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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

ELEANOR & RAYMOND BRADLEY
FOUNDATION - C/O KEARNS & KEARNS

A Employer identification number

06-6516193

Number and street (or P O box number if mail is not delivered to street address)

1121 NEW BRITAIN AVE

Room/suite

B Telephone number

860-979-0707

City or town, state, and ZIP code

WEST HARTFORD, CT 06110

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

▶ \$ 5,129,252. (Part I, column (d) must be on cash basis.)

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				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	78,512.	78,512.	78,512.	STATEMENT 1
4	Dividends and interest from securities	76,669.	74,446.	76,669.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,736.			
b	Gross sales price for all assets on line 6a	1,050,741.			
7	Capital gain net income (from Part IV, line 2)		11,736.		
8	Net short-term capital gain			N/A	
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	166,917.	164,694.	155,181.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	40,000.	32,000.	0.	8,000.
b	Accounting fees STMT 4	7,600.	6,080.	0.	1,520.
c	Other professional fees STMT 5	20,114.	16,091.	0.	4,023.
17	Interest				
18	Taxes STMT 6	434.	434.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	55.	55.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	68,203.	54,660.	0.	13,543.
25	Contributions, gifts, grants paid	240,000.			240,000.
26	Total expenses and disbursements. Add lines 24 and 25	308,203.	54,660.	0.	253,543.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-141,286.			
b	Net investment income (if negative, enter -0-)		110,034.		
c	Adjusted net income (if negative, enter -0-)			155,181.	

y

**ELEANOR & RAYMOND BRADLEY
FOUNDATION - C/O KEARNS & KEARNS**

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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	48,083.	90,956.	90,956.
	3 Accounts receivable ▶ 4,311.			
	Less: allowance for doubtful accounts ▶	1,757.	4,311.	4,311.
	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 9	1,466,086.	1,415,583.	1,684,916.
	c Investments - corporate bonds STMT 10	1,164,899.	1,249,491.	1,304,900.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	2,186,599.	1,961,316.	2,044,169.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,867,424.	4,721,657.	5,129,252.	
Liabilities	17 Accounts payable and accrued expenses	2,252.	4,448.	
	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)	2,252.	4,448.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	4,865,172.	4,717,209.	
30 Total net assets or fund balances	4,865,172.	4,717,209.		
31 Total liabilities and net assets/fund balances	4,867,424.	4,721,657.		

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	4,865,172.
2 Enter amount from Part I, line 27a	2	-141,286.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,723,886.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,677.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,717,209.

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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 1,050,741.		1,039,005.	11,736.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			11,736.

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	11,736.
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	2,861.

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	208,871.	4,931,836.	.042352
2010	20,500.	1,053,403.	.019461
2009	10,000.	444,969.	.022473
2008	55,794.	477,364.	.116879
2007	37,719.	524,390.	.071929

2 Total of line 1, column (d)	2	.273094
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	.054619
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,128,133.
5 Multiply line 4 by line 3	5	280,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,100.
7 Add lines 5 and 6	7	281,193.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	253,543.

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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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,201.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,201.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,201.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,820.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,820.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	619.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	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
b 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. \$ 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

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 ► KEARNS & KEARNS PC Telephone no. ► 860-233-1281 Located at ► 1121 NEW BRITAIN AVE, WEST HARTFORD, CT ZIP+4 ► 06110			
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒ N/A

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? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
JOHN F. KEARNS III 1121 NEW BRITAIN AVENUE WEST HARTFORD, CT 06110	TRUSTEE 5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	SEE STATEMENT 12	240,000.
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		
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	5,094,454.
b	Average of monthly cash balances	1b	111,772.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	5,206,226.
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	5,206,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,093.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,128,133.
6	Minimum investment return. Enter 5% of line 5	6	256,407.

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	256,407.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,201.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	254,206.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	254,206.
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	254,206.

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	253,543.
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	253,543.
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	253,543.

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				254,206.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,002.	
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: ▶ \$ 253,543.				
a Applied to 2011, but not more than line 2a			1,002.	
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				252,541.
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				1,665.
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 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				
CT RIVERS COUNCIL SCOUT REACH 60 DARLIN STREET EAST HARTFORD, CT 06108	NONE		GENERAL PURPOSE	10,000.
NORTHWEST CATHOLIC 29 WAMPANOAG DRIVE WEST HARTFORD, CT 06117	NONE		GENERAL PURPOSE	100,000.
KLINBERG FAMILY CENTERS 370 LINWOOD STREET NEW BRITAIN, CT 06052	NONE		GENERAL PURPOSE	50,000.
MCLEAN FDN 75 GREAT POND ROAD SIMSBURY, CT 06070	NONE		GENERAL PURPOSE	20,000.
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DR TAMPA, FL 33607	NONE		GENERAL PURPOSE	10,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	240,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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

Date _____

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

DAVID M. OLEASZ,
CPA

Preparer's signature

Date

Check ☐ self-employed

PTIN

P00158421

Firm's name ► HARPER & WHITFIELD, P.C.

Firm's address ► 314 FARMINGTON AVENUE
FARMINGTON, CT 06032

Firm's EIN ► 06-1071692

Phone no. 860-677-9188

Form **990-PF** (2012)

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 WELLS FARGO 8740 SALE OF PUBLICLY TRADED SECURITI		P		
b WELLS FARGO 8740 SALE OF PUBLICLY TRADED SECURITI		P		
c WELLS FARGO 8740 SALE OF PUBLICLY TRADED SECURITI		P		
d WELLS FARGO 2890 SALE OF PUBLICLY TRADED SECURITI		P		
e WELLS FARGO 2890 SALE OF PUBLICLY TRADED SECURITI		P		
f WELLS FARGO 2890 SALE OF PUBLICLY TRADED SECURITI		P		
g CAPITAL GAINS DIVIDENDS				
h				
i				
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 693.		695.	-2.
b 140,545.		139,302.	1,243.
c 743,689.		750,823.	-7,134.
d 45,353.		36,973.	8,380.
e 2,138.		2,044.	94.
f 109,448.		109,168.	280.
g 8,875.			8,875.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -2.
b			** 1,243.
c			** -7,134.
d			** 8,380.
e			** 94.
f			** 280.
g			8,875.
h			
i			
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	11,736.
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	2,861.

06-6516193

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

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

SOURCE	AMOUNT
WELLS FARGO 2890	25.
WELLS FARGO 8740	78,487.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	78,512.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO 2890	69,486.	8,795.	60,691.
WELLS FARGO 8740	16,058.	80.	15,978.
TOTAL TO FM 990-PF, PART I, LN 4	85,544.	8,875.	76,669.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	40,000.	32,000.	0.	8,000.
TO FM 990-PF, PG 1, LN 16A	40,000.	32,000.	0.	8,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,600.	6,080.	0.	1,520.
TO FORM 990-PF, PG 1, LN 16B	7,600.	6,080.	0.	1,520.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	20,114.	16,091.	0.	4,023.	
TO FORM 990-PF, PG 1, LN 16C	20,114.	16,091.	0.	4,023.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	434.	434.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	434.	434.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSES	55.	55.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	55.	55.	0.	0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
BASIS ADJUSTMENT	1,035.				
FEDERAL TAXES PAID	5,642.				
TOTAL TO FORM 990-PF, PART III, LINE 5	6,677.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO 2890	1,415,583.	1,684,916.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,415,583.	1,684,916.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO 8740	1,249,491.	1,304,900.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,249,491.	1,304,900.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO 8740	COST	1,200,456.	1,224,872.
WELLS FARGO 2890	COST	760,860.	819,297.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,961,316.	2,044,169.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	12
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ACTIVITY ONE

THE FOUNDATION MADE CHARITABLE CONTRIBUTIONS TO QUALIFIED 501(C)(3) ORGANIZATIONS. TEN CONTRIBUTIONS TOTALING \$240,000 WERE MADE TO CHARITABLE ORGANIZATIONS IN 2012. SEE DETAILS OF SUMMARY OF DIRECT CHARITABLE ACTIVITIES IN SECTION PART IX-A.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	240,000.

Bradley Foundation
Account 2102-8740 Investments
12/31/11

	Cost	FMV
Corporate Bonds		
25000 Protective life Corp Notes CPN	25,651.58	25,875.25
25000 Nasdaq OMX GRP Inc Conv Senior Note Linked to NDAQ	24,578.13	25,593.75
25000 Lincoln National Corp Notes	26,468.75	26,204.00
40000 Morgan Stanley Global Sub Notes	40,768.42	39,294.00
25000 Goldman Sachs Grp Inc Medim Term Notes	24,801.44	24,471.50
25000 Hartford Finl SVCS GRP Senior Notes	24,840.98	25,127.50
25000 FPL GRP Capital Inc Company GTD	24,918.75	25,235.75
25000 Altria GRP Inc	26,750.38	27,266.25
25000 Hewlett Packard Co SR Unsecured	24,887.50	24,538.75
25000 American Express Co Medium Term Note	24,994.00	25,237.25
25000 Eastman Chemical Co Notes	24,996.00	25,534.50
25000 General Elec Cap Corp Internotes	25,079.00	25,285.50
25000 Verizon Communications SR Uncesured	24,997.75	26,296.00
27000 Bank of America NA Notes	29,096.77	25,753.41
50000 JPMorgan Chase and Co Notes	49,996.50	50,188.00
25000 General Elec Cap Corp Internotes	25,866.20	26,614.25
10000 Hartford Finl SVCS GRP Senior Notes	10,612.62	10,133.40
50000 Ford Motor Credit Co LLC	50,000.00	48,897.00
25000 Goldman Sachs Grp Inc Medim Term Notes	25,705.22	24,637.25
15000 Alcoa Inc Notes	14,803.84	16,038.45
25000 Hartford Finl SVCS GRP SR Notes	25,765.25	25,503.50
15000 Prudential Financial Inc Internotes	14,994.37	15,132.75
25000 Bank of America Corp SR Medium Term Notes	26,551.12	25,680.00
25000 Suntrust Bank Global Bank Note	26,497.70	25,288.50
25000 Prudential Financial Inc Internotes	25,038.07	25,168.25
50000 Dow Chemical Co/The Internotes	50,000.00	50,048.50
25000 Dow Chemical Co/The Internotes	25,000.00	25,018.50
25000 Hartford Finl Svcs GRP Medium Term Notes	26,255.98	25,677.00
25000 General Elec Cap Corp Medium Term Internotes	25,848.78	25,979.00
25000 JPMorgan Chase and Co Multi Step up Medium Term Notes	25,152.35	25,072.50
20000 Morgan Stanley Step up CPN Medium Term Note	20,216.08	19,093.60
50000 AMGEN INC SR Unsecured	49,805.00	48,960.50
25000 Microsoft Corp Senior Notes	24,967.50	26,502.00
50000 Raytheon Co SR Unsecured	49,512.50	50,401.50
25000 PEPSICO Inc SR Unsecured	24,792.50	26,009.50
50000 Travelers COS Inc Senior Notes	49,715.00	53,149.00
50000 HJ Heinz Co SR Unsecured	49,989.50	50,346.50
50000 Lockheed Martin Corp SR Unsecured	49,983.50	49,466.50
25000 JPMorgan Chase and Co Multi Step up CPN Bond	25,000.00	25,070.75
	<u>1,164,899.03</u>	<u>1,165,790.11</u>

Bradley Foundation
Account 2102-8740 Investments
12/31/11

Certificates of Deposit

50000 Cathay Bank CD	51,031.70	50,568.50
50000 Barclays Bank CD	51,126.70	50,692.50
25000 State Bank India NY CD	25,538.95	25,342.25
50000 GE CAP Finl Inc CD	51,251.95	51,344.65
25000 Amer Exp Centurion BK CD	25,619.00	25,612.75
25000 Citibank NA CD	25,711.53	25,686.75
50000 Barclays BK Delaware CD	51,490.45	51,426.00
50000 Amer Exp CENT BK CD	51,372.55	51,318.50
50000 Morton CMNTY BK CD	52,045.65	51,646.50
50000 GE Money Bank CD	50,000.00	50,279.05
50000 GE CAP Finl Inc CD	52,110.85	52,666.10
50000 GE Capital Retail BK CD	50,000.00	49,830.50
50000 Toyota Finl SBGS Bank CD	50,000.00	51,205.50
25000 Amer Exp Centurion BK CD	25,798.18	26,107.00
50000 Bank of America NA CD	50,000.00	50,297.00
50000 Mizrahi Tefahot BK CD	50,000.00	50,277.65
50000 Wells Fargo BK NA CD	50,000.00	50,074.50
50000 Bank of America NA CD	50,000.00	50,494.25
50000 HSBC Bank USA NA CD	26,211.55	26,603.75
50000 Harris National ASSN CD	50,000.00	50,062.90
50000 Harris National ASSN CD	50,000.00	50,332.90
	<u>939,309.06</u>	<u>941,869.50</u>

Open End Mutual Funds

3049.51 Calamos Invt TR New Convertible FD CL A	57,986.56	52,177.18
6348.99 Lord Abbett Bond Deb Fund Inc	48,442.75	48,379.27
7013.74 Pimco Funds Total Return FD Class P	81,372.17	76,673.76
4448.57 Vanguard GNMA FD CL I	48,370.33	49,245.71
4800.69 Vanguard Bond Index FD Short-Term Port FD	51,642.97	50,935.31
	<u>287,814.78</u>	<u>277,411.23</u>

Preferreds/Fixed Rate Cap Securities

1000 Citigroup Capital x 6.1%	24,344.90	21,110.00
1000 DTE Energy 6.5%	25,000.00	26,860.00
1000 ING Group 7.05% Perp	24,518.32	18,110.00
2000 Metlife FLTG Rate Perpetual PFD	47,877.48	44,000.00
2000 Morgan Stanley PFD Ser A	40,185.00	29,420.00
1000 Public Storage 6.5% PFD	25,000.00	28,000.00
1000 Public Storage 6.35% PFD	25,509.00	26,910.00
34 Trust Cert BCKD By IBM	889.78	992.80
	<u>213,324.48</u>	<u>195,402.80</u>

Bradley Foundation
Account 2102-8740 Investments
12/31/12

	Cost	FMV
Corporate Bonds		
25000 Protective life Corp Notes CPN	25,651.58	25,370.75
25000 Nasdaq OMX GRP Inc Conv Senior Note Linked to NDAQ	24,578.13	25,000.00
25000 Lincoln National Corp Notes	26,468.75	26,089.00
40000 Morgan Stanley Global Sub Notes	40,768.42	41,403.60
25000 Goldman Sachs Grp Inc Medim Term Notes	24,668.14	26,071.50
25000 Hartford Finl SVCS GRP Senior Notes	24,840.98	26,434.25
25000 FPL GRP Capital Inc Company GTD	24,918.75	26,017.25
25000 Altria GRP Inc	26,750.38	27,185.00
25000 Hewlett Packard Co SR Unsecured	24,887.50	25,031.25
25000 American Express Co Medium Term Note	24,994.00	26,269.00
25000 Eastman Chemical Co Notes	24,996.00	26,341.25
25000 Verizon Communications SR Uncesured	24,997.75	26,662.50
27000 Bank of America NA Notes	29,096.77	30,475.17
50000 JPMorgan Chase and Co Notes	49,996.50	52,925.00
25000 General Elec Cap Corp Internotes	25,866.20	27,252.50
10000 Hartford Finl SVCS GRP Senior Notes	10,612.62	11,224.80
25000 Goldman Sachs Grp Inc Medim Term Notes	25,705.22	27,180.00
15000 Alcoa Inc Notes	14,737.50	16,417.95
25000 Hartford Finl SVCS GRP SR Notes	25,765.25	28,366.75
25000 Bank of America Corp SR Medium Term Notes	26,551.12	28,711.25
25000 Suntrust Bank Global Bank Note	26,497.70	28,343.75
25000 Prudential Financial Inc Internotes	25,038.07	25,265.00
50000 Dow Chemical Co/The Internotes	50,000.00	50,357.50
25000 Dow Chemical Co/The Internotes	25,000.00	25,173.25
25000 Hartford Finl Svcs GRP Medium Term Notes	26,255.98	29,100.75
25000 General Elec Cap Corp Medium Term Internotes	25,848.78	27,162.25
25000 Goldman Sachs Group Inc Med Term NTS Multi Step	25,000.00	24,776.00
50000 Ford Motor Credit Co LLC	50,000.00	48,826.00
25000 JPMorgan Chase and Co Multi Step up Medium Term Notes	25,152.35	26,177.50
20000 Morgan Stanley Step up CPN Medium Term Note	20,216.08	20,114.40
50000 AMGEN INC SR Unsecured	49,805.00	53,546.00
25000 Microsoft Corp Senior Notes	24,967.50	26,973.25
50000 Raytheon Co SR Unsecured	49,512.50	53,331.00
25000 PEPSICO Inc SR Unsecured	24,792.50	26,804.75
50000 Travelers COS Inc Senior Notes	49,715.00	56,818.50
50000 HJ Heinz Co SR Unsecured	49,989.50	51,941.00
50000 Lockheed Martin Corp SR Unsecured	49,983.50	52,864.00
25000 AT&T Inc SR Unsecured	24,865.00	26,097.00
25000 GE Capital Corp Internotes Medium Term Notes	25,000.00	26,275.00
25000 JPMorgan Chase and Co Multi Step up CPN Bond	25,000.00	25,031.25
50000 National Rural Util Coop Internotes	50,000.00	49,493.00
	<u>1,249,491.02</u>	<u>1,304,899.92</u>

• Bradley Foundation
 Account 2102-8740 Investments
 12/31/12

Certificates of Deposit

50000 GE CAP Finl Inc CD	51,251.95	50,685.00
25000 Amer Exp Centurion BK CD	25,619.00	25,346.50
25000 Citibank NA CD	25,711.53	25,416.50
50000 Barclays BK Delaware CD	51,490.45	51,281.50
50000 Amer Exp CENT BK CD	51,372.55	51,498.50
50000 Morton CMNTY BK CD	52,045.65	51,899.00
50000 GE Money Bank CD	50,000.00	51,588.00
50000 GE CAP Finl Inc CD	52,110.85	53,407.50
75000 State Bank of India CD	75,000.00	76,383.75
50000 GE Capital Retail BK CD	50,000.00	50,938.50
50000 Toyota Finl SBGS Bank CD	50,000.00	52,305.50
25000 GE Capital Retail BK CD	25,000.00	25,420.50
25000 Amer Exp Centurion BK CD	25,798.18	26,786.75
50000 GE Capital Retail BK CD	50,000.00	50,584.50
50000 Goldman Sachs BK USA CD	50,000.00	50,408.50
25000 HSBC Bank USA NA CD	26,211.55	26,479.00
50000 Wells Fargo Bank NA CD	50,000.00	50,557.00
50000 Wells Fargo Bank NA CD	50,000.00	49,313.50
	<u>811,611.71</u>	<u>820,300.00</u>

Preferreds/Fixed Rate Cap Securities

1000 BB&T Corp 5.625%	25,000.00	25,480.00
1000 Charles Schwab 6%	25,000.00	26,150.00
1000 Citigroup Capital x 6.1%	24,344.90	24,869.90
1000 DTE Energy 6.5%	25,000.00	27,290.00
1000 Health Care Reit 6.5%	25,000.00	26,900.00
1000 Hospitality 7.125%	25,519.90	26,600.00
1000 ING Group 7.05% Perp	24,518.32	25,010.00
2000 Metlife FLTG Rate Perpetual PFD	47,877.48	50,280.00
2000 Morgan Stanley PFD Ser A	40,185.00	39,080.00
1000 Nextera Energy 5.7%	25,000.00	26,070.00
1000 Protective Life 6.25%	25,000.00	26,070.00
1000 Public Storage 6.5% PFD	25,000.00	27,140.00
1000 Public Storage 6.35% PFD	25,509.00	26,780.00
1000 Stanley Blck&Dckr 5.75 pfd	25,000.00	25,950.00
34 Trust Cert BCKD By IBM	889.78	902.36
	<u>388,844.38</u>	<u>404,572.26</u>

Bradley Foundation
Account #5759-2890 Investments
12/31/11

	Cost	FMV
Stocks and ETFs		
500 Abbott Laboratories	25,327.60	28,115.00
1000 Altria Group Inc	24,523.20	29,650.00
1,500 AT&T Inc	43,113.75	45,360.00
2104 Bank of America Corp	28,277.76	11,698.24
1250 Berkshire Hathaway	104,540.63	95,375.00
1000 Duke Energy Corp	18,065.60	22,000.00
1,368 Energy Select Sector SPDR	80,503.85	94,569.84
500 Exxon Mobil Corp	30,905.85	42,380.00
1000 General Electric Company	16,946.00	17,910.00
400 Honeywell International Inc	23,685.40	21,740.00
1,600 Industrial Select Sector SPDR	49,975.60	54,000.00
457 International Business Machine Corp	61,123.75	84,033.16
550 Ishare TR-S&P Smallcap 600 Index Fd	38,468.70	37,565.00
1000 Ishares Dow Jones Select Dividend Index Fund	47,080.00	53,770.00
900 Ishares S&P SmallCap 600 Growth Index Fund	62,330.83	67,023.00
500 Ishares TR S&P Midcap 400 Index FD	40,332.97	43,805.00
825 Ishares TR-Russell 1000 value index fd	49,944.50	52,371.00
1,150 Ishares TR-Russell 1000 growth index fd	61,907.23	66,458.50
1000 Johnson and Johnson	62,120.00	65,580.00
400 Kellogg Company	20,198.88	20,228.00
500 Lockheed Martin Corp	36,404.00	40,450.00
1,000 Merck and Co Inc New MRK	36,576.00	37,700.00
3176 Nextera Energy Inc	173,330.20	193,354.88
500 Pepsico Incorporated	31,902.50	33,175.00
500 Procter and Gamble Co	30,735.11	33,355.00
2,200 Sector SPDR TR Technology Select Sector XLK	51,007.78	55,990.00
1,800 Select Sector SPDR TR Utilities Select Sector XLU	56,105.02	64,764.00
1000 The Southern Company	37,470.00	46,290.00
800 Vanguard Divided Appreciation	43,405.38	43,720.00
650 Vanguard MSCI Emerging Markets	30,787.46	24,836.50
1500 Verizon Communications Com	48,990.00	60,180.00
	<u>1,466,085.55</u>	<u>1,587,447.12</u>

Open End Mutual Funds

5045.712 Blackrock Global Alloc	97,088.13	92,033.78
1409.519 Columbia Acorn TR FD Class Z	36,603.13	38,846.34
607.768 Dodge and Cox stk Fd	64,420.81	61,773.53
2122.628 Dodge and Cox incomd fd	29,131.81	28,230.95
1587.216 Dodge and Cox FDS INTL STK fd	55,378.26	46,410.19
3926.404 Fidelity Advis Ser Strat Income I	48,826.27	47,941.39
3443.049 Fidelity ADV New insights FD CL I	67,292.73	68,723.25
2216.396 First eagle TR FD of Amer CL A	53,101.51	51,708.51
2156.02 First eagle Funds Sogen Overseas fund CL I	50,235.63	44,521.81
1390.151 Fundamental Invs Inc	48,880.84	49,169.64
2261.074 Growth Fund America	62,254.82	64,576.27
812.139 Harris Assoc Invt Tr	35,282.29	33,858.07
2278.118 Lazard FDS Inc Emerging Markets	46,930.97	38,272.38
1020 64 Permanent Portfolio FD	50,723.91	47,041.29
	<u>746,151.11</u>	<u>713,107.40</u>

Bradley Foundation
Account #5759-2890 Investments
12/31/12

	Cost	FMV
Stocks and ETFs		
500 Abbott Laboratories	25,327.60	32,750.00
1000 Altria Group Inc	24,523.20	31,440.00
1,500 AT&T Inc	43,113.75	50,565.00
2104 Bank of America Corp	28,277.76	24,427.44
1250 Berkshire Hathaway	104,540.63	112,125.00
333 Duke Energy Corp	18,065.60	21,245.40
1,368 Energy Select Sector SPDR	80,503.85	97,702.56
500 Exxon Mobil Corp	30,905.85	43,275.00
1000 General Electric Company	16,946.00	20,990.00
400 Honeywell International Inc	23,685.40	25,388.00
1,600 Industrial Select Sector SPDR	49,979.10	60,640.00
457 International Business Machine Corp	61,123.75	87,538.35
550 Ishare TR-S&P Smallcap 600 Index Fd	38,468.70	42,955.00
700 Ishares Dow Jones Select Dividend Index Fund	32,957.17	40,068.00
900 Ishares S&P SmallCap 600 Growth Index Fund	62,330.83	75,636.00
500 Ishares TR S&P Midcap 400 Index FD	40,322.97	50,850.00
825 Ishares TR-Russell 1000 value index fd	49,948.81	60,076.50
1,150 Ishares TR-Russell 1000 growth index fd	61,907.31	75,313.50
1000 Johnson and Johnson	62,120.00	70,100.00
400 Kellogg Company	20,198.88	22,340.00
1,000 Merck and Co Inc New MRK	36,576.00	40,940.00
3176 Nextera Energy Inc	173,330.20	219,747.44
500 Pepsico Incorporated	31,902.50	34,215.00
500 Procter and Gamble Co	30,735.11	33,945.00
2,200 Sector SPDR TR Technology Select Sector XLK	51,016.28	63,470.00
1,800 Select Sector SPDR TR Utilities Select Sector XLU	56,111.05	62,856.90
1000 The Southern Company	37,470.00	42,810.00
800 Vanguard Dividend Appreciation	43,405.38	47,656.00
650 Vanguard MSCI Emerging Markets	30,787.46	28,944.50
1500 Verizon Communications Com	49,001.63	64,905.00
	<u>1,415,582.77</u>	<u>1,684,915.59</u>

Open End Mutual Funds

393.729 Cohen & Steers Rlty Shares Inc	26,802.62	25,423.08
1504.521 Columbia Acorn TR FD Class Z	39,405.72	45,812.66
607.768 Dodge and Cox stk Fd	64,420.51	74,086.91
3673.654 Dodge and Cox incomd fd	49,953.52	50,916.84
1621.543 Dodge and Cox FDS INTL STK fd	56,563.91	56,170.24
4170.349 Fidelity Advis Ser Strat Income I	51,902.75	53,547.28
3466.346 Fidelity ADV New insights FD CL I	67,825.18	79,795.28
2217.116 First eagle TR FD of Amer CL A	53,121.47	62,655.69
2274.895 First eagle Funds Sogen Overseas fund CL I	52,850.89	50,866.65
1412.911 Fundamental Invs Inc	49,785.97	57,590.25
2261.074 Growth Fund America	62,254.84	77,193.06
843.973 Harris Assoc Invt Tr	36,807.16	40,958.00
2396.644 Lazard FDS Inc Emerging Markets	49,198.38	46,830.42
1033.933 Permanent Portfolio FD	51,366.91	50,290.50
	<u>712,259.83</u>	<u>772,136.86</u>

Closed End Mutual Funds

1500 Gabelli Dividend & Income Trust	23,876.40	24,270.00
1500 John Hancock Hedged Equity & Income Fd	24,723.60	22,890.00
	<u>48,600.00</u>	<u>47,160.00</u>