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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 Walton E. and Mary T. Burdick Family Foundation		A Employer identification number 06-6379689
Number and street (or P.O. box number if mail is not delivered to street address) c/o Cummings & Lockwood P.O. Box 120	Room/suite	B Telephone number (203) 351-4343
City or town, state, and ZIP code Stamford, CT 06904-0120		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) \$ 1,173,290.	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		99,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		21,710.	21,710.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<35,097.>			
b Gross sales price for all assets on line 6a		78,810.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		85,613.	21,710.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		4,956.	3,717.		1,239.
b Accounting fees					
c Other professional fees Stmt 3		10,861.	10,861.		0.
17 Interest					
18 Taxes Stmt 4		256.	256.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,007.	0.		3,007.
22 Printing and publications					
23 Other expenses Stmt 5		380.	0.		380.
24 Total operating and administrative expenses Add lines 13 through 23		19,460.	14,834.		4,626.
25 Contributions, gifts, grants paid		42,400.			42,400.
26 Total expenses and disbursements. Add lines 24 and 25		61,860.	14,834.		47,026.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		23,753.			
b Net investment income (if negative, enter -0-)			6,876.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	109,319.	77,577.	77,577.
	2 Savings and temporary cash investments	162,880.	167,547.	167,547.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	832,862.	883,692.	928,166.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,105,061.	1,128,816.	1,173,290.
	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	637,324.	637,324.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	467,737.	491,492.		
30 Total net assets or fund balances	1,105,061.	1,128,816.		
31 Total liabilities and net assets/fund balances	1,105,061.	1,128,816.		

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)	1,105,061.
2 Enter amount from Part I, line 27a	23,753.
3 Other increases not included in line 2 (itemize) ▶ Rounding adjustment	2.
4 Add lines 1, 2, and 3	1,128,816.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,128,816.

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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 Publicly Traded Securities		Various	12/31/12
b Publicly Traded Securities		Various	12/31/12
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 172.		2,239.	<2,067.>
b 78,638.		111,668.	<33,030.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<2,067.>
b			<33,030.>
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	<35,097.>
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	16,833.	1,030,520.	.016334
2010	30,307.	855,309.	.035434
2009	22,466.	633,448.	.035466
2008	22,235.	775,733.	.028663
2007	40,255.	1,082,781.	.037177

2 Total of line 1, column (d)	2	.153074
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	.030615
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,106,397.
5 Multiply line 4 by line 3	5	33,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69.
7 Add lines 5 and 6	7	33,941.
8 Enter qualifying distributions from Part XII, line 4	8	47,026.

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)			
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	69.
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	69.
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	69.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,056.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,056.	
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	987.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 987. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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		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) <input checked="" type="checkbox"/> NY		
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

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► <u>Cummings & Lockwood (NPM)</u> Telephone no. ► <u>(203) 351-4275</u> Located at ► <u>Six Landmark Sq., P.O. Box 120, Stamford, CT</u> ZIP+4 ► <u>06904-0120</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 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

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

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

0

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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

Part IX-A	Summary of Direct Charitable Activities
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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.

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.

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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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	930,424.
b	Average of monthly cash balances	1b	192,822.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,123,246.
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	1,123,246.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,849.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,106,397.
6	Minimum investment return. Enter 5% of line 5	6	55,320.

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	55,320.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	69.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	69.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,251.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,251.
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	55,251.

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	47,026.
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	47,026.
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	69.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,957.

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				55,251.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,475.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 47,026.				
a Applied to 2011, but not more than line 2a			31,475.	
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				15,551.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				39,700.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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.

[illegible]

- 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:

Walton E. and Mary T. Burdick Family
Foundation

Form 990-PF (2012)

06-6379689 Page 11

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				
American Cancer Society 77 Pierce Drive Pleasantville, NY 10570		Public Charity	General Support	1,000.
Avon Theatre Film Center 8 Sound Shore Dr., Ste 140 Greenwich, CT 06830		Public Charity	General Support	500.
Brunswick School 100 Maher Ave. Greenwich, CT 06830		Public Charity	General Support	500.
Catholic Faith Appeal, Diocese of Venice in Florida P.O. Box 60759 Fort Meyers, FL 33906		Public Charity	General Support	500.
Cornell University Willard Straight Hall Mailbox 86 Ithaca, NY 14853		Public Charity	General Support	1,500.
Total	See continuation sheet(s)			42,400.
b Approved for future payment				
None				
Total				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

223821
12-05-12

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?		Yes	No
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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/6/13
Date

▶ Trustee
Title

May the IRS discuss this return with the preparer.

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Gail Robertino	Gail Robertino	5/1/13		P00093685
	Firm's name ▶ Cummings & Lockwood LLC				Firm's EIN ▶ 06-0312590
	Firm's address ▶ P.O. Box 120 Stamford, CT 06904-0120				Phone no. (203) 327-1700

Form **990-PF** (2012)

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

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

OMB No 1545-0047

2012

Name of the organization

Walton E. and Mary T. Burdick Family
Foundation

Employer identification number

06-6379689

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Walton E. and Mary T. Burdick Family
Foundation

Employer identification number

06-6379689

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Burdick Char. Lead Annuity Trust 13023 White Violet Drive Naples, FL 34119	\$ 99,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

06-6379689

[illegible]

Name of organization Walton E. and Mary T. Burdick Family Foundation	Employer identification number 06-6379689
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Walton E. and Mary T. Burdick Family
Foundation

06-6379689

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Friends of John Jay Homestead 400 Jay Street Katonah, NY 10536		Public Charity	General Support	250.
Greenwich Academy 200 N. Maple Ave. Greenwich, CT 06830		Public Charity	General Support	12,500.
Harrisburg Symphony Orchestra (a/k/a HSO) 800 Corporate Circle Harrisburg, PA 17110		Public Charity	General Support	1,200.
Hiram Halle (Pound Ridge) Library Foundation P.O. Box 515 Pound Ridge, NY 10576		Public Charity	General Support	100.
Historic Hudson Valley 1500 White Plains Rd Tarrytown, NY		Public Charity	General Support	200.
Lehigh University 27 Memorial Drive West Bethlehem, PA 18015		Public Charity	General Support	500.
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028		Public Charity	General Support	600.
Mount Kisco Child Care Center 95 Radio Circle Mt Kisco, NY 10549		Public Charity	General Support	400.
National Multiple Sclerosis Society 733 Third Ave. New York, NY 10017		Public Charity	General Support	200.
Northern Ireland Childrens Enterprise, Inc. (N.I.C.E.) P.O. Box 802 Putnam Valley, NY 10520		Public Charity	General Support	250.
Total from continuation sheets				38,400.

Walton E. and Mary T. Burdick Family
Foundation

06-6379689

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Northern Westchester Hospital 400 E. Main St. Mt Kisco, NY 10549		Public Charity	General Support	3,550.
Play for P.I.N.K. Inc. (Breast Cancer Awareness) 175 E. 74th St., Apt.17B New York, NY 10021		Public Charity	General Support	250.
Rippowam Cisca School W. Patent Rd. Mt Kisco, NY 10549		Public Charity	General Support	5,500.
St. Agnes Chapel 625 111th Ave. Naples, FL 34108		Public Charity	General Support	3,500.
St. Georges School 372 Purgatory Road Middletown, RI 02842		Public Charity	General Support	6,200.
St. Matthews Church 382 Cantitoe Street Bedford, NY 10506		Public Charity	General Support	100.
St. Patrick's Old Cathedral 460 Madison Avenue New York, NY 11285		Public Charity	General Support	1,000.
Stamford Hospital 30 Shelbourne Road Stamford, CT 06904		Public Charity	General Support	100.
Vickie's Angel Walk 511 Bridge Street New Cumberland, PA 17070		Public Charity	General Support	2,000.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
JP Morgan Clrg/Private Capital	21,710.	0.	21,710.
Total to Fm 990-PF, Part I, ln 4	21,710.	0.	21,710.

Form 990-PF	Legal Fees	Statement	2
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood	4,956.	3,717.		1,239.
To Fm 990-PF, Pg 1, ln 16a	4,956.	3,717.		1,239.

Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Private Capital	10,861.	10,861.		0.
To Form 990-PF, Pg 1, ln 16c	10,861.	10,861.		0.

Form 990-PF	Taxes	Statement	4
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Private Capital Foreign taxes	256.	256.		0.
To Form 990-PF, Pg 1, ln 18	256.	256.		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
New York State Dept. of Law, filing fee	250.	0.		250.
ALM - publication of notice	130.	0.		130.
To Form 990-PF, Pg 1, ln 23	380.	0.		380.

Form 990-PF	Corporate Stock	Statement	6
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Description	Book Value	Fair Market Value
Thru Private Capital, per attached	883,692.	928,166.
Total to Form 990-PF, Part II, line 10b	883,692.	928,166.

Private Capital Management
PORTFOLIO APPRAISAL
Walton E. and Mary T. Burdick Family Foundation
Inception Date: 1/4/2007 - Tax-Exempt
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
Energy							
675	Golar LNG Limited	12.15	8,200.19	36 78	24,826 50	2.3	4 6
500	Golar LNG Partners, LP	22 51	11,255.00	29 85	14,925 00	1 4	6.7
475	Noble Corporation	34 25	16,269.52	34 82	16,539 50	1 5	1 5
1,475	Swift Energy Company	23 58	34,776.48	15.39	22,700 25	2.1	0.0
1,100	Ultra Petroleum Corp.	32.19	35,404.83	18 13	19,943.00	1 8	0 0
			105,906.02		98,934.25	9.0	2.4
Industrials							
2,050	Air Transport Services Group, Inc.	5.51	11,290.57	4 01	8,220.50	0 7	0 0
550	Progressive Waste Solutions, Ltd.	20.21	11,117 98	21.60	11,880.00	1 1	2.6
1,100	UTi Worldwide Inc.	14.53	15,986 11	13.40	14,740 00	1 3	0 4
			38,394 66		34,840.50	3 2	1 1
Consumer Discretionary							
150	Advance Auto Parts, Inc.	73 58	11,036.87	72.35	10,852.50	1 0	0.3
550	AutoNation Inc.	12.98	7,138 54	39.70	21,835 00	2 0	0 0
325	DeVry Inc.	46.52	15,119.90	23 73	7,712 25	0.7	1.4
3,300	Dover Downs Gaming & Entmt., Inc	7 55	24,913 71	2 20	7,260 00	0.7	3 6
450	Gildan Activewear, Inc.	26.95	12,128.54	36.58	16,461.00	1.5	1.0
950	H&R Block, Inc.	16 66	15,826.66	18.57	17,641 50	1.6	4 3
400	John Wiley & Sons Inc. CL A	34 87	13,948.98	38 93	15,572.00	1 4	2 5
1,000	Marcus Corp.	22.81	22,805.35	12 47	12,470 00	1 1	2 7
			122,918.54		109,804 25	10 0	1.9
Consumer Staples							
750	Darling International Inc.	14 54	10,901.62	16.04	12,030 00	1.1	0 0
1,200	Prestige Brands Holdings, Inc	10 83	12,995 36	20 03	24,036 00	2 2	0 0
			23,896 92		36,066 00	3 3	0 0
Health Care							
1,275	Alere Inc.	28 79	36,706 06	18 50	23,587 50	2.2	0 0
400	Covidien PLC	37 39	14,957 20	57.74	23,096 00	2 1	1 8
600	Universal Health Services Inc CL B	27 02	16,212.11	48 35	29,010 00	2 6	0 4
650	Valeant Pharmaceuticals International Inc	16 03	10,420 69	59 77	38,850 50	3 5	0 0
1,325	Warner Chilcott PLC	21 31	28,236 05	12 04	15,953 00	1 5	4 2
225	Zimmer Holdings Inc	43 22	9,725 47	66 66	14,998 50	1 4	1 1
			116,257 58		145,495 50	13 3	0 9
Financials							
300	Bank of Hawaii Corp	53 56	16,068 00	44 05	13,215 00	1 2	4 1
900	Brookline Bancorp Inc	13 23	11,902 59	8 50	7,650 00	0 7	4 0
600	Dundee Corp CL A	7 10	4,259 82	30 91	18,544 20	1 7	0 0
1,425	EZCORP, Inc	22 06	31,430 31	19 89	28,343 25	2 6	0 0

Private Capital Management
PORTFOLIO APPRAISAL
Walton E. and Mary T. Burdick Family Foundation
Inception Date: 1/4/2007 - Tax-Exempt
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
325	Federated Investors, Inc.	14.93	4,851.11	20.23	6,574.75	0.6	4.7
650	First Financial Holdings Inc.	24.14	15,690.49	13.08	8,502.00	0.8	1.5
500	Glacier Bancorp Inc.	23.57	11,782.95	14.71	7,355.00	0.7	3.8
500	Independent Bank Corp.-MA	33.60	16,802.05	28.95	14,475.00	1.3	2.9
350	National Financial Partners Corp.	11.71	4,099.14	17.14	5,999.00	0.5	0.0
700	Oppenheimer Holdings Inc.	28.98	20,287.33	17.27	12,089.00	1.1	2.5
750	Raymond James Financial Inc.	29.47	22,105.75	38.53	28,897.50	2.6	1.5
300	Sutfolk Bancorp	37.99	11,397.00	13.10	3,930.00	0.4	0.0
200	WSFS Financial Corp.	65.09	13,017.70	42.25	8,450.00	0.8	1.1
650	Willis Group Holdings PLC	29.34	19,071.20	33.53	21,794.50	2.0	3.2
			202,765.44		185,819.20	16.9	1.9
Information Technology							
1,025	Avid Technology Inc.	11.91	12,209.01	7.58	7,769.50	0.7	0.0
2,300	CA Technologies	25.82	59,389.73	21.98	50,554.00	4.6	4.5
1,300	Cisco Systems Inc.	18.49	24,030.57	19.65	25,544.22	2.3	2.8
1,100	CoreLogic Inc.	16.97	18,661.68	26.92	29,612.00	2.7	0.0
2,000	Global Cash Access Hldgs Inc.	2.86	5,716.42	7.84	15,680.00	1.4	0.0
850	Imation Corp.	8.20	6,970.68	4.67	3,969.50	0.4	0.0
534	Lam Research Corp.	20.75	11,081.77	36.13	19,293.42	1.8	0.0
1,950	Mentor Graphics Corp.	10.08	19,656.34	17.02	33,189.00	3.0	0.0
425	Qualcomm Inc.	39.45	16,764.80	61.86	26,290.33	2.4	1.6
10,775	Quantum Corp.	2.23	24,077.43	1.24	13,361.00	1.2	0.0
650	SAIC, Inc.	16.24	10,559.22	11.32	7,358.00	0.7	4.2
2,000	Symantec Corp.	16.40	32,806.60	18.82	37,640.00	3.4	0.0
775	Tibco Software Inc.	7.02	5,438.58	21.98	17,034.50	1.6	0.0
			247,362.83		287,295.47	26.2	1.3
Utilities							
300	Black Hills Corp	26.43	7,929.75	36.34	10,902.00	1.0	4.2
375	National Fuel Gas Co.	48.69	18,259.80	50.69	19,008.75	1.7	2.9
			26,189.55		29,910.75	2.7	3.4
COMMON STOCK Total			883,691.59		928,165.92	84.7	1.6
CASH AND EQUIVALENTS							
	Dividend Accrual					0.1	0.0
	Money Market		167,546.96		167,546.96	15.3	0.2
						15.3	0.2
TOTAL PORTFOLIO			1,051,238.55		1,095,712.88	100.0	1.3

Form 990-PF Part VIII - List of Officers, Directors Statement 7
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
Mary T. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.
Rebecca T. Wilburne c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.
Kelly B. Fischetti c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.
Jeffrey J. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 1.00	0.	0.	0.
Christopher T. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.
Thomas W. Burdick c/o Cummings & Lockwood (JRM), P.O. Box 120 Stamford, CT 06904-0120	Trustee 0.50	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.