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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LAWSON VALENTINE FOUNDATION		A Employer identification number 13-6920044
Number and street (or P.O. box number if mail is not delivered to street address) 1000 FARMINGTON AVENUE		B Telephone number 860 570-0728
City or town, state, and ZIP code WEST HARTFORD, CT 06107		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) \$ 12,767,287. (Part I, column (d) must be on cash basis.)	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)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	876.	876.		STATEMENT 1
4 Dividends and interest from securities	367,061.	367,061.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	505,608.			
b Gross sales price for all assets on line 6a	3,742,709.			
7 Capital gain net income (from Part IV, line 2)		505,608.		
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	57,682.	36,076.		STATEMENT 3
12 Total. Add lines 1 through 11	931,227.	909,621.		
13 Compensation of officers, directors, trustees, etc.	38,896.	0.		38,896.
14 Other employee salaries and wages	41,123.	0.		41,123.
15 Pension plans, employee benefits	14,702.	0.		14,702.
16a Legal fees				
b Accounting fees	4,962.	0.		4,962.
c Other professional fees	66,145.	66,145.		0.
17 Interest	27,311.	27,311.		0.
18 Taxes	44,030.	1,540.		6,871.
19 Depreciation and depletion				
20 Occupancy	6,946.	0.		6,946.
21 Travel, conferences, and meetings	21,028.	0.		21,028.
22 Printing and publications				
23 Other expenses	47,128.	28,377.		18,751.
24 Total operating and administrative expenses. Add lines 13 through 23	312,271.	123,373.		153,279.
25 Contributions, gifts, grants paid	534,997.			534,997.
26 Total expenses and disbursements. Add lines 24 and 25	847,268.	123,373.		688,276.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	83,959.			
b Net investment income (if negative, enter -0-)		786,248.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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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		39,994.	16,340.	16,340.
	2	Savings and temporary cash investments		118,955.	966,401.	966,401.
	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 STMT 9		1,989,650.	1,431,290.	1,431,290.
	b	Investments - corporate stock STMT 10		3,196,239.	3,349,729.	3,349,729.
	c	Investments - corporate bonds STMT 11		4,485,814.	3,141,952.	3,141,952.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		2,562,747.	3,861,575.	3,861,575.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		12,393,399.	12,767,287.	12,767,287.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		12,393,399.	12,767,287.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		12,393,399.	12,767,287.	
	31	Total liabilities and net assets/fund balances		12,393,399.	12,767,287.	

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	12,393,399.
2	Enter amount from Part I, line 27a	2	83,959.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	289,929.
4	Add lines 1, 2, and 3	4	12,767,287.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,767,287.

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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 STATEMENTS				
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 3,742,709.		3,237,101.	505,608.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			505,608.

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	505,608.
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	705,459.	12,410,775.	.056842
2010	674,109.	12,357,394.	.054551
2009	688,236.	11,726,995.	.058688
2008	765,713.	13,810,199.	.055445
2007	823,742.	15,320,888.	.053766

2 Total of line 1, column (d)	2	.279292
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	.055858
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,534,946.
5 Multiply line 4 by line 3	5	700,177.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,862.
7 Add lines 5 and 6	7	708,039.
8 Enter qualifying distributions from Part XII, line 4	8	688,276.

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

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

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** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐

11,000.

Refunded ☐

6a 24,000.

6b

6c 3,000.

6d

1 15,725.

2 0.

3 15,725.

4 0.

5 15,725.

7 27,000.

10 11,275.

11 275.

Part VII-A Statements Regarding Activities**1a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?Yes No
1a X**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

1c 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?

2 X

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

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

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

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

5 X

If "Yes," attach the statement required by General Instruction T

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

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

If "Yes," complete Part II, col (c), and Part XV

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

NY, CT

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b 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

9 X

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

10 X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ► **N/A**

14 The books are in care of ► **LAWSON VALENTINE FOUNDATION** Telephone no. ► **860-570-0728**
 Located at ► **1000 FARMINGTON AVE, STE 105A, WEST HARTFORD, CT** ZIP+4 ► **06107**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
 ► **15** **N/A**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(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 13		38,896.	2,819.	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."

(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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	12,428,861.
b	Average of monthly cash balances	1b	296,972.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,725,833.
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	12,725,833.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,887.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,534,946.
6	Minimum investment return Enter 5% of line 5	6	626,747.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	626,747.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,725.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	6,146.
c	Add lines 2a and 2b	2c	21,871.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	604,876.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	604,876.
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	604,876.

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	688,276.
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	688,276.
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	688,276.

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				604,876.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	77,640.			
b From 2008	80,350.			
c From 2009	116,219.			
d From 2010	72,246.			
e From 2011	116,414.			
f Total of lines 3a through e	462,869.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	688,276.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				604,876.
e Remaining amount distributed out of corpus	83,400.			
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:	546,269.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	77,640.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	468,629.			
10 Analysis of line 9				
a Excess from 2008	80,350.			
b Excess from 2009	116,219.			
c Excess from 2010	72,246.			
d Excess from 2011	116,414.			
e Excess from 2012	83,400.			

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

N/A

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

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ALTERNATIVES FOR COMMUNITY & ENVIRONMENT C/O BOSTON COLLEGE L S, 2181 WASHINGTON ST STE 301 ROXBURY, MA 021192082		PUBLIC	GENERAL PURPOSE	20,000.
CENTER OF THEOLOGICAL INQUIRY 50 STOCKTON STREET PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	2,000.
CITYSEED P.O. BOX 2056 NEW HAVEN, CT 06521		PUBLIC	GENERAL PURPOSE	25,000.
CONNECTICUT NURSES FOUNDATION 377 RESEARCH PKWY, STE 2D MERIDEN, CT 06450		PUBLIC	GENERAL PURPOSE	6,667.
CONNECTICUT PUBLIC HEALTH ASSOCIATION 241 MAIN STREET, 2ND FLOOR HARTFORD, CT 06106		PUBLIC	GENERAL PURPOSE	6,667.
Total	SEE CONTINUATION SHEET(S)			3a 534,997.
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: [Signature] Date: 10/21/13 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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SAMUEL R. HOFFER		9-27-13		P01310511
	Firm's name ▶ MURPHY & HOFFER, P.A.			Firm's EIN ▶ 22-1970961	
	Firm's address ▶ P.O. BOX 30 PRINCETON, NJ 08542			Phone no. (609)452-9555	

LAWSON VALENTINE FOUNDATION

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	CHEVRON CORP	P	11/20/06	02/13/12
b	CHEVRON CORP	P	02/14/07	02/13/12
c	CORRECTIONS CORP AMERICA	P	11/29/11	02/13/12
d	FNMA, 4.375%, 3/15/13	P	04/02/03	02/09/12
e	FED HOME LOAN, 4.625%, 10/25/12	P	10/17/08	02/09/12
f	MCDONALDS CORP.	P	04/12/11	02/13/12
g	MICROSOFT CORP, 2.95%, 6/1/14	P	05/19/09	02/13/12
h	PNC FUNDING CORP, 2.3%, 6/22/12	P	10/19/09	02/13/12
i	TJX COS. INC.	P	10/21/10	02/13/12
j	WPX ENERGY INC.	P	11/29/11	02/13/12
k	COMCAST CORP.	P	06/23/11	03/12/12
l	PROCTER & GAMBLE CO.	P	06/19/01	03/12/12
m	ALLIANCE DATA SYSTEMS CORP.	P	07/22/11	03/12/12
n	MORGAN STANLEY DW, 6.6%, 4/1/12	P	04/30/02	04/02/12
o	PROCTER & GAMBLE CO.	P	06/19/01	05/03/12

(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 138,516.		90,029.	48,487.
b 53,275.		34,627.	18,648.
c 14,875.		13,039.	1,836.
d 261,368.		248,708.	12,660.
e 154,691.		153,072.	1,619.
f 26,049.		20,006.	6,043.
g 158,935.		150,984.	7,951.
h 50,372.		51,039.	<667.>
i 23,098.		15,169.	7,929.
j 13,022.		12,791.	231.
k 23,124.		18,616.	4,508.
l 49,889.		23,239.	26,650.
m 35,823.		28,704.	7,119.
n 150,000.		150,257.	<257.>
o 111,543.		54,225.	57,318.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			48,487.
b			18,648.
c			1,836.
d			12,660.
e			1,619.
f			6,043.
g			7,951.
h			<667.>
i			7,929.
j			231.
k			4,508.
l			26,650.
m			7,119.
n			<257.>
o			57,318.

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
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

LAWSON VALENTINE FOUNDATION

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 APPLE INC.	P	11/09/05	05/17/12
b ABBOTT LABORATORIES	P	09/05/08	06/12/12
c BLACKROCK INC.	P	02/16/11	07/30/12
d ORACLE CORP.	P	06/22/06	07/30/12
e TJX COS. INC.	P	10/21/10	07/30/12
f VISA INC.	P	02/16/11	07/30/12
g VISA INC.	P	05/12/11	07/30/12
h FIDELITY NATIONAL INFO SERVICES	P	11/29/11	08/21/12
i PEPSICO INC.	P	01/20/11	08/21/12
j TJX COS. INC.	P	10/21/10	08/06/12
k TARGET CORP.	P	02/16/11	08/24/12
l COVIDIEN PLC	P	02/08/12	10/02/12
m APACHE CORP.	P	07/09/04	10/02/12
n APPLE INC.	P	11/09/05	09/20/12
o AUTOMATIC DATA PROCESSING INC.	P	07/22/11	10/02/12

(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 56,313.		6,076.	50,237.
b 60,866.		56,380.	4,486.
c 29,758.		36,948.	<7,190.>
d 10,149.		4,943.	5,206.
e 35,136.		17,753.	17,383.
f 33,636.		20,941.	12,695.
g 24,462.		15,972.	8,490.
h 20,465.		15,085.	5,380.
i 37,904.		34,307.	3,597.
j 14,957.		7,641.	7,316.
k 53,481.		45,169.	8,312.
l 16,159.		14,177.	1,982.
m 33,008.		17,347.	15,661.
n 69,794.		6,076.	63,718.
o 27,525.		24,994.	2,531.

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			50,237.
b			4,486.
c			<7,190.>
d			5,206.
e			17,383.
f			12,695.
g			8,490.
h			5,380.
i			3,597.
j			7,316.
k			8,312.
l			1,982.
m			15,661.
n			63,718.
o			2,531.

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 }

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 }

2

3

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 HEINZ HJ CO.	P	07/22/11	10/02/12
b MERCK & CO. INC.	P	02/16/11	09/25/12
c NORFOLK SOUTHERN CO.	P	06/23/11	09/26/12
d PG&E CORP.	P	06/23/11	10/02/12
e REPUBLIC SERVICES INC.	P	05/12/11	10/02/12
f TJX COS. INC.	P	10/21/10	09/14/12
g UNITED TECHNOLOGIES CORP.	P	04/14/05	10/02/12
h UNITEDHEALTH GROUP INC.	P	11/29/11	10/02/12
i WELLS FARGO & CO.	P	05/12/11	09/14/12
j WESTERN UNION CO.	P	03/07/12	10/02/12
k ALLIANCE DATA SYSTEMS CORP.	P	07/22/11	10/19/12
l ALLIANCE DATA SYSTEMS CORP.	P	07/22/11	10/31/12
m APPLE INC.	P	11/09/05	10/19/12
n ACME GROUP INC.	P	05/12/11	10/19/12
o COMCAST CORP.	P	06/23/11	10/19/12

(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 13,138.		12,713.	425.
b 23,925.		17,662.	6,263.
c 37,434.		41,031.	<3,597.>
d 12,308.		12,017.	291.
e 14,350.		16,850.	<2,500.>
f 14,880.		7,303.	7,577.
g 16,493.		10,558.	5,935.
h 12,384.		10,051.	2,333.
i 27,816.		22,804.	5,012.
j 11,669.		10,987.	682.
k 14,022.		9,730.	4,292.
l 13,485.		9,244.	4,241.
m 19,007.		1,823.	17,184.
n 12,898.		13,315.	<417.>
o 13,014.		8,365.	4,649.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			425.
b			6,263.
c			<3,597.>
d			291.
e			<2,500.>
f			7,577.
g			5,935.
h			2,333.
i			5,012.
j			682.
k			4,292.
l			4,241.
m			17,184.
n			<417.>
o			4,649.

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 }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

2

3

LAWSON VALENTINE FOUNDATION

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 FISERV INC.	P	11/29/11	10/19/12
b FREEPORT MCMORAN COPPER & GOLD	P	02/08/12	10/19/12
c VISA INC.	P	02/16/11	10/19/12
d ABBOTT LABS, 5.6%, 11/30/17	P	11/13/08	11/13/12
e ALLIANCE DATA SYSTEMS CORP.	P	07/22/11	11/26/12
f CME GROUP INC.	P	05/12/11	11/07/12
g HEINZ HJ CO.	P	07/22/11	11/27/12
h IBM CORP, 4.75%, 11/29/12	P	02/03/03	11/29/12
i IBM CORP, 4.75%, 11/29/12	P	04/02/03	11/29/12
j MICROSOFT CORP, 2.95%, 6/1/14	P	05/19/09	11/16/12
k PRAXAIR INC.	P	05/17/07	11/06/12
l STRYKER CORP.	P	10/05/10	11/26/12
m VANGUARD SHORT-TERM TAX EX	P	06/27/12	11/14/12
n WESTERN UNION CO.	P	03/07/12	11/06/12
o WESTERN UNION CO.	P	03/07/12	11/26/12

(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 9,804.		7,193.	2,611.
b 11,025.		12,541.	<1,516.>
c 16,831.		9,138.	7,693.
d 123,090.		98,731.	24,359.
e 14,048.		9,730.	4,318.
f 14,248.		15,090.	<842.>
g 13,715.		12,984.	731.
h 100,000.		100,013.	<13.>
i 150,000.		153,549.	<3,549.>
j 103,939.		100,656.	3,283.
k 4,318.		2,722.	1,596.
l 16,896.		15,896.	1,000.
m 139,965.		139,845.	120.
n 11,852.		16,696.	<4,844.>
o 22,161.		30,884.	<8,723.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,611.
b			<1,516.>
c			7,693.
d			24,359.
e			4,318.
f			<842.>
g			731.
h			<13.>
i			<3,549.>
j			3,283.
k			1,596.
l			1,000.
m			120.
n			<4,844.>
o			<8,723.>

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 }

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

2

3

LAWSON VALENTINE FOUNDATION

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 CHEVRON CORP, 3.95%, 3/3/14	P	05/19/09	12/28/12
b FED HOME LOAN, 4.5%, 7/15/13	P	08/20/03	12/12/12
c MICROSOFT CORP, 2.95%, 6/1/14	P	05/19/09	12/12/12
d SPDR GOLD TRUST	P		12/31/12
e LONG-TERM CAPITAL GAIN DIVIDENDS	P		12/31/12
f LITIGATION SETTLEMENT PROCEEDS	P		12/31/12
g LP CAPITAL GAIN PASS-THROUGH K-1	P		12/31/12
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 520,500.		516,245.	4,255.
b 153,728.		149,694.	4,034.
c 259,065.		251,640.	7,425.
d 1,087.		1,087.	0.
e 357.			357.
f 64.			64.
g 11,000.			11,000.
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			4,255.
b			4,034.
c			7,425.
d			0.
e			357.
f			64.
g			11,000.
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	505,608.
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 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
CORPORATE ACCOUNTABILITY INTERNATIONAL 46 PLYMPTON STREET BOSTON, MA 02118		PUBLIC	GENERAL PURPOSE	5,000.
CRISIS MINISTRY OF PRINCETON & TRENTON 123 E HANOVER ST. TRENTON, NJ 08608		PUBLIC	GENERAL PURPOSE	2,500.
CT COALITION FOR ENVIRONMENTAL JUSTICE ONE CONGRESS STREET HARTFORD, CT 061452022		PUBLIC	GENERAL PURPOSE	33,667.
D&R GREENWAY LAND TRUST 1 PRESERVATION PLACE PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	7,500.
ENLACE (COMMUNITIES UNITED FOR PEOPLE) 320 SOUTHWEST STARK ST. PORTLAND, OR 97204		PUBLIC	GENERAL PURPOSE	25,000.
GLOBAL GREENGRANTS FUND 2840 WILDERNESS BOULDER, CO 80301		PUBLIC	GENERAL PURPOSE	25,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON ST., 4TH FL BOSTON, MA 02130		PUBLIC	GENERAL PURPOSE	25,000.
HARTFORD FOOD SYSTEM 191 FRANKLIN AVENUE HARTFORD, CT 06114		PUBLIC	GENERAL PURPOSE	25,000.
HISTORICAL SOCIETY OF PRINCETON 154 NASSAU STREET PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	1,000.
HUDSONIA P.O. BOX 5000 ANNANDALE, NY 12504-5000		PUBLIC	GENERAL PURPOSE	7,500.
Total from continuation sheets				474,663.

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
JUST FOOD 307 SEVENTH AVENUE, SUITE 1201 NEW YORK, NY 10001		PUBLIC	GENERAL PURPOSE	55,000.
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023		PUBLIC	GENERAL PURPOSE	3,000.
MORVEN 55 STOCKTON STREET PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	3,000.
NEW ALTERNATIVES 50 E. 7TH STREET NEW YORK, NY 10003		PUBLIC	GENERAL PURPOSE	
NEW ENGLAND GRASSROOTS ENVIRONMENTAL FUND 50 STATE STREET MONTPELIER, VT 05602		PUBLIC	GENERAL PURPOSE	15,000.
NORTHEAST ORGANIC FARMING ASSOCIATION-NY (NOFA) 591 LANSING ROAD FULTONVILLE, NY 12072		PUBLIC	GENERAL PURPOSE	20,000.
OPERA NEW JERSEY P.O. BOX 3151 PRINCETON, NJ 08543		PUBLIC	GENERAL PURPOSE	1,000.
PENNSYLVANIA ASSOCIATION FOR SUSTAINABLE AGRICULTURE 114 WEST MAIN STREET MILLHEIM, PA 16854		PUBLIC	GENERAL PURPOSE	25,000.
PRINCETON SYMPHONY ORCHESTRA 575 EWING STREET PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	5,000.
PRINCETON THEOLOGICAL SEMINARY 64 MERCER STREET PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	1,000.
Total from continuation sheets				

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
RAFI - USA P.O. BOX 640 PITTSBORO, NC 27312		PUBLIC	GENERAL PURPOSE	25,000.
SALK INSTITUTE FOR BIOMEDICAL RESEARCH 10010 TORREY PINE ROAD LA JOLLA, CA 92037		PUBLIC	GENERAL PURPOSE	2,500.
SAVE 900 HERRONTOWN ROAD PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	2,000.
TIDES CENTER/CORPWATCH 1611 TELEGRAPH AVE, SUITE 720 OAKLAND, CA 94612		PUBLIC	GENERAL PURPOSE	25,000.
VERIFIED VOTING FOUNDATION P.O. BOX 4104 CARLSBAD, CA 92018		PUBLIC	GENERAL PURPOSE	12,500.
WARREN WILSON COLLEGE 701 WARREN WILSON ROAD ASHEVILLE, NC 28815		PUBLIC	GENERAL PURPOSE	4,000.
WESTMINSTER CHOIR COLLEGE 101 WALNUT LANE PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	1,000.
AMERICAN BOYCHOIR SCHOOL 19 LAMBERT DRIVE PRINCETON, NJ 08540		PUBLIC	GENERAL PURPOSE	500.
BROOKLYN FOOD CONFERENCE (NOFA-NY) 591 LANSING ROAD FULTONVILLE, NY 12072		PUBLIC	GENERAL PURPOSE	1,996.
CAMPED 465 CALIFORNIA ST, STE 626 SAN FRANCISCO, CA 94104		PUBLIC	GENERAL PURPOSE	5,000.
Total from continuation sheets				

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
FOOD CHAIN WORKERS ALLIANCE 1730 OLYMPIC BLVD #300 LOS ANGELES, CA 90015		PUBLIC	GENERAL PURPOSE	25,000.
INTERNATIONAL DEVELOPMENT EXCHANGE (IDEX) 333 VALENCIA, STE 250 SAN FRANCISCO, CA 94103		PUBLIC	GENERAL PURPOSE	5,000.
INTERRELIGIOUS ECO-JUSTICE NETWORK PO BOX 270147 WEST HARTFORD, CT 06127		PUBLIC	GENERAL PURPOSE	1,000.
NEW ENGLAND FARMERS UNION EDUCATION FOUNDATION 5 STATE ST, 3RD FLOOR SHELburne FALLS, MA 01370		PUBLIC	GENERAL PURPOSE	3,000.
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 WEST 36TH ST, STE 901 NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSE	5,000.
NOYES FOUNDATION 6 EAST 39TH ST, 12TH FLOOR NEW YORK, NY 10016		PUBLIC	GENERAL PURPOSE	5,000.
PLANNED PARENTHOOD FEDERATION 434 WEST 33RD ST. NEW YORK, NY 10001		PUBLIC	GENERAL PURPOSE	5,000.
THE FREE HISTORY PROJECT 135 RUSSELL STREET BROOKLYN, NY 11222		PUBLIC	GENERAL PURPOSE	3,000.
THIRD SECTOR NEW ENGLAND 89 SOUTH ST, STE 700 BOSTON, MA 02111-2670		PUBLIC	GENERAL PURPOSE	28,000.
UNIVERSITY OF CALIFORNIA, DAVIS 1 SHIELDS AVENUE DAVIS, CA 95616		PUBLIC	GENERAL PURPOSE	7,500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

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

SOURCE	AMOUNT
DAMARISCOTTA BANK-CD	854.
FIDELITY CASH FUND	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	876.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY-NOMINEE DIVIDEND	101,158.	0.	101,158.
FIDELITY-NOMINEE INTEREST	265,903.	0.	265,903.
TOTAL TO FM 990-PF, PART I, LN 4	367,061.	0.	367,061.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT UBIT THRU LP K-1S	21,606.	0.	
OTHER INVESTMENT INCOME THRU LP K-1S	36,076.	36,076.	
TOTAL TO FORM 990-PF, PART I, LINE 11	57,682.	36,076.	

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	4,962.	0.		4,962.
TO FORM 990-PF, PG 1, LN 16B	4,962.	0.		4,962.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVICE	66,145.	66,145.		0.
TO FORM 990-PF, PG 1, LN 16C	66,145.	66,145.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	35,619.	0.		0.
NEW YORK STATE FILING FEE	750.	0.		750.
PAYROLL TAXES	6,121.	0.		6,121.
FOREIGN TAXES-THRU LP K-1S	1,540.	1,540.		0.
TO FORM 990-PF, PG 1, LN 18	44,030.	1,540.		6,871.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	734.	0.		734.
OFFICE EXPENSE	3,763.	0.		3,763.
TELEPHONE/UTILITIES	3,086.	0.		3,086.
INSURANCE	1,740.	0.		1,740.
MEMBERSHIPS AND DUES	9,428.	0.		9,428.
PORTFOLIO DEDUCTIONS THRU LP K-1S	28,377.	28,377.		0.
TO FORM 990-PF, PG 1, LN 23	47,128.	28,377.		18,751.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
CURRENT YEAR UNRECOGNIZED UNREALIZED GAIN (LOSS) ON INVESTMENTS			289,929.
TOTAL TO FORM 990-PF, PART III, LINE 3			289,929.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FED HOME LOAN, 4.5%, 7/15/13	X		0.		0.
FED HOME LOAN, 4.625%, 10/25/12	X		0.		0.
FED HOME LOAN, 5%, 11/17/17	X		120,018.		120,018.
FED HOME LOAN, 5.375%, 5/18/16	X		291,428.		291,428.
FNMA, 4.375%, 3/15/13	X		0.		0.
FNMA, 5.25%, 9/15/16	X		117,191.		117,191.
U.S. TREAS NTS, 1.125%, 1/15/21	X		124,300.		124,300.
U.S. TREAS NTS, 1.375%, 1/15/20	X		317,257.		317,257.
U.S. TREAS NTS, 1.625%, 1/15/15	X		257,528.		257,528.
U.S. TREAS NTS, 4.625%, 11/15/16	X		115,735.		115,735.
U.S. TREASURY NT, 4.25%, 11/15/17	X		87,833.		87,833.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,431,290.	1,431,290.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,431,290.	1,431,290.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ABBOTT LABORATORIES	0.	0.	
ACCENTURE, LTD	60,848.	60,848.	
AETNA INC.	70,160.	70,160.	
ALLIANCE DATA SYSTEMS CORP.	28,952.	28,952.	
AMERICAN TOWER CORP.	77,270.	77,270.	
ANADARKO PETE CORP.	69,480.	69,480.	
APACHE CORPORATION	48,670.	48,670.	
APPLE COMPUTER, INC.	409,772.	409,772.	
AUTOMATIC DATA PROCESSING INC.	70,593.	70,593.	

BLACKROCK, INC.	33,074.	33,074.
BMC SOFTWARE INC.	38,232.	38,232.
CHEVRON CORP.	0.	0.
CME GROUP INC.	23,815.	23,815.
COMCAST CORP.	53,612.	53,612.
CORRECTIONS CORP. AMER NEW	0.	0.
COVIDIAN PLC	55,430.	55,430.
CVS CAREMARK CORP.	39,164.	39,164.
DANAHER CORP.	62,608.	62,608.
EQT CORP.	31,554.	31,554.
EXPRESS SCRIPTS	76,680.	76,680.
FIDELITY NATIONAL INFO SVCS INC.	27,848.	27,848.
FISERV INC.	54,531.	54,531.
GOOGLE INC.	116,718.	116,718.
HEINZ HJ CO.	70,658.	70,658.
MCDONALDS CORP.	63,511.	63,511.
MERCK & CO. INC.	53,017.	53,017.
MICROSOFT CORP.	70,380.	70,380.
NIKE INC.	31,476.	31,476.
NORFOLK SOUTHERN CORP.	0.	0.
ORACLE CORP.	88,465.	88,465.
PEPSICO INC.	39,689.	39,689.
PG&E CORP.	36,966.	36,966.
PRAXAIR, INC.	68,954.	68,954.
PROCTER & GAMBLE	0.	0.
QEP RES INC.	58,724.	58,724.
REPUBLIC SVCS INC.	53,967.	53,967.
SPECTRA ENERGY	27,928.	27,928.
STRYKER CORP.	44,404.	44,404.
TARGET CORP.	66,566.	66,566.
TJX COS. INC.	27,168.	27,168.
UNITED TECHNOLOGIES CORP.	67,658.	67,658.
UNITEDHEALTH GROUP INC.	67,258.	67,258.
VF CORP.	45,291.	45,291.
VISA INC.	37,137.	37,137.
WELLS FARGO & CO.	74,341.	74,341.
WILLIAMS COS. INC.	88,562.	88,562.
CROWN HLDGS INC.	43,988.	43,988.
FREEPORT-MCMORAN COPPER & GOLD	36,594.	36,594.
GENERAL ELECTRIC CO.	79,237.	79,237.
UNION PACIFIC CORP	28,287.	28,287.
FORD MOTOR CO.	29,526.	29,526.
WALGREEN CO.	53,294.	53,294.
KINDER MORGAN INC.	52,288.	52,288.
BANK OF AMERICA CORP	44,699.	44,699.
CITIGROUP INC	32,439.	32,439.
JP MORGAN CHASE & CO.	70,351.	70,351.
U.S.BANCORP	28,267.	28,267.
JOHNSON & JOHNSON	45,215.	45,215.
CHECK POINT SOFTWARE TECH	39,779.	39,779.
CISCO SYSTEMS INC.	64,352.	64,352.
EMC CORP	45,287.	45,287.
NETTAPP INC.	24,995.	24,995.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,349,729.	3,349,729.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS, 5.6%, 11/30/17	0.	0.
BERKSHIRE HATHAWAY, 5.4%, 5/1/18	421,008.	421,008.
CHEVRON CORP, 3.95%, 3/3/14	0.	0.
CHEVRON CORP, 4.95%, 3/3/19	298,242.	298,242.
CISCO SYSTEMS, 5.5%, 2/22/16	228,610.	228,610.
DISNEY WALT, 5.625%, 9/15/16	116,337.	116,337.
GENERAL ELEC CO., 5.25%, 12/6/17	176,872.	176,872.
GOLDMAN SACHS, 4.75%, 7/15/13	255,242.	255,242.
HOUSEHOLD FINANCE, 4.75%, 7/15/13	153,131.	153,131.
IBM CORP, 4.75%, 11/29/12	0.	0.
JP MORGAN CHASE, 4.75%, 5/1/13	101,443.	101,443.
MICROSOFT CORP, 2.95%, 6/1/14	0.	0.
MORGAN STANLEY DW, 6.6%, 4/1/12	0.	0.
PEPSICO INC SR NT, 4.5%, 1/15/20	289,110.	289,110.
PNC FUNDING, 2.3%, 6/22/12	0.	0.
TARGET CORP, 4%, 6/15/13	101,548.	101,548.
VERIZON COMM, 6.1%, 4/15/18	245,918.	245,918.
WACHOVIA BANK, 5.6%, 3/15/16	225,080.	225,080.
WELLS FARGO, 4.625%, 4/15/14	262,905.	262,905.
BLACKROCK INC, 3.375%, 6/1/22	106,208.	106,208.
GE CAP CORP, 4.65%, 10/17/21	57,052.	57,052.
JP MORGAN CHASE, 3.15%, 7/5/16	52,973.	52,973.
MORGAN STANLEY, 5.3%, 3/1/13	50,273.	50,273.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,141,952.	3,141,952.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AT DIVERSIFIED STRATEGIES FUND, LLC	FMV	252,182.	252,182.
AT GLOBAL LONG/SHORT FUND	FMV	432,857.	432,857.
AT MLP FUND, LLC	FMV	650,111.	650,111.
AT OPPORTUNITY FUND, LLC	FMV	209,644.	209,644.
CARLYLE/RIVERSTONE LIMITED PARTNERSHIP INTERESTS	FMV	176,140.	176,140.
DREYFUS EMERGING MARKETS DEBTS	FMV	314,629.	314,629.
MATTHEWS PACIFIC TIGER FUND	FMV	429,926.	429,926.
NEWPORT ASIA ADVISORS FUND, LP	FMV	308,803.	308,803.
RIDGEWORTH CLASSIC SEIX FLOATING	FMV	256,550.	256,550.
SPDR GOLD TRUST	FMV	275,435.	275,435.
FRANKLIN HIGH INCOME FUND	FMV	443,988.	443,988.
VANGUARD SHORT TERM TAX EX	FMV	111,310.	111,310.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,861,575.	3,861,575.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LUCY MILLER 208 N. MANOR AVENUE KINGSTON, NY 12401	TRUSTEE 1.00	0.	0.	0.
PAUL E. VAWTER 40 HASLET AVE PRINCETON, NJ 08540	TRUSTEE 1.00	0.	0.	0.
VALENTINE DOYLE 117 BROWN ST HARTFORD, CT 06114	TRUSTEE 25.00	38,896.	2,819.	0.
ALLEN DOYLE 2242 CALAVERAS AVENUE DAVIS, CA 95616	TRUSTEE 1.00	0.	0.	0.
MARK LINDEMAN 208 N. MANOR AVENUE KINGSTON, NY 12401	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		38,896.	2,819.	0.