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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ADOLPH R. CZEPIEL MEMORIAL FUND C/O JANET CZEPIEL, TRUSTEE		A Employer identification number 06-1589945
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 820	Room/suite	B Telephone number 860-628-3795
City or town, state, and ZIP code SOUTHINGTON, CT 06489		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 1,570,130.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		35,921.	34,683.		STATEMENT 1
4 Dividends and interest from securities		13,983.	13,983.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		101,458.			
b Gross sales price for all assets on line 6a 675,453.					
7 Capital gain net income (from Part IV, line 2)			101,458.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		151,362.	150,124.		
13 Compensation of officers, directors, trustees, etc		12,215.	1,954.		10,261.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		6,662.	4,997.		1,665.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,697.	1,697.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		3,072.	1,306.		0.
24 Total operating and administrative expenses Add lines 13 through 23		23,646.	9,954.		11,926.
25 Contributions, gifts, grants paid		98,853.			98,853.
26 Total expenses and disbursements Add lines 24 and 25		122,499.	9,954.		110,779.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		28,863.			
b Net investment income (if negative enter -0-)			140,170.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			153,455.	32,638.	32,638.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations \$TMT 6			457,115.	500,384.	533,352.
	b Investments - corporate stock \$TMT 7			368,691.	0.	0.
	c Investments - corporate bonds \$TMT 8			175,257.	175,208.	182,137.
11 Investments - land, buildings and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other \$TMT 9			345,691.	817,848.	822,003.	
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			1,500,209.	1,526,078.	1,570,130.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,500,209.	1,526,078.	
30 Total net assets or fund balances			1,500,209.	1,526,078.		
31 Total liabilities and net assets/fund balances			1,500,209.	1,526,078.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,500,209.
2 Enter amount from Part I, line 27a	2	28,863.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,529,072.
5 Decreases not included in line 2 (itemize) ▶ AMORTIZATION AND BASIS ADJUSTMENTS	5	2,994.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,526,078.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 675,453.		573,995.	101,458.

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			
b			
c			
d			
e			101,458.

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	101,458.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	75,135.	1,603,264.	.046864
2010	83,843.	1,565,202.	.053567
2009	226,821.	1,481,137.	.153140
2008	233,796.	1,957,590.	.119431
2007	269,047.	2,403,297.	.111949

2 Total of line 1, column (d)	2	.484951
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	.096990
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,545,540.
5 Multiply line 4 by line 3	5	149,902.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,402.
7 Add lines 5 and 6	7	151,304.
8 Enter qualifying distributions from Part XII, line 4	8	110,779.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,803.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,803.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,803.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,692.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	1,692.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	1,111.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
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		Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CT</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 **▶ DAY PITNEY LLP** Telephone no. **▶ 860-313-5700**
 Located at **▶ 75 ISHAM ROAD, SUITE 300, WEST HARTFORD, CT** ZIP+4 **▶ 06107**

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**

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? **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.

	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANET CZEPIEL	TRUSTEE			
P.O. BOX 820				
SOUTHINGTON, CT 06489	5.00	12,215.	0.	0.

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

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

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

0

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Part VIII

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

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

[illegible]

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

2

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

D.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,465,248.
b	Average of monthly cash balances	1b	103,828.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,569,076.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,569,076.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,545,540.
6	Minimum investment return. Enter 5% of line 5	6	77,277.

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	77,277.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,803.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,803.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,474.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,474.
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	74,474.

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	110,779.
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	110,779.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,779.

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.

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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				74,474.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	134,648.			
b From 2008	129,704.			
c From 2009	153,468.			
d From 2010	7,800.			
e From 2011				
f Total of lines 3a through e	425,620.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	110,779.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				74,474.
e Remaining amount distributed out of corpus	36,305.			
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	461,925.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	134,648.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	327,277.			
10 Analysis of line 9:				
a Excess from 2008	129,704.			
b Excess from 2009	153,468.			
c Excess from 2010	7,800.			
d Excess from 2011				
e Excess from 2012	36,305.			

ADOLPH R. CZEPIEL MEMORIAL FUND
C/O JANET CZEPIEL, TRUSTEE

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

ADOLPH R. CZEPIEL MEMORIAL FUND
C/O JANET CZEPIEL, TRUSTEE

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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				
CULINARY INSTITUTE OF AMERICA 1946 CAMPUS DRIVE HYDE PARK, NY 12538	NONE	INSTITUTION OF EDUCATION	TO PROVIDE TUITION ASSISTANCE	41,632.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHIADELPHIA, PA 19104	NONE	INSTITUTION OF EDUCATION	TO PROVIDE TUITION ASSISTANCE	28,105.
JOHNSON & WALES 8 ABBOTT PARK PLACE PROVIDENCE, RI 06515	NONE	INSTITUTION OF EDUCATION	TO PROVIDE TUITION ASSISTANCE	1,400.
LYME ACADEMY 84 LYME STREET OLD LYME, CT 06371	NONE	INSTITUTION OF EDUCATION	TO PROVIDE TUITION ASSISTANCE	17,674.
SOUTHERN CONNECTICUT STATE UNIVERSTIY 501 CRESCENT STREET NEW HAVEN, CT 06515	NONE	INSTITUTION OF EDUCATION	TO PROVIDE TUITION ASSISTANCE	3,400.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	98,853.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

06-1589945

3 Grants and Contributions Paid During the Year (Continuation)

223831
05-01-12

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

13230506 102404 B-ARCZEPIEL 2012.03040 ADOLPH R. CZEPIEL MEMORIAL B-ARCZE1

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	MERRILL LYNCH 6JA-02218	P	VARIOUS	VARIOUS
b	MERRILL LYNCH 6JA-02218	P	VARIOUS	VARIOUS
c	MERRILL LYNCH 6JA-02260	P	VARIOUS	VARIOUS
d	MERRILL LYNCH 6JA-02260	P	VARIOUS	VARIOUS
e	MERRILL LYNCH 6JA-02185	P	VARIOUS	VARIOUS
f	MERRILL LYNCH 6JA-02185	P	VARIOUS	VARIOUS
g	MERRILL LYNCH 6JA-02267	P	VARIOUS	VARIOUS
h	MERRILL LYNCH 6JA-02267	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	105,000.		106,170.	-1,170.
b	35,000.		35,000.	0.
c	145,445.		134,713.	10,732.
d	70,936.		42,604.	28,332.
e	67,180.		63,407.	3,773.
f	89,747.		72,694.	17,053.
g	30,111.		26,843.	3,268.
h	125,691.		92,564.	33,127.
i	6,343.			6,343.
j				
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,170.
b			0.
c			10,732.
d			28,332.
e			3,773.
f			17,053.
g			3,268.
h			33,127.
i			6,343.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	101,458.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
MERRILL LYNCH 6JA-02218	35,921.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35,921.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 6JA-02185	1,010.	24.	986.
MERRILL LYNCH 6JA-02196	361.	0.	361.
MERRILL LYNCH 6JA-02218	17,312.	6,319.	10,993.
MERRILL LYNCH 6JA-02260	591.	0.	591.
MERRILL LYNCH 6JA-02267	1,052.	0.	1,052.
TOTAL TO FM 990-PF, PART I, LN 4	20,326.	6,343.	13,983.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAY PITNEY LLP	6,662.	4,997.		1,665.
TO FM 990-PF, PG 1, LN 16A	6,662.	4,997.		1,665.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES- MERRILL LYNCH	530.	530.		0.
INTERNAL REVENUE SERVICE	1,167.	1,167.		0.
TO FORM 990-PF, PG 1, LN 18	1,697.	1,697.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MERRILL LYNCH- FEES	1,306.	1,306.		0.	
MISC- TELEPHONE, PRINTING, MAILING, ETC.	1,741.	0.		0.	
PROBATE COURT FEES	25.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	3,072.	1,306.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MERRILL LYNCH	X		79,149.	81,986.	
MERRILL LYNCH		X	421,235.	451,366.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			79,149.	81,986.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			421,235.	451,366.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			500,384.	533,352.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH			0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B			0.	0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	175,208.	182,137.
TOTAL TO FORM 990-PF, PART II, LINE 10C	175,208.	182,137.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH-MUTUAL FUNDS	COST	817,848.	822,003.
MERRILL LYNCH- CD	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		817,848.	822,003.

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
32,638	CASH BRIEF MONEY FUND CLASS 3		0 77 32,638 00	0 77 32,638 00			16 32
	Total Cash and Money Funds		32,638 77	32,638 77			16 32
Government Securities							
25,000	FEDERAL HOME LOAN BANK CALLABLE BONDS 05 200%, JAN 18 2023	04/01/10	26 329 78	25,053 25	(1,276 53)	588 61	1,300 00
25,000	FEDERAL FARM CREDIT BANK BONDS 04 875%, JAN 27 2020	03/10/10	26 277 81	30,919 75	4 641 94	521 35	1,219 00
25,000	FEDERAL HOME LN MTG CORP CALLABLE SR NOTE 04 550%, MAR 15 2030	03/01/12	26 541 11	26,013 00	(528 11)	50 56	1,138 00
	Total Government Securities		79,148 70	81,986 00	2,837 30	1,160 52	3,657 00
Corporate Bonds							
25,000	VERIZON COMMUNICATIONS GLB 05 500%, FEB 15 2018	02/11/08	25 220 07	30,021 75	4,801 68	519 44	1,375 00
25,000	GOLDMAN SACHS GROUP INC SER MIN 511P%, AUG 28 2027	08/24/12	24 987 50	24 832 25	(155 25)	341 67	1 000 00

WCHMA Fiscal Statement

ADOLPH R CZEPTEL MEMORIAL

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
25 000	HSBC FINANCE CORP SER NOTZ 05 000%, FEB 15 2013	01/28/08	25 000 00	24,937 50	(62 50)	576 39	1 250 00
25 000	CATERPILLAR FIN SERV CRP SER POWER 04 250%, AUG 15 2013	02/04/08	25 000 00	25,392 50	392 50	47 22	1 063 00
25 000	PROTECTIVE LIFE SFCD TR SER NOTZ 04 700%, FEB 15 2014	02/25/08	25 000 00	25,523 25	523 25	443 89	1 175 00
1 000	GENERAL ELECTRIC CAPITAL PUBLIC INCOME NOTES 6 00%, APRIL 24, 2047	04/17/07	25,000 00	26,100 00	1 100 00		1 500 00
1 000	WELLS FARGO CAPITAL XII ENCHANCED TRUPS 7 875%, MARCH 15 2068	03/05/08	25,000 00	25 330 00	330 00		1 968 00
Total Corporate Bonds			175,207 57	182,137 25	6,929 68	1,928 61	9,331 00
Municipal Bonds							
25 000	OREGON ST HSG-CSD MUL TII AM REV B RF AMT 06 112 01 500%, JUL 01 27	11/09/12	25,485 90	25 201 50	(284 40)	145 83	875 00
25 000	CONNECTICUT ST HES LN AUIII REV A OID NPTG AMT MAR05 04 125%, NOV 15 13	11/28/11	25 402 17	25 526 50	124 33	131 77	1,032 00

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WICMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Municipal Bonds							
25,000	ILLINOIS ST TAXABLE-SFR 2010-3 BUILD TAXABLE APR10 05 727%-APR01 20	02/02/12	27,421.15	28,450.50	1,029.35	357.94	1,432.00
25,000	GLASTONBURY CONN TAXABLE LT SFR B RF TAXABLE NOV11 04 500%-NOV01 30	11/07/11	25,565.86	25,747.50	181.64	187.50	1,125.00
25,000	GEORGIA MUN ELEC AUTH PWR REV SER A RF TAXABLE JAN12 04 330%-JAN01 23	01/03/12	25,395.11	27,029.25	1,634.14	541.25	1,083.00
25,000	GLASTONBURY CONN TAXABLE LT SER B RF TAXABLE NOV11 04 500%-NOV01 29	02/14/12	26,502.32	25,934.50	(567.82)	187.50	1,125.00
25,000	WAKE CNTY NC PUB IMPT RFDB SER B TAXABLE MAR10 05 300%-APR01 29	10/20/11	26,837.26	27,994.00	1,156.74	331.25	1,325.00
25,000	PORT SEATTLE WASH REV SFR B 1 OID TAXABLE JUL10 07 000%-MAY01 36	07/17/09	25,533.38	29,572.00	4,038.62	291.67	1,750.00
25,000	OHIO ST MAJOR NEW ST INFRA REV SER 2 TAXABLE MAY10 04 268%-JUN15 19	06/02/10	25,370.75	28,396.75	3,026.00	47.42	1,067.00
25,000	PENNSYLVANIA ST B-BUILD AMFR SER 2 OID TAXABLE MAY10 04 600%-MAY01 23	07/08/10	25,687.97	28,407.25	2,719.28	191.67	1,150.00

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WCMA Fiscal Statement

ADDI PI R CZEPIEL MEMORIAL

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Municipal Bonds							
25 000	CONNECTICUT ST SPL TAX ORLG REV SER B TAXABLE NOV09 05 740%DFC01 29	11/02/09	25,537 93	30,939 75	5,401 82	119 58	1,435 00
25 000	ANNE ARUNDEL CNTY MD CONS GEN LT RT TAXABLE APR10 05 300%APR01 24	07/12/10	26,435 33	29,020 75	2,585 42	331 25	1,325 00
25 000	OKLA CAP IMP AT HWY CAP IMP RV SER B TAXABLE SEP10 04 792%JUL01 25	08/31/10	25,620 16	28,024 50	2,404 34	599 00	1,198 00
25 000	NEW YORK N Y SUBSER BUILD AMER C-1 TAXABLE OC110 05 817%OC101 31	12/12/11	27,359 74	29,196 25	1,836 51	363 56	1,455 00
30 000	NEW JERSEY ST TRANSN TR FD AUTH BUILD C TAXABLE OC110 06 104%DFC15 28	12/15/11	32,647 75	34,289 10	1,641 35	81 39	1,832 00
25 000	NEW HAMPSHIRE ST FTD HWY PAYMENT TAXABLE NOV10 04 784%SEP01 24	12/02/10	24,432 00	27,636 25	3,204 25	398 67	1,196 00
Total Municipal Bonds			421,234 78	451,366 35	30,131 57	4,307 25	20,405 00

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Statement Period
Year Ending 12/31/12

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WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
1 525	AMERICAN NEW WORLD FUND CL A 1870 Fractional Share	02/01/06 12/27/12	75 778 71 10 07	83 097 25 10 19	7 318 54 0 12	1 087 00 1 00
2 144	FIRST EAGLE GLOBAL FD CL A 3910 Fractional Share	03/27/12 12/14/12	107 340 78 18 76	104 176 96 19 00	(3 163 82) 0 24	1 097 00 1 00
12 073	FIRST EAGLE US VALUE FD CL A 9510 Fractional Share	03/27/12 12/14/12	221 424 47 16 91	215 865 24 17 00	(5 559 23) 0 09	1 520 00 1 00
2 212	AMERICAN CAPITAL WORLD GROWTH AND INCOME FD A 4230 Fractional Share	04/19/05 12/17/12	81 007 62 15 50	82 286 40 15 74	1 278 78 0 24	1 836 09 1 00
7 813	AMERICAN AMCAP FUND CL A 5800 Fractional Share	03/27/12 06/18/12	167 642 03 11 58	169 463 97 12 58	1 821 94 1 00	657 00 1 00
1 906	AMERICAN FIURO PACIFIC GROWTH CL A 7980 Fractional Share	01/27/06 12/27/12	80 729 45 31 81	78 565 32 32 89	(2 164 13) 1 08	1 318 00 1 00
2 215	AMERICAN SMALL CAP WORLD FD CL A 9910 Fractional Share	12/29/06 12/27/12	83 786 85 33 26	88 400 65 39 55	4 613 80 6 29	1 199 00 1 00
Total Mutual Funds/Closed End Funds/UIT			817,847 80	822,002 74	4,154 94	8,721 00

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