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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation SBM CHARITABLE FOUNDATION INC		A Employer identification number  06-1574365	
Number and street (or P O box number if mail is not delivered to street address) 935 MAIN STREET LEVEL C NO B-101		B Telephone number (see instructions)  (860) 533-0355	
City or town, state, and ZIP code MANCHESTER, CT 06040		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 37,843,533	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	689,711	689,711		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	488,279			
	b Gross sales price for all assets on line 6a _____ 4,658,945				
	7 Capital gain net income (from Part IV, line 2) . . . .		488,279		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,177,990	1,177,990		
	13 Compensation of officers, directors, trustees, etc	75,716	0		75,716
	14 Other employee salaries and wages . . . . .	82,195	0		82,195
	15 Pension plans, employee benefits . . . . .	52,771	0		53,825
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	13,300	0		12,900
	c Other professional fees (attach schedule) . . . . .	4,422	0		4,422
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	10,322	0		0
	19 Depreciation (attach schedule) and depletion . . .	7,263	0		
	20 Occupancy . . . . .	8,152	0		8,152
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	179,950	150,289		29,661
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	434,091	150,289		266,871
	25 Contributions, gifts, grants paid . . . . .	1,989,754			2,051,987
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,423,845	150,289		2,318,858
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-1,245,855			
	b <b>Net investment income</b> (if negative, enter -0-)		1,027,701		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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
Assets	1	Cash—non-interest-bearing . . . . .	300	300	300
	2	Savings and temporary cash investments . . . . .	1,770,307	924,596	924,596
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	3,112	1,870	1,870
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	33,996,290	36,782,678	36,782,678
	14	Land, buildings, and equipment basis ▶ 193,409 Less accumulated depreciation (attach schedule) ▶ 59,320	138,485	134,089	134,089
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,908,494	37,843,533	37,843,533	
Liabilities	17	Accounts payable and accrued expenses . . . . .	23,625	23,387	
	18	Grants payable . . . . .	1,255,000	1,192,767	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	1,278,625	1,216,154	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .	34,629,869	36,627,379	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	34,629,869	36,627,379	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	35,908,494	37,843,533	

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	34,629,869
2	Enter amount from Part I, line 27a . . . . .	2	-1,245,855
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,243,365
4	Add lines 1, 2, and 3 . . . . .	4	36,627,379
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	36,627,379

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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 See Additional Data Table			
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	488,279
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	

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 page 18 of 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	2,409,997	37,205,029	0 064776
2010	1,865,800	36,548,956	0 051049
2009	1,981,067	32,832,786	0 060338
2008	2,294,550	40,051,729	0 057290
2007	2,297,024	47,093,639	0 048776

2	Total of line 1, column (d). . . . .	2	0 282229
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 056446
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	36,186,177
5	Multiply line 4 by line 3. . . . .	5	2,042,565
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	10,277
7	Add lines 5 and 6. . . . .	7	2,052,842
8	Enter qualifying distributions from Part XII, line 4. . . . .  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	8	2,318,858

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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 instructions)			
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 . . . . .		1	10,277
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	10,277
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	10,277
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,000	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	322	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	10,322
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	45
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 45	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW.SBMFOUNDATION.ORG				
14	The books are in care of ►DOREEN DOWNHAMTelephone no ►(860) 533-0355 Located at ►935 MAIN STREET SUITE B-101 LEVEL C MANCHESTER CTZIP +4 ►06040			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►	15		
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		No
See 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? <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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	1b		
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		No
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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

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
PRIME BUCHHOLZ & ASSOCIATES INC	INVESTMENT MANAGEMENT	75,000
99 HIGH STREET 22ND FLOOR		
BOSTON, MA 02109		
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 THE FOUNDATION PROVIDES GRANTS AND SCHOLARSHIPS TO ORGANIZATIONS AND INDIVIDUALS THAT MEET THE ORGANIZATION'S EXEMPT PURPOSE CRITERIA	2,318,764
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . .	

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	36,615,058
b	Average of monthly cash balances. . . . .	1b	122,178
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	36,737,236
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	36,737,236
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	551,059
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,186,177
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,809,309

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	1,809,309
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	10,277
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	10,277
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,799,032
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,799,032
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,799,032

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	2,318,858
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	2,318,858
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	10,277
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,308,581
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,799,032
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			752,393	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 2,318,858				
a Applied to 2011, but not more than line 2a			752,393	
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. . . . .				1,566,465
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 instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				232,567
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). . . .	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)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

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

KELLEY GUNTHER FOUNDATION AND SCHOL  
935 MAIN STREET SUITE B-101 LEVEL C  
MANCHESTER,CT 06040  
(860) 533-1067

b

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

COMPLETION OF THE "REQUEST FOR GRANT" FORM LOCATED ON THE ORGANIZATION'S WEB SITE

c

Any submission deadlines

SCHOLARSHIPS ARE ACCEPTED FROM JANUARY THROUGH MARCH FOR THE FOLLOWING FALL SEMESTER

d

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

GRANTS AND SCHOLARSHIPS LIMITED TO THE GEOGRAPHICAL AREAS INDICATED ON THE WEB SITE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	2,051,987
b Approved for future payment See Additional Data Table				
Total . . . . .			3b	1,192,767

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	689,711	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	488,279	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .		0		1,177,990	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		1,177,990

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

**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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00852868
	PAUL BALLASY	PAUL BALLASY			
	Firm's name <input type="checkbox"/>	COHNREZNICK LLP 180 GLASTONBURY BOULEVARD			Firm's EIN <input type="checkbox"/> 22-1478099
	Firm's address <input type="checkbox"/>	GLASTONBURY, CT 06033			Phone no (860) 633-3000

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

(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 )
BANK OF NY		2006-01-06	2012-03-01
US BANK		2012-03-01	2012-12-30
ARCHSTONE	P	2006-01-06	2012-12-01
FORESTER CAPITAL	P	2006-01-06	2012-12-01
WELLINGTON TRUST COMPANY	P	2006-01-06	2012-12-01
AEW	P	2006-01-06	2012-12-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
575,637		454,970	120,667
2,973,331		2,774,231	199,100
500,000		407,530	92,470
200,000		159,715	40,285
396,000		374,220	21,780
13,977			13,977

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			120,667
			199,100
			92,470
			40,285
			21,780
			13,977

Form 990PF Part VIII Line 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
LAURENCE P RUBINOW	CHAIRMAN 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
RICHARD P MEDUSKI	PRESIDENT 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
BRIAN A ORENSTEIN	TREASURER 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
DOUGLAS K ANDERSON	VICE PRESIDENT 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
SHEILA B FLANAGAN	PAST EXECUTIVE DIRECTOR 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
TIMOTHY MOYNIHAN	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
TIMOTHY J DEVANNEY	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
JOHN D LABELLE JR	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
JON L NORRIS	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
JOHN G SOMMERS	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
GREGORY S WOLFF	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
MICHAEL J HARTL	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
LINDA S KLEIN	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
RICHARD SUSKI	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
CHARLES L PIKE	VICE PRESIDENT 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
DOREEN DOWNHAM	EX DIR/SECRETARY 40 00	75,716	3,350	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
ERIC A MARZIALI	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				
WILLIAM D O'NEILL	TRUSTEE 0 05	0	0	0
935 MAIN STREET LEVEL C SUITE B-101 MANCHESTER, CT 06040				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AHM YOUTH SERVICES INC 25 PENDLETON DRIVE HEBRON,CT 06082			GENERAL USE GRANT	4,000
ALTRUSA INTERNATIONAL INC 332 S MICHIGAN AVE CHICAGO,IL 60604			GENERAL USE GRANT	4,500
BILLINGS FORGE COMMUNITY WORKS 140 RUSS STREET ST N110 HARTFORD,CT 06106			GENERAL USE GRANT	5,000
BOY SCOUTS OF AMERICA CRC 60 DARLIN ST PO BOX EAST HARTFORD,CT 061072105			GENERAL USE GRANT	30,000
BUILDING HEALTHY FAMILIES INC 302 HACKMATAACK STREET MANCHESTER,CT 06040			GENERAL USE GRANT	5,000
CAST INC PO BOX 1268 MANCHESTER,CT 06045			GENERAL USE GRANT	1,000
CAMP CARE INC 106 ROUTE 66 COLUMBIA,CT 06266			GENERAL USE GRANT	5,000
CATHOLIC CHARITIES 331 MAIN STREET NORWICH,CT 06360			GENERAL USE GRANT	1,000
CENTER FOR CHILDREN'S ADVOCACY INC 65 ELIZABETH STREET HARTFORD,CT 06105			GENERAL USE GRANT	1,000
CENTRAL CONNECTICUT STATE UNIVERSITY 1615 STANLEY ST NEW BRITAIN,CT 060504010			SCHOLARSHIPS	12,500
CHILDREN'S LAW CENTER 30 ARBOR STREET NORTH HARTFORD,CT 061191437			GENERAL USE GRANT	18,000
COMMUNITY CHILD GUIDANCE CLINIC 317 NORTH MAIN STREET MANCHESTER,CT 06042			GENERAL USE GRANT	25,000
CONCORACONNECTICUT CHORAL ARTISTS INC 233 PEAR STREET HARTFORD,CT 06103			GENERAL USE GRANT	4,000
CONNECICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON,CT 06320			SCHOLARSHIPS	1,500
CONNECTICUT AUDUBON SOCIETY 1316 MAIN STREET GLASTONBURY,CT 06106			GENERAL USE GRANT	12,726

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CONNECTICUT COUNCIL FOR PHILANTHROPY 221 MAIN STREET HARTFORD,CT 06106			GENERAL USE GRANT	3,900
CONNECTICUT FARMLAND TRUST 77 BUCKINGHAM STREET HARTFORD,CT 06238			GENERAL USE GRANT	5,000
THE CONNECTICUT FORUM 750 MAIN STREET HARTFORD,CT 06103			GENERAL USE GRANT	2,500
CONNECTICUT LANDMARKS 2299 SOUTH STREET COVENTRY,CT 06103			GENERAL USE GRANT	46,000
CONNECTICUT PUBLIC BROADCASTING NETWORK 1049 ASYLUM AVE HARTFORD,CT 06103			GENERAL USE GRANT	10,000
CONNECTICUT RADIO INFORMATION SYSTEMS 515 NORTH EAGLEVILLE ROAD STORRS,CT 06268			GENERAL USE GRANT	500
CONNECTICUT SCIENCE CENTER 250 COLUMBUS BLVD HARTFORD,CT 06106			GENERAL USE GRANT	103,000
CONNECTICUT STORYTELLING CENTER 270 MOHEGAN AVENUE NEW LONDON,CT 06320			GENERAL USE GRANT	5,000
CONNECTICUT YOUTH LEADERSHIP PROJECT INC 202 HIGHWOOD DRIVE SOUTH GLASTONBURY,CT 060661436			GENERAL USE GRANT	2,000
CORNERSTONE SOUP KITCHEN PO BOX 2036 ROCKVILLE,CT 06002			GENERAL USE GRANT	5,000
COVENANT SOUP KITCHEN 220 VALLEY STREET WILLIMANTIC,CT 06226			GENERAL USE GRANT	5,000
COVENANT TO CARE FOR CHILDREN 120 MOUNTAIN AVENUE BLOOMFIELD,CT 06238			GENERAL USE GRANT	3,000
DOWNTOWN MANCHESTER SPECIAL SERVDISTRICT 983 MAIN STREET SUITE 10 MANCHESTER,CT 06108			GENERAL USE GRANT	1,000
EAST HARTFORD CHILDPLAN INC 50 CHAPMAN PLACE EAST HARTFORD,CT 06095			GENERAL USE GRANT	25,292
EAST HARTFORD INTERFAITH MINISTRIES 837 MAIN STREET EAST HARTFORD,CT 06108			GENERAL USE GRANT	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
EASTER SEALS REHABILITATION CENTER 100 DEERFIELD ROAD WINDSOR,CT 06226			GENERAL USE GRANT	3,000
EASTERN CONNECTICUT STATE UNIVERSITY 83 WINDHAM STREET WILLIMANTIC,CT 06040			SCHOLARSHIPS	19,500
EASTERN CONNECTICUT STATE UNIVERSITY 83 WINDHAM STREET WILLIMANTIC,CT 06040			GENERAL USE GRANT	100,500
EASTERN CT STATE UNIVERSITY FOUNDATION 83 WINDHAM STREET WILLIMANTIC,CT 06040			SCHOLARSHIPS	16,350
ECHN COMMUNITY HEALTHCARE FOUNDATION INC 71 HAYNES STREET MANCHESTER,CT 060830544			GENERAL USE GRANT	90,562
FAIRFIELD UNIVERSITY 1073 N BENSON RD FAIRFIELD,CT 064305195			SCHOLARSHIPS	3,500
FIDELCO GUIDE DOG FOUNDATION 103 OLD IRON ORE ROAD BLOOMFIELD,CT 06002			GENERAL USE GRANT	500
FOODSHARE 450 WOODLAND AVE BLOOMFIELD,CT 06226			GENERAL USE GRANT	16,500
FRIENDS OF THE LIBRARY ASSOCIATION OF WAREHOUSE POINT 107 MAIN STREET EAST WINDSOR,CT 06088			GENERAL USE GRANT	250
GENERATIONS FAMILY HEALTH CENTER INC 1315 MAIN STREET WILLIMANTIC,CT 06033			GENERAL USE GRANT	35,000
GIRL SCOUTS OF CT 340 WASHINGTON STREET HARTFORD,CT 06106			GENERAL USE GRANT	29,525
GLASTONBURY COUNCIL OF PTO 305 MAY ROAD EAST HARTFORD,CT 06118			GENERAL USE GRANT	500
GOODSPEED MUSICALS 6 MAIN STREET PO BOX A EAST HADDAM,CT 06117			GENERAL USE GRANT	25,000
GOODWIN COLLEGE 133 RIVERSIDE DRIVE EAST HARTFORD,CT 06118			SCHOLARSHIPS	2,500
HANDS ON HARTFORD 330 MAIN STREET 3RD FLOOR HARTFORD,CT 06106			GENERAL USE GRANT	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HARTFORD ART SCHOOL 200 BLOOMFIELD AVE WEST HARTFORD,CT 06103			GENERAL USE GRANT	19,997
HARTFORD CONSORTIUM FOR HIGHER EDUCATION 95 MAIN STREET SUITE 314 HARTFORD,CT 06103			GENERAL USE GRANT	5,000
HARTFORD GAY & LESBIAN HEALTH COLLECTIVE 1841 BROAD STREET HARTFORD,CT 06114			GENERAL USE GRANT	4,000
HARTFORD HOSPITAL 80 SEYMOUR STREET HARTFORD,CT 06102			GENERAL USE GRANT	8,154
HARTFORD JEWISH FEDERATION 335 BLOOMFIELD AVE SUITE C WEST HARTFORD,CT 06117			GENERAL USE GRANT	10,000
HARTFORD STAGE COMPANY 50 CHURCH STREET HARTFORD,CT 061031629			GENERAL USE GRANT	84,000
HARTFORD'S CAMP COURANT 285 BROAD STREET HARTFORD,CT 06032			GENERAL USE GRANT	12,000
HILL-STEAD MUSEUM 35 MOUNTAIN RD FARMINGTON,CT 06002			GENERAL USE GRANT	25,000
HOCKANUM VALLEY COMMUNITY COUNCIL INC 155 WEST MAIN STREET VERNON,CT 06226			GENERAL USE GRANT	34,700
HOLY FAMILY SHELTER PO BOX 884 WILLIMANTIC,CT 06002			GENERAL USE GRANT	1,000
HORIZON'S INC 127 BABCOCK HILL RD SOUTH WINDHAM,CT 06266			GENERAL USE GRANT	98,300
INTERVAL HOUSE PO BOX 340207 HARTFORD,CT 06117			GENERAL USE GRANT	5,000
JUMPSTART FOR YOUNG CHILDREN 505 8TH AVENUE SUITE 1100 NEW YORK,NY 10018			GENERAL USE GRANT	5,000
JUNIOR ACHIEVEMENT OF SOUTHWEST NEW ENGLAND INC 11 ASYLUM STREET SUITE 601 HARTFORD,CT 06103			GENERAL USE GRANT	8,742
KIDSAFE CT 19 ELM ST ROCKVILLE,CT 06066			GENERAL USE GRANT	13,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LAWYERS FOR CHILDREN AMERICA 151 FARMINGTON AVE HARTFORD,CT 06040			GENERAL USE GRANT	2,000
LITERACY VOLUNTEERS OF AMERICA - NORTHERN CT INC 170 ELM STREET ENFIELD,CT 06082			GENERAL USE GRANT	750
LITTLE THEATRE OF MANCHESTER AT CHENEY HALL 177 HARTFORD ROAD MANCHESTER,CT 06040			GENERAL USE GRANT	1,000
LOAVES AND FISHES 360 FARMINGTON AVE HARTFORD,CT 06105			GENERAL USE GRANT	5,000
LUTZ CHILDREN'S MUSEUM 247 SOUTH MAIN STREET MANCHESTER,CT 06103			GENERAL USE GRANT	500
MALTA HOUSE OF CARE FOUNDATION 1 STATE STREET SUITE HARTFORD,CT 060453084			GENERAL USE GRANT	15,000
MANCHESTER AREA CONFERENCE OF CHURCHES 466 MAIN STREET MANCHESTER,CT 06045			GENERAL USE GRANT	20,000
MANCHESTER BICENTENNIAL BAND SHELL 60 BIDWELL STREET MANCHESTER,CT 06040			GENERAL USE GRANT	1,000
MANCHESTER BOARD OF EDUCATION 45 NORTH SCHOOL STREET MANCHESTER,CT 06040			GENERAL USE GRANT	1,732
MANCHESTER COMMUNITY COLLEGE GREAT PATH - PO BOX 1046 MANCHESTER,CT 060401046			SCHOLARSHIPS	11,750
MANCHESTER COMMUNITY COLLEGE FOUNDATION GREAT PATHS MS 6 PO MANCHESTER,CT 06042			GENERAL USE GRANT	50,000
MANCHESTER HISTORICAL SOCIETY 175 PINE STREET MANCHESTER,CT 06040			GENERAL USE GRANT	1,475
MANCHESTER INDEPENDENCE DAY COMMITTEE 41 CENTER STREET MANCHESTER,CT 06040			GENERAL USE GRANT	5,000
MANCHESTER REGIONAL POLICEFIRE PIPEBAND 71 LINDWOOD DRIVE EAST HARTFORD,CT 06108			GENERAL USE GRANT	4,000
MANCHESTER RING OF CHAMPIONS SOCIETY 52 MAIN STREET MANCHESTER,CT 06042			GENERAL USE GRANT	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
MANCHESTER ROAD RACE 41 CENTER STREET MANCHESTER,CT 06040			GENERAL USE GRANT	1,000
MANCHESTER SYMPHONY ORCHESTRA AND CHORALE PO BOX 861 MANCHESTER,CT 06040			GENERAL USE GRANT	4,000
MARC INC OF MANCHESTER 376R WEST MIDDLE TPKE MANCHESTER,CT 060451373			GENERAL USE GRANT	46,600
MAYOR'S PROGRAM FOR MANCHESTER CHILDREN PO BOX 1373 MANCHESTER,CT 06045			GENERAL USE GRANT	12,500
MERCY HOUSING AND SHELTER CORPORATION 211 WETHERSFIELD AVE HARTFORD,CT 06033			GENERAL USE GRANT	5,000
MUSEUM OF CONNECTICUT GLASS 289 NORTH RIVER RD COVENTRY,CT 06238			GENERAL USE GRANT	1,500
MY SISTERS' PLACE 102 PLINY STREET HARTFORD,CT 06120			GENERAL USE GRANT	28,000
NATIONAL CONFERENCE FOR COMM & JUSTICE 1095 DAY HILL ROAD SUITE 100 WINDSOR,CT 06095			GENERAL USE GRANT	2,000
NEW BRITAIN MUSEUM OF AMERICAN ART 56 LEXINGTON STREET NEW BRITAIN,CT 06050			GENERAL USE GRANT	15,000
NEW ENGLAND AIR MUSEUM 36 PERIMETER RD WINDSOR LOCKS,CT 06096			GENERAL USE GRANT	17,500
NUTMEG STATE GAMES 290 ROBERTS STREET EAST HARTFORD,CT 06108			GENERAL USE GRANT	2,500
OPEN HEARTH ASSOCIATION PO BOX 1077 HARTFORD,CT 06226			GENERAL USE GRANT	30,000
OUR PIECE OF THE PIE INC 20- 28 SARGEANT STREET HARTFORD,CT 06105			GENERAL USE GRANT	3,000
PERCEPTION PROGRAM PO BOX 407 WILLIMANTIC,CT 06510			GENERAL USE GRANT	5,000
PREVENT BLINDNESS TRI-STATE 101 WHITNEY AVE SUITE NEW HAVEN,CT 06050			GENERAL USE GRANT	3,000

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<b>a</b> <i>Paid during the year</i>				
QUINEBAUG VALLEY COMMUNITY COLLEGE 729 MAIN STREET WILLIMANTIC,CT 06226			SCHOLARSHIPS	2,000
QUINNIPIAC UNIVERSITY 27 MOUNT CARMEL AVENUE HAMDEN,CT 065181908			SCHOLARSHIPS	3,500
READ TO GROW INC 53 SCHOOL GROUND RD BRANFORD,CT 06450			GENERAL USE GRANT	8,000
REBUILDING TOGETHER - MANCHESTER 41 CENTER STREET PO BOX MANCHESTER,CT 06040			GENERAL USE GRANT	50,000
RETURN OF SCHOLARSHIP FUNDS 935 MAIN STREET LEVEL C MANCHESTER,CT 06040			SCHOLARSHIPS	-12,836
RIVERFRONT RECAPTURE INC 50 COLUMBUS BLVD HARTFORD,CT 06106			GENERAL USE GRANT	5,000
SACRED HEART UNIVERSITY 5151 PARK AVE FAIRFIELD,CT 064321000			SCHOLARSHIPS	3,500
SALVATION ARMY 855 ASYLUM AVE HARTFORD,CT 06066			GENERAL USE GRANT	4,000
SAXTON B LITTLE FREE LIBRARY INC 319 CONNECTICUT 87 COLUMBIA,CT 06237			GENERAL USE GRANT	4,200
SEA RESEARCH FOUNDATION 55 COOGAN BLVD MYSTIC,CT 06355			GENERAL USE GRANT	14,500
SOUTH WINDSOR CULTURAL ARTS PO BOX 401 SOUTH WINDSOR,CT 06074			GENERAL USE GRANT	500
SOUTH WINDSOR HISTORICAL SOCIETY PO BOX 216 SOUTH WINDSOR,CT 06074			GENERAL USE GRANT	500
SOUTHERN CONNECTICUT STATE UNIVERSITY 501 CRESCENT ST NEW HAVEN,CT 065151355			SCHOLARSHIPS	3,250
SPECIAL OLYMPICS OC CT INC 2666 STATE STREET SUITE 1 HAMDEN,CT 06517			GENERAL USE GRANT	500
ST FRANCIS HOSPITAL & MEDICAL CENTER 114 WOODLAND STREET HARTFORD,CT 06105			GENERAL USE GRANT	40,000


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE BRIDGE FAMILY CENTER INC 1022 FARMINGTON AVENUE WEST HARTFORD,CT 060451268			GENERAL USE GRANT	3,000
THE CHILDREN'S MUSEUM 950 TROUT BROOK DR WEST HARTFORD,CT 06095			GENERAL USE GRANT	20,000
THE DISCOVERY CENTER INC 790 FARMINGTON AVE FARMINGTON,CT 06030			GENERAL USE GRANT	27,030
THE LEUKEMIA & LYMPHOMA SOCIETY 321 RESEARCH PARKWAY SUITE 212 MERIDEN,CT 06450			GENERAL USE GRANT	250
TOWN OF MANCHESTER 41 CENTER STREET MANCHESTER,CT 06040			GENERAL USE GRANT	9,500
TOWN OF MANSFIELD 4 SOUTH EAGLEVILLE ROAD STORRSMANSFIELD,CT 06268			GENERAL USE GRANT	500
TOWN OF SOUTH WINDSOR 1540 SULLIVAN AVE SOUTH WINDSOR,CT 06074			GENERAL USE GRANT	1,500
TOWN OF VERNON 14 PARK PLACE VERNON ROCKVILLE,CT 06066			GENERAL USE GRANT	800
UNITED CEREBRAL PALSY OF GR HTFD 80 WHITNEY STREET HARTFORD,CT 06105			GENERAL USE GRANT	1,000
UNITED SERVICES INC PO BOX 839 DAYVILLE,CT 06241			GENERAL USE GRANT	5,000
UNIVERSITY OF CONNECTICUT 2131 HILLSIDE RD - UNIT 3088 STORRS,CT 062693088			SCHOLARSHIPS	65,650
UNIVERSITY OF CONNECTICUT FOUNDATION 2131 HILLSIDE ROAD STORRS,CT 06269			GENERAL USE GRANT	22,000
UNIVERSITY OF CT ATHLETIC DEVELOPMENT FUND 2111 HILLSIDE RD UNIT 3078 STORRS,CT 06269			GENERAL USE GRANT	175,000
UNIVERSITY OF HARTFORD 200 BLOOMFIELD AVE WEST HARTFORD,CT 061171599			SCHOLARSHIPS	18,500
UNIVERSITY OF NEW HAVEN 300 BOSTON POST ROAD WEST HAVEN,CT 06516			SCHOLARSHIPS	6,500

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<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF SAINT JOSEPH 1678 ASYLUM AVENUE WEST HARTFORD,CT 06117			SCHOLARSHIPS	20,250
VERNON BOARD OF EDUCATION 30 PARK STREET VERNON ROCKVILLE,CT 06066			GENERAL USE GRANT	500
VERNON COMMUNITY ARTS CENTER 709 HARTFORD TURNPIKE VERNON,CT 06066			GENERAL USE GRANT	2,500
VILLAGE FOR FAMILIES AND CHILDREN 1680 ALBANY AVENUE HARTFORD,CT 06105			GENERAL USE GRANT	5,000
VISITING NURSE & HEALTH SVC OF CT 8 KEYNOTE DRIVE VERNON,CT 06066			GENERAL USE GRANT	60,975
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD,CT 06103			GENERAL USE GRANT	5,000
WESLEYAN UNIVERSITY 70 WYLLYS AVENUE MIDDLETOWN,CT 06459			SCHOLARSHIPS	4,000
WESTERN CONNECTICUT STATE UNIVERSITY 181 WHITE STREET DANBURY,CT 06810			SCHOLARSHIPS	1,000
WINDHAM AREA INTERFAITH MINISTRY 866 MAIN STREET WILLIMANTIC,CT 06226			GENERAL USE GRANT	5,000
WINDHAM NO FREEZE HOSPITALITY CENTER PO BOX 46 WILLIMANTIC,CT 06226			GENERAL USE GRANT	5,000
WINDHAM REGIONAL ARTS COUNCIL PO BOX 847 WILLIMANTIC,CT 06226			GENERAL USE GRANT	1,513
WOOD MEMORIAL LIBRARY 783 MAIN STREET SOUTH WINDSOR,CT 06074			GENERAL USE GRANT	1,500
YALE UNIVERSITY 246 CHURCH STREET NEW HAVEN,CT 06520			SCHOLARSHIPS	16,500
YMCA OF GREATER HARTFORD 160 JEWELL STREET HARTFORD,CT 06103			GENERAL USE GRANT	100,000
AMERICAN CANCER ASSOCIATION PO BOX 1004 MERIDEN,CT 064501004			GENERAL USE GRANT	100

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN LIVER FOUNDATION 127 WASHINGTON AVE NORTH HAVEN,CT 06473			GENERAL USE GRANT	500
AMERICAN SCHOOL FOR THE DEAF 139 NORTH MAIN STREET WEST HARTFORD,CT 06107			GENERAL USE GRANT	2,500
DANCES WITH WOOD INC 80 OLDE ORCHARD ROAD CLINTON,CT 06413			GENERAL USE GRANT	2,000
UNIVERSITY OF HARTFORD THE HARTT SCHOOL 200 BLOOMFIELD AVE WEST HARTFORD,CT 061171599			GENERAL USE GRANT	3,000
WINDHAM REGIONAL COMMUNITY COUNCIL 872 MAIN STREET WILLIMANTIC,CT 06226			GENERAL USE GRANT	2,000
<b>Total . . . . .</b>  <b>3a</b>				2,051,987

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Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
CHILDREN'S LAW CENTER OF CONNNECTICUT30 ARBOR STREET HARTFORD,CT 06106			GENERAL USE GRANT	18,000
CONNECTICUT LANDMARKS2299 SOUTH STREET COVENTRY,CT 06103			GENERAL USE GRANT	60,000
CONNECTICUT VALLEY GIRL SCOUTS340 WASHINGTON STREET HARTFORD,CT 06106			GENERAL USE GRANT	9,475
EASTERN CONNECTICUT STATE UNIVERSITY FOUNDATION83 WINDHAM STREET WILLIMANTIC,CT 06226			GENERAL USE GRANT	50,000
MANCHESTER COMMUNITY COLLEGE GREAT PATH - PO BOX 1046 MANCHESTER,CT 06040			GENERAL USE GRANT	350,000
MARC INC151 SHELDON RD MANCHESTER,CT 06042			GENERAL USE GRANT	100,000
UCAF HUSKY REACH2111 HILLSIDE RD UNIT 3078 STORRS,CT 06269			GENERAL USE GRANT	150,000
YMCA OF GREATER HARTFORD160 JEWELL STREET HARTFORD,CT 06103			GENERAL USE GRANT	100,000
COMMUNITY CHILD GUIDANCE CLINIC317 NORTH MAIN STREET MANCHESTER,CT 06042			GENERAL USE GRANT	75,000
EAST HARTFORD CHILDPLAN INC50 CHAPMAN PLACE EAST HARTFORD,CT 06108			GENERAL USE GRANT	5,292
HORIZON'S INCPO BOX 323 SOUTH WINDHAM,CT 06266			GENERAL USE GRANT	120,000
SAINT FRANCIS HOSPITAL114 WOODLAND STREET HARTFORD,CT 061051299			GENERAL USE GRANT	80,000
UCAF GOAL LINE PROJECT2095 HILLSIDE ROAD UNIT 1173 STORRS,CT 06269			GENERAL USE GRANT	75,000
<b>Total . . . . .</b>			<b>3b</b>	1,192,767

## TY 2012 Accounting Fees Schedule

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	13,300	0		12,900

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2012 Depreciation Schedule**

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2004-04-01	158,400	34,980		0 %	0	0		
OFFICE EQUIPMENT	2004-04-01	18,777	13,137		0 %	0	0		
FURNITURE AND FIXTURES	2004-04-01	16,232	11,203		0 %	0	0		

## TY 2012 Investments - Other Schedule

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	FMV	6,044,054	6,044,054
EQUITY FUNDS	FMV	14,537,091	14,537,091
OTHER INVESTMENTS	FMV	16,201,533	16,201,533

# TY 2012 Land, Etc. Schedule

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS	158,400	34,980	123,420	
FURNITURE & FIXTURES	16,232	11,203	5,029	
MACHINERY & OTHER EQUIPMENT	18,777	13,137	5,640	

**TY 2012 Other Expenses Schedule****Name:** SBM CHARITABLE FOUNDATION INC**EIN:** 06-1574365

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	6,437	0		6,437
OFFICE EXPENSE	14,225	0		14,225
INVESTMENT FEES	150,289	150,289		0
MISCELLANEOUS	8,332	0		8,332
EDUCATION	667	0		667

## TY 2012 Other Increases Schedule

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	3,243,365

**TY 2012 Other Professional Fees Schedule****Name:** SBM CHARITABLE FOUNDATION INC**EIN:** 06-1574365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	4,422	0		4,422
OTHER CONSULTING	0	0		0

**TY 2012 Taxes Schedule**

**Name:** SBM CHARITABLE FOUNDATION INC

**EIN:** 06-1574365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	10,322	0		0