH SCHOOL 6 Riverdale Ave #109 GREENWICH, CT 06831			EDUCATIONAL ASSISTANCE	\$ 500.
LA CREOLE P.O. Box 791845 NEW ORLEANS, LA 70179			CONSERVATION	250.
GREENWICH ARTS COUNCIL 299 GREENWICH AVENUE GREENWICH, CT 06830			ARTS EDUCATION	250.
MILLS COLLEGE 5000 MACARTHUR BOULEVARD OAKLAND, CA 94613			EDUCATIONAL ASSISTANCE	3,200.
NEW ENGLAND HISTORIC GENEALOGICAL SOC'TY 99 - 101 Newbury Street BOSTON, MA 02116			HISTORIC PRESERVATION	250.
WOMEN'S CLUB OF GREENWICH NORTH MAPLE STREET GREENWICH, CT 06830			COMMUNITY SERVICES	150.
OCCIDENTAL COLLEGE 1600 Campus Rd EAGLE ROCK, CA 90041			EDUCATIONAL ASSISTANCE	300.
FRIENDS AND DESCENDANTS JOHNSON'S ISLAND 3510 Confederate Drive JOHNSON'S ISLAND, OH 43440			HISTORIC PRESERVATION	190.
SAVE THE FRANKLIN BATTLEFIELD PO Box 851 FRANKLIN, TN 37065			HISTORIC PRESERVATION	250.
AMERICAN CHESTNUT FOUNDATION 160 Zillico Street, Suite D ASHEVILLE, NC 28801			CONSERVATION	120.
LYNDHURST 635 S Broadway TARRYTOWN, NY 10591			HISTORIC PRESERVATION	1,000.
BACKCOUNTRY JAZZ 15 East Putnam Avenue, #397 GREENWICH, CT 06830			PERFORMING ARTS PROGRAM	500.

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Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
THE NATURE CONSERVANCY OF CONNECTICUT 55 Church Street, Floor 3 NEW HAVEN, CT 06510			CONSERVATION	\$ 1,000.
LONG WHARF THEATRE 222 Sargent Drive NEW HAVEN, CT 06511			PERFORMING ARTS PROGRAM	200.
GREENWICH LIBRARY 101 WEST PUTNAM GREENWICH, CT 06830			COMMUNITY SERVICE	250.
BEST FRIENDS ANIMAL SOCIETY 5001 Angel Canyon Road KANAB, UT 84741			COMMUNITY SERVICE	300.
ARTS IN THE ARMED FORCES P.O. Box 20687 BROOKLYN, NY 11202			PERFORMING ARTS PROGRAM	100.
AXIAL THEATRE PO Box 1004 YORKTOWN HEIGHTS, NY 10570			PERFORMING ARTS PROGRAM	100.
STAND FOR THE TROOPS PO Box 11179 GREENWICH, CT 06831			COMMUNITY SERVICES	100.
TOSCAC 67 Main Street, Suite 101 BREWSTER, NY 10509			PERFORMING ARTS PROGRAM	175.
FRIENDS OF THE SMITHSONIAN PO Box 37012, MRC 712 WASHINGTON, DC 20013			HISTORIC PRESERVATION	300.
WOMEN'S CLUB OF GREENWICH 89 Maple Ave GREENWICH, CT 06830			COMMUNITY SERVICES	150.
THIRTEEN - WNYC 825 Eighth Avenue NEW YORK, NY 10019			CHARITABLE	100.
ASPCA 424 E 92nd St NEW YORK, NY 10128			CHARITABLE	200.
SECOND STAGE 305 W 43rd St NEW YORK, NY 10036				100.

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Statement 4 (continued)
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Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GREENWICH CHORAL SOCIETY 299 Greenwich Avenue, 3rd floor GREENWICH, CT 06830			PERFORMING ARTS PROGRAM	\$ 30.
TENNESSEE GENEALOGICAL SOCIETY 7779 POPLAR PIKE ROAD GERMANTOWN, TN 38183			HISTORIC PRESERVATION	25.
NEW YORK GENEALOGICAL & BIOGRAPHICAL SOC 36 West 44th Street 7th Floor NEW YORK, NY 10036			HISTORIC PRESERVATION	150.
Total				\$ <u>71,421.</u>