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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE DAPHNE SEYBOLT CULPEPER MEMORIAL
FOUNDATION, INC.

A Employer identification number

22-2478755

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

PO BOX 206

Room/suite

City or town, state, and ZIP code

NORWALK, CT 06852-0206

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 16611922.

(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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	6665.	6665.		STATEMENT 1
4	Dividends and interest from securities	584874.	584874.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	822319.			
7	Capital gain net income (from Part IV, line 2)		822319.		RECEIVED
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a					205
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	1413858.	1413858.		
13	Compensation of officers, directors, trustees, etc	50000.	0.		50000.
14	Other employee salaries and wages	60000.	0.		60000.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	14175.	0.	14175.
c	Other professional fees				
17	Interest		1240.	1240.	0.
18	Taxes	STMT 4	39128.	34386.	4742.
19	Depreciation and depletion		2771.	382.	
20	Occupancy				
21	Travel, conferences, and meetings		6243.	0.	6243.
22	Printing and publications				
23	Other expenses	STMT 5	75206.	12498.	62703.
24	Total operating and administrative expenses. Add lines 13 through 23		248763.	48506.	197863.
25	Contributions, gifts, grants paid		1140075.		1140075.
26	Total expenses and disbursements. Add lines 24 and 25		1388838.	48506.	1337938.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		25020.		
b	Net Investment Income (if negative, enter -0-)			1365352.	
c	Adjusted net income (if negative, enter -0-)				N/A

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**THE DAPHNE SEYBOLT CULPEPER MEMORIAL
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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	2399167.	2072874.	2072874.	
	2 Savings and temporary cash investments				
	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 ►	7899.	0.	0.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations	STMT 6	101282.	82916.	84160.
	b Investments - corporate stock	STMT 7	6231254.	6909444.	13072219.
	c Investments - corporate bonds	STMT 8	1591689.	1295175.	1329157.
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ►	10343.				
Less accumulated depreciation	STMT 9 ► 7794.	1502.	2549.	2549.	
15 Other assets (describe ►	STATEMENT 10)	53429.	50963.	50963.	
16 Total assets (to be completed by all filers)		10386222.	10413921.	16611922.	
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 ►	STATEMENT 11)	0.	2679.	
23 Total liabilities (add lines 17 through 22)		0.	2679.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		7586315.	7586315.	
	29 Retained earnings, accumulated income, endowment, or other funds		2799907.	2824927.	
30 Total net assets or fund balances		10386222.	10411242.		
31 Total liabilities and net assets/fund balances		10386222.	10413921.		

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	10386222.
2 Enter amount from Part I, line 27a	2	25020.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	10411242.
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	10411242.

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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	1680947.	858628.			822319.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					822319.
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		822319.
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	1231899.	16432539.	.074967
2010	1175697.	15209989.	.077298
2009	1213307.	14002439.	.086650
2008	1402742.	17271868.	.081215
2007	1169008.	20065634.	.058259
2 Total of line 1, column (d)			.378389
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			.075678
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			16999324.
5 Multiply line 4 by line 3			1286475.
6 Enter 1% of net investment income (1% of Part I, line 27b)			13654.
7 Add lines 5 and 6			1300129.
8 Enter qualifying distributions from Part XII, line 4			1337938.

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

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

<p>1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.</p> <p>Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)</p> <p>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.</p> <p>c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-</p> <p>6 Credits/Payments.</p> <p>a 2012 estimated tax payments and 2011 overpayment credited to 2012</p> <p>b Exempt foreign organizations - tax withheld at source</p> <p>c Tax paid with application for extension of time to file (Form 8868)</p> <p>d Backup withholding erroneously withheld</p> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p>11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1</td> <td style="width: 90%;">13654.</td> </tr> <tr> <td>2</td> <td>0.</td> </tr> <tr> <td>3</td> <td>13654.</td> </tr> <tr> <td>4</td> <td>0.</td> </tr> <tr> <td>5</td> <td>13654.</td> </tr> <tr> <td>7</td> <td>0.</td> </tr> <tr> <td>8</td> <td>306.</td> </tr> <tr> <td>9</td> <td>13960.</td> </tr> <tr> <td>10</td> <td></td> </tr> <tr> <td>11</td> <td></td> </tr> </table>	1	13654.	2	0.	3	13654.	4	0.	5	13654.	7	0.	8	306.	9	13960.	10		11	
1	13654.																				
2	0.																				
3	13654.																				
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5	13654.																				
7	0.																				
8	306.																				
9	13960.																				
10																					
11																					
Refunded ►																					

Part VII-A Statements Regarding Activities

<p>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?</p> <p>b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i></p> <p>c Did the foundation file Form 1120-POL for this year?</p> <p>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.</p> <p>e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.</p> <p>2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i></p> <p>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? <i>If "Yes," attach a conformed copy of the changes</i></p> <p>4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?</p> <p>5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i></p> <p>6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.</p> <ul style="list-style-type: none"> • 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? <p>7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i></p> <p>8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE, CT</p> <p>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</p> <p>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..</p> <p>10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">Yes</td> <td style="width: 10%;">No</td> </tr> <tr> <td>1a</td> <td>X</td> </tr> <tr> <td>1b</td> <td>X</td> </tr> <tr> <td>1c</td> <td>X</td> </tr> <tr> <td>2</td> <td>X</td> </tr> <tr> <td>3</td> <td>X</td> </tr> <tr> <td>4a</td> <td>X</td> </tr> <tr> <td>4b</td> <td></td> </tr> <tr> <td>5</td> <td>X</td> </tr> <tr> <td>6</td> <td>X</td> </tr> <tr> <td>7</td> <td>X</td> </tr> <tr> <td>8b</td> <td>X</td> </tr> <tr> <td>9</td> <td></td> </tr> <tr> <td>10</td> <td>X</td> </tr> </table>	Yes	No	1a	X	1b	X	1c	X	2	X	3	X	4a	X	4b		5	X	6	X	7	X	8b	X	9		10	X
Yes	No																												
1a	X																												
1b	X																												
1c	X																												
2	X																												
3	X																												
4a	X																												
4b																													
5	X																												
6	X																												
7	X																												
8b	X																												
9																													
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)	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 ► THE FOUNDATION Located at ► PO BOX 206, NORWALK, CT	Telephone no ► 203-246-2793 ZIP+4 ► 06852-0206	
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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (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	N/A ►	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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. ►		
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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)? N/A

Organizations relying on a current notice regarding disaster assistance check here ►

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

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? 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? 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
RODNEY S. EIELSON 4770 SO LAKE DR BOYNTON BEACH, FL 33476	PRESIDENT 5.00	50000.	0.	0.
AMY BLOOM 11 ALDEN AVENUE NORWALK, CT 06855	SEC TREAS & DIRECTOR 25.00	30000.	0.	0.
LORI G. BRAYTON 9 FIRST STREET NORWALK, CT 06855	SEC TREAS & DIRECTOR 25.00	30000.	0.	0.

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

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

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

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

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

(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.

NAME OF ORGANIZATIONS AND OTHER ENTITIES SERVED, CONFERENCES CONVENED, RESEARCH PAPERS PRODUCED, ETC.	
1	N/A
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	14621871.
b Average of monthly cash balances	1b	2636326.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	17258197.
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	17258197.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258873.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16999324.
6 Minimum investment return. Enter 5% of line 5	6	849966.

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	849966.
2a Tax on investment income for 2012 from Part VI, line 5	2a	13654.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	13654.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	836312.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	836312.
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	836312.

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	1337938.
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	1337938.
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	13654.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1324284.

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

Form 990-PF (2012)

**THE DAPHNE SEYBOLT CULPEPER MEMORIAL
FOUNDATION, INC.**

Form 990-PF (2012)

22-2478755

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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				836312.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2012.	1480165.			
a From 2007			0.	
b From 2008			0.	
c From 2009	525045.			
d From 2010	468166.			
e From 2011	486954.			
f Total of lines 3a through e	501626.			836312.
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1337938.	0.		0.	
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			0.	
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:	1981791.			
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.	
1 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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1981791.			
10 Analysis of line 9.				
a Excess from 2008	525045.			
b Excess from 2009	468166.			
c Excess from 2010	486954.			
d Excess from 2011	501626.			
e Excess from 2012				

223581
12-05-12

Form 990-PF (2012)

THE DAPHNE SEYBOLT CULPEPER MEMORIAL
FOUNDATION, INC.

Form 990-PF (2012)

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Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED				1140075.
Total				► 3a 1140075.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

223611
12-05-12

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		(e) Related or exempt function income	
	(a) Business code	(b) Amount		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14 6665.	
4 Dividends and interest from securities			14 584874.	
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18 822319.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	1413858.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	1413858.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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)
a	CITIGROUP CAPITAL PFD	P	11/19/07	12/17/12
b	CITIGROUP CAPITAL PFD	P	08/08/07	08/15/12
c	CORTS VI IBM DEBS	P	10/13/06	06/11/12
d	EXXON MOBILE-5000 SHS	P	06/01/85	08/15/12
e	IBM-2000 SHS	P	02/24/93	03/19/12
f	LODI CA ELEC SER D	P	11/29/02	07/02/12
g	MICROSOFT NOTES	P	02/10/11	05/18/12
h	MORGANSTANLEY NOTES	P	08/26/10	11/30/12
i	ROYCE VALUE TRUST	P	10/06/03	11/15/12
j	GNMA-RET OF PRINC	P		12/31/12
k	GNMA-RET OF PRINC	P		12/31/12
l	GNMA-RET OF PRINC	P		12/31/12
m	GNMA-RET OF PRINC	P		12/31/12
n	GNMA-RET OF PRINC	P		12/31/12
o	GNMA-RET OF PRINC	P		12/31/12

(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 50000.		50000.	0.
b 100000.		100000.	0.
c 150000.		150000.	0.
d 442490.		15477.	427013.
e 411993.		25863.	386130.
f 250000.		249673.	327.
g 105717.		100031.	5686.
h 100000.		100000.	0.
i 50000.		49768.	232.
j 9244.		9244.	0.
k 105.		105.	0.
l 1729.		1729.	0.
m 406.		406.	0.
n 3763.		3763.	0.
o 566.		566.	0.

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			0.
b			0.
c			0.
d			427013.
e			386130.
f			327.
g			5686.
h			0.
i			232.
j			0.
k			0.
l			0.
m			0.
n			0.
o			0.

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.)
a	GNMA-RET OF PRINC		P		12/31/12
b	GNMA-RET OF PRINC		P		12/31/12
c	CAPITAL GAINS DIVIDENDS				
d					
e					
f					
g					
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	21.		21.		0.
b	1982.		1982.		0.
c	2931.				2931.
d					
e					
f					
g					
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				(i) 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				0.	
b				0.	
c				2931.	
d					
e					
f					
g					
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	822319.
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				3	N/A

223591
05-01-12

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

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

SOURCE	AMOUNT
INTEREST INCOME	6665.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6665.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST FROM SECURITIES	587805.	2931.	584874.
TOTAL TO FM 990-PF, PART I, LN 4	587805.	2931.	584874.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14175.	0.		14175.
TO FORM 990-PF, PG 1, LN 16B	14175.	0.		14175.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4590.	0.		4590.
FILING FEES	152.	0.		152.
FEDERAL INCOME TAXES - PRIOR YEAR	32130.	32130.		0.
FOREIGN TAXES-DIVIDENDS	2256.	2256.		0.
TO FORM 990-PF, PG 1, LN 18	39128.	34386.		4742.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE SERVICES/MANAGEMENT FEES	60000.	0.		60000.
OTHER OPERATING & TRAVEL COSTS	1652.	1652.		0.
OFFICE EXPENSES	2708.	0.		2703.
INVESTMENT MANAGEMENT FEES	10846.	10846.		0.
TO FORM 990-PF, PG 1, LN 23	75206.	12498.		62703.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		82916.	84160.
TOTAL U.S. GOVERNMENT OBLIGATIONS			82916.	84160.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			82916.	84160.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE ATTACHED)	6909444.	13072219.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6909444.	13072219.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHED)	1295175.	1329157.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1295175.	1329157.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	1910.	1714.	196.
COMPUTER & EQUIPMENT	1680.	840.	840.
COMPUTER & EQUIPMENT	2935.	2935.	0.
FURNITURE	2004.	1353.	651.
EQUIPMENT	1814.	952.	862.
TOTAL TO FM 990-PF, PART II, LN 14	10343.	7794.	2549.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDS	310.	0.	0.
OTHER ASSETS	53119.	50963.	50963.
TO FORM 990-PF, PART II, LINE 15	53429.	50963.	50963.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	0.	2679.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	2679.

Tax Return Carryovers to 2013

NAME THE DAPHNE SEYBOLT CULPEPER MEMORIAL FOUNDATION, INC ID Number 22-2478755

4562

Form Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
Sequence No 179

Name(s) shown on return

THE DAPHNE SEYBOLT CULPEPER MEMORIAL
FOUNDATION, INC.

Business or activity to which this form relates

FORM 990-PF PAGE 1

Identifying number

22-2478755

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2000000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	1909.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	336.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	130.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1909.	5 YRS.	MQ	200DB	396.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.		S/L
c 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	2771.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

216251
12-28-12 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

16370502 794545 DAPHNE

2012.03040 THE DAPHNE SEYBOLT CULPEPER DAPHNE_1

**THE DAPHNE SEYBOLT CULPEPER MEMORIAL
FOUNDATION, INC.**

Form 4562 (2012)

22-2478755 Page 2

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No					24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use					25
--	--	--	--	--	----

26 Property used more than 50% in a qualified business use:

	%						
	%						
	%						

27 Property used 50% or less in a qualified business use:

	%			S/L			
	%			S/L			
	%			S/L			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year. Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use?	Yes	No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	---------------------------------	---------------------------	---------------------	--	-----------------------------------

42 Amortization of costs that begins during your 2012 tax year:

43 Amortization of costs that began before your 2012 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

THE DAPHNE SEYBOLT CULPEPER MEMORIAL FOUNDATION, INC.

PO BOX 206, NORWALK, CT 06852-0206

TELEPHONE 203-762-3984

GUIDELINES FOR APPLICANTS

The Daphne Seybolt Culpeper Memorial Foundation Inc, is a not-for-profit private foundation incorporated in 1983 under the laws of the state of Delaware. It makes grants to assist qualified not-for-profit organizations headquartered in Fairfield County, Connecticut, Palm Beach County, Florida, or San Diego County, California for programs to be carried out in these counties. This location limitation does not apply to organizations previously funded by the foundation.

THE FOUNDATION DOES NOT:

1. Make loans.
2. Make grants to individuals.
3. Provide support for endowments, conferences, forums, seminars, gratuities, honorariums, travel, meals and lodging.
4. Administer programs it supports;
5. Make payment of more than one grant to the same organization within a twelve month period.
6. Provide further support to an organization which has not acknowledged receipt of a previous grant from the foundation.

The foundation does not have a grant application form. An applicant seeking grant assistance should write a letter describing the proposed program. The letter should be accompanied with:

1. Copy of the requesting organization's Section 501(c)(3) nonprofit status exemption letter from the Internal Revenue Service.
2. Provide a statement outlining what percentage of your organization's income goes directly toward your organization's mission, and what percentage is used for administrative costs.
3. Provide a copy of the organization's audited annual financial statements
4. A budget for the program and the proposed starting and completion dates.
5. A list of names, residences, and business address of the organization's governing board and whether the board members are volunteer or compensated.

When an application for a grant is complete, it will be considered by our foundation and the applicant will be advised as to the disposition of its proposal.

Interviews with applicant or site visits will be arranged if the foundation deems it necessary or desirable, but only after an application for financial aid has been received.

Unfortunately, many worthy requests for support are denied either because of our foundation's limited resources, the number of requests received, or because the proposal does not fall within our program guidelines.

THE DAPHNE SEYBOLT CULPEPER MEMORIAL FOUNDATION INC

Transactions by Account

As of December 31, 2012

Type	Date	Num	Name	Memo	Split	Amount	Balance
GRANTS							
Check	1/2/2012	5606	PET ANIMAL WELFARE SOCIETY OF CT	CASH - JPM		1,000.00	1,000.00
Check	1/12/2012	5608	SHEPHERD, INC	CASH - JPM		2,500.00	3,500.00
Check	1/12/2012	5609	ST CATHERINE ACADEMY	CASH - JPM		3,000.00	6,500.00
Check	1/12/2012	5610	GOODSPEED OPERA HOUSE	CASH - JPM		3,000.00	9,500.00
Check	1/19/2012	5611	AIDS PROJECT NEW HAVEN INC	CASH - JPM		22,000.00	31,500.00
Check	1/19/2012	5612	SCHOOL SISTERS OF NOTRE DAME	CASH - JPM		5,000.00	36,500.00
Check	1/30/2012	5607	BROWARD STAGE DOOR THEATRE	CASH - JPM		5,000.00	41,500.00
Check	2/1/2012	5613	LONG WHARF THEATRE	CASH - JPM		1,500.00	43,000.00
Check	2/4/2012	5614	MEALS ON WHEELS	CASH - JPM		2,500.00	45,500.00
Check	2/4/2012	5615	THE SOUP KITCHEN	CASH - JPM		2,500.00	48,000.00
Check	2/4/2012	5616	SMART KIDS WITH LEARNING DISABILITIES	CASH - JPM		1,500.00	49,500.00
Check	2/7/2012	5617	THE HUMAN SERVICES COUNCIL	CASH - JPM		3,000.00	52,500.00
Check	2/8/2012	5618	NORWALK MARCHING BEARS INC	CASH - JPM		3,000.00	55,500.00
Check	2/8/2012	5621	CAPITAL CLASSIC THEATRE INC	CASH - JPM		1,000.00	56,500.00
Check	2/8/2012	5622	CAROLINE HOUSE INC	CASH - JPM		1,500.00	58,000.00
Check	2/22/2012	5623	ANIMAL PROTECTION & RESCUE LEAGUE INC	CASH - JPM		3,000.00	61,000.00
Check	2/22/2012	5624	INSIGHT VISION CENTER	CASH - JPM		10,000.00	71,000.00
Check	2/22/2012	5625	PROJECT CONCERN INTERNATIONAL	CASH - JPM		2,500.00	73,500.00
Check	2/23/2012	5619	SACRED HEART CATHOLIC SCHOOL	CASH - JPM		15,000.00	88,500.00
Check	2/23/2012	5626	CATHOLIC CHARITIES OF SAN DIEGO	CASH - JPM		5,000.00	93,500.00
Check	2/23/2012	5627	UC SANDIEGO AQUARIUM	CASH - JPM		2,000.00	95,500.00
Check	2/23/2012	5628	TARIQ KHAMISA FOUNDATION	CASH - JPM		2,000.00	97,500.00
Check	2/24/2012	5620	STEM CELL RESEARCH	CASH - JPM		40,000.00	137,500.00
Check	3/15/2012	5630	MISHKAM ISREAL DAY CARE	CASH - JPM		1,000.00	138,500.00
Check	3/15/2012	5631	LAWYERS FOR CHILDREN AMERICA INC	CASH - JPM		1,000.00	139,500.00
Check	3/20/2012	5632	HARTFORD'S CAMP COURANT	CASH - JPM		1,000.00	140,500.00
Check	3/21/2012	5633	WOMEN'S MENTORING NETWORK	CASH - JPM		2,000.00	142,500.00
Check	3/24/2012	2294	NORWALK SEAPORT ASSOCIATION	CASH - BAN		950.00	143,450.00
Check	4/1/2012	5634	NORWALK SEAPORT ASSOCIATION	CASH - JPM		5,000.00	148,450.00
Check	4/1/2012	5638	SAN DIEGO RESCUE MISSION	CASH - JPM		3,000.00	151,450.00
Check	4/1/2012	5639	CALIFORNIA FEDERATION OF WOMEN'S CLUB	CASH - JPM		3,000.00	154,450.00
Check	4/1/2012	5640	CASA DE AMPARO	CASH - JPM		1,500.00	155,950.00
Check	4/10/2012	5641	COURAGE TO SPEAK FOUNDATION INC	CASH - JPM		3,000.00	158,950.00
Check	4/17/2012	5642	S A V E	CASH - JPM		2,500.00	161,450.00
Check	4/20/2012	5643	FAMILY REENTRY	CASH - JPM		2,000.00	163,450.00
Check	4/20/2012	5644	VISITING NURSE & HOSPICE	CASH - JPM		2,000.00	165,450.00
Check	4/24/2012	5645	ADVENT LUTHERAN CHURCH	CASH - JPM		20,000.00	185,450.00
Check	4/27/2012	5646	ELDERHOUSE INC	CASH - JPM		5,000.00	190,450.00
Check	5/1/2012	2305	CONNECTICUT FRIENDS SCHOOL	CASH - BAN		300.00	190,750.00
Check	5/12/2012	5647	PALM BEACH HABITATION CENTER	CASH - JPM		1,500.00	192,250.00
Check	5/18/2012	5712	MALTA HOUSE INC	CASH - JPM		5,000.00	197,250.00
Check	5/18/2012	2307	CONNECTICUT FRIENDS SCHOOL	CASH - BAN		1,145.00	198,395.00
Check	5/19/2012	5637	AMERICAN CANCER SOCIETY	CASH - JPM		50,000.00	248,395.00
Check	5/22/2012	5648	4-H EDUCATION CENTER AT AVERFARM	CASH - JPM		1,000.00	249,395.00
Check	5/31/2012	5635	NORMA F PFIEM BREAST CARE CAENTER	CASH - JPM		5,000.00	254,395.00
Check	6/3/2012	2310	CLOVER HILL SCHOOL	CASH - BAN		320.00	254,715.00
Check	6/4/2012	5698	CENTER FOR CONTEMPORARY PRINTMAKING	CASH - JPM		5,000.00	259,715.00
Check	6/4/2012	5699	LEUKEMIA & LYMPHOMA SOCIETY	CASH - JPM		5,000.00	264,715.00
Check	6/4/2012	5700	WAKEMAN BOYS & GIRLS CLUB	CASH - JPM		5,000.00	269,715.00
Check	6/10/2012	5650	HORIZONS	CASH - JPM		1,500.00	271,215.00
Check	6/19/2012	5651	GEORGE WASHINGTON CARVER CENTER	CASH - JPM		5,000.00	276,215.00
Check	6/19/2012	5652	LYME ACADEMY COLLEGE	CASH - JPM		1,500.00	277,715.00
Check	6/19/2012	5653	SILVERMINE ARTS	CASH - JPM		2,500.00	280,215.00
Check	6/20/2012	5654	ST MARYS MAGDALEN SCHOOL	CASH - JPM		2,000.00	282,215.00
Check	6/20/2012	5600	THE BRIDGE FAMILY CENTER INC	CASH - JPM		2,000.00	284,215.00
Check	6/22/2012	5655	DOMESTIC VIOLENCE CRISIS	CASH - JPM		5,000.00	289,215.00
Check	6/22/2012	5656	BRIDGEPORT RESCUE MISSION	CASH - JPM		3,000.00	292,215.00
Check	7/1/2012	5657	JUNIOR ACHIEVEMENTS OF SW CT	CASH - JPM		2,400.00	294,615.00
Check	7/9/2012	5658	ST VINCENT DEPAUL	CASH - JPM		1,000.00	295,615.00
Check	7/10/2012	5649	SACRED HEART UNIVERSITY	CASH - JPM		7,500.00	303,115.00
Check	7/11/2012	5659	STEPPING STONES MUSEUM	CASH - JPM		10,000.00	313,115.00
Check	7/11/2012	5660	CLOVER HILL SCHOOL	CASH - JPM		30,000.00	343,115.00
Check	7/11/2012	5601	VILLA MARIA SCHOOL	CASH - JPM		1,000.00	344,115.00
Check	7/22/2012	5662	NEIGHBORHOOD STUDIOS OF FAIRFIELD COUNTY	CASH - JPM		2,000.00	346,115.00
Check	7/23/2012	5661	HORIZONS STUDENT ENRICHMENT @ NEW CANAAN	CASH - JPM		2,000.00	348,115.00
Check	7/31/2012	5663	CHRISTIAN FELLOWSHIP CENTER	CASH - JPM		2,000.00	350,115.00
Check	8/1/2012	5664	MERCY LEARNING CENTER	CASH - JPM		4,000.00	354,115.00
Check	8/3/2012	5665	CENTER FOR WOMEN & FAMILIES	CASH - JPM		5,000.00	359,115.00
Check	8/31/2012	5667	EARTHPLACE, THE NATURE DISCOVERY CTR INC	CASH - JPM		3,000.00	362,115.00
Check	9/1/2012	5666	HOMES WITH HOPE	CASH - JPM		2,500.00	364,615.00
Check	9/7/2012	5668	THE COVENANT SHELTER OF NEW LONDON INC	CASH - JPM		5,000.00	369,615.00
Check	9/17/2012	5671	YMCA OF SAN DIEGO	CASH - JPM		3,000.00	372,615.00
Check	9/17/2012	5672	SALVATION ARMY HEADQUARTERS	CASH - JPM		3,000.00	375,615.00
Check	9/17/2012	5673	SUPER FOOD DRIVE	CASH - JPM		2,000.00	377,615.00
Check	9/17/2012	5674	BOYS & GIRLS CLUBS OF VISTA	CASH - JPM		1,000.00	378,615.00
Check	9/17/2012	5675	MAMA'S KITCHEN	CASH - JPM		5,000.00	383,615.00
Check	9/17/2012	5676	WOMEN'S RESOURCE CENTER	CASH - JPM		5,000.00	388,615.00
Check	9/23/2012	5692	HOSPICE BY THE SEAS INC	CASH - JPM		5,000.00	393,615.00
Check	9/23/2012	5696	FLAGLER MUSEUM	CASH - JPM		2,500.00	396,115.00
Check	9/23/2012	5697	FARMINGWORKERS CHILDREN	CASH - JPM		1,000.00	397,115.00
Check	9/26/2012	5669	THE BEARDSLEY ZOO	CASH - JPM		16,000.00	413,115.00
Check	9/27/2012	5670	ST GEORGE CHURCH	CASH - JPM		10,000.00	423,115.00
Check	10/3/2012	5713	SO OTHERS MAY EAT INCOPORATED	CASH - JPM		4,000.00	427,115.00
Check	10/12/2012	5693	BOCA RATON HISTORIAL SOCIETY	CASH - JPM		20,000.00	447,115.00
Check	10/14/2012	5717	CHILD GUIDANCE CENTER	CASH - JPM		1,000.00	448,115.00
Check	10/21/2012	5680	CARIDAD CENTER	CASH - JPM		10,000.00	458,115.00
Check	10/21/2012	5681	SCHEPENS EYE RESEARCH	CASH - JPM		5,000.00	463,115.00
Check	10/21/2012	5682	SCHEPENS EYE RESEARCH	CASH - JPM		15,000.00	478,115.00
Check	10/28/2012	5677	TRINITY CHURCH WOODBRIDGE	CASH - JPM		25,000.00	503,115.00
Check	10/30/2012	2284	CARIDAD CENTER	CASH - BAN		2,000.00	505,115.00
Check	11/10/2012	5694	YMCA OF GREENWICH	CASH - JPM		2,500.00	507,615.00
Check	11/11/2012	5714	WOMEN'S CIRCLE	CASH - JPM		25,000.00	532,615.00
Check	11/15/2012	5683	LAKESIDE HISTORICAL SOCIETY	CASH - JPM		2,000.00	534,615.00
Check	11/18/2012	5718	VISITING NURSE & HOSPICE	CASH - JPM		2,500.00	537,115.00
Check	11/24/2012	5678	AMERICARES FREE CLINICS INC	CASH - JPM		25,000.00	562,115.00

4:36 PM

05/02/13

Accrual Basis

THE DAPHNE SEYBOLT CULPEPER MEMORIAL FOUNDATION INC
Transactions by Account

As of December 31, 2012

Type	Date	Num	Name	Memo	Split	Amount	Balance
Check	11/24/2012	5685	ZOOLOGICAL SOCIETY OF SAN DIEGO			15,000.00	577,115.00
Check	11/24/2012	5686	SACRED HEART CATHOLIC SCHOOL			15,000.00	592,115.00
Check	11/24/2012	5687	ASSOC OF WALDORF EDUCATION IN SAN DIEGO			30,000.00	622,115.00
Check	11/27/2012	5679	ACHIEVEMENT CENTERS			10,000.00	632,115.00
Check	11/29/2012	5689	MARITIME AQUARIUM			25,000.00	657,115.00
Check	11/29/2012	5715	ST PHILIP CHURCH			25,000.00	682,115.00
Check	12/1/2012	5695	WESTPORT COUNTRY PLAYHOUSE			6,000.00	688,115.00
Check	12/1/2012	5731	LIVING COAST DISCOVERY CTR OF SAN DIEGO			3,960.00	692,075.00
Check	12/4/2012	5690	SARAH FOUNDATION			3,500.00	695,575.00
Check	12/5/2012	5684	WHISPERING MEADOWS EQUINE RESCUE INC			7,000.00	702,575.00
Check	12/9/2012	5691	CYSTIC FIBROSIS FOUNDATION			15,000.00	717,575.00
Check	12/12/2012	5688	FAMILY & CHILDREN AGENCY			15,000.00	732,575.00
Check	12/12/2012	5708	BETHESDA HOSPITAL			100,000.00	832,575.00
Check	12/12/2012	5707	ST JEROME CHURCH	VOID		0.00	832,575.00
Check	12/23/2012	5701	NORWALK HOSPITAL FOUNDATION			50,000.00	882,575.00
Check	12/23/2012	5735	ST JEROME CHURCH			25,000.00	907,575.00
Check	12/24/2012	5711	NORWALK COMMUNITY COLLEGE	VOID		30,000.00	937,575.00
Check	12/24/2012	5712	NORWALK HOSPITAL FOUNDATION			0.00	937,575.00
Check	12/26/2012	5706	NORWALK EDUCATION FOUNDATION			10,000.00	947,575.00
Check	12/27/2012	5704	DISPUTE SETTLEMENT			1,000.00	948,575.00
Check	12/28/2012	5702	MUSIC THEATRE COMPANY			1,500.00	950,075.00
Check	12/29/2012	5709	OPEN DOOR SHELTER			35,000.00	985,075.00
Check	12/31/2012	5710	BETHANY COVENANT CHURCH			20,000.00	1,005,075.00
Check	12/31/2012	5703	HOUSATONIC VALLEY WALDORF SCHOOL			25,000.00	1,030,075.00
Check	12/31/2012	5705	CHRIST EPISCOPAL CHURCH			25,000.00	1,055,075.00
Check	12/31/2012	5716	CONNECTICUT FRIENDS SCHOOL			30,000.00	1,085,075.00
Check	12/31/2012	5723	NORWALK 2 0			10,000.00	1,095,075.00
Check	12/31/2012	5722	NORWALK H S SCHOLARSHIP FOUNDATION			15,000.00	1,110,075.00
Check	12/31/2012	5724	CONNECTICUT FRIENDS SCHOOL			30,000.00	1,140,075.00
Total GRANTS						1,140,075.00	1,140,075.00
TOTAL						1,140,075.00	1,140,075.00

LINE 10a

U.S. GOVERNMENT OBLIGATIONS

INVESTMENTS

	BEGINNING OF YEAR BOOK VALUE	BOOK VALUE	FAIR MARKET VALUE
	101,282	82,916	84,160

LINE 10b

CORPORATE STOCKS:

SHARES	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
4000 AGIC EQUITY & CONVERTIBLE INC FD	100,000	100,000	66,560
2000 ALLIANZ SE 8.375% PFD	50,000	50,000	51,250
5000 AMERICAN ELECTRIC POWER	195,889	195,889	213,400
12000 AT&T, INC	321,921	321,921	404,520
5000 AVON PRODUCTS INC	-	93,584	71,800
20000 BRISTOL MYERS SQUIBB CO	289,078	289,078	651,800
16795 CALAMOS GLOBAL DYNAMIC INCOME FUND	244,156	240,612	140,238
5000 CENTERPOINT ENERGY INC	60,746	60,746	96,250
10000 CHEVRON TEXACO CORP	60,640	60,640	1,081,400
4000 CITIGROUP CAPITAL XIX	100,000		
4000 CITIGROUP CAPITAL XVI	100,000	100,000	100,080
2000 CITIGROUP CAPITAL XX	50,000		
6000 CORTS VI IBM	150,000		
4000 CORTS GS CAPITAL I	96,400	96,400	99,960
12000 COCA-COLA CO	317,967	317,967	435,000
2000 DEUTSCHE BANK CAP FUND IX	50,000	50,000	50,140
25000 EXXON MOBILE	77,387		
20000 EXXON MOBILE	-	61,909	1,731,000
55000 GENERAL ELECTRIC	113,469	113,469	1,154,450
11000 HEWLWT-T-PACKARD CO	-	194,301	156,750
4000 HSBC HOLDING PLC	100,000	100,000	110,240
12000 INTEL CORP	243,028		
14000 INTEL CORP	-	291,366	288,680
16650 CLARION GLOBAL REAL ESTATE INC FD	249,750	246,285	147,519
12500 ING GLOBAL EQUITY DIVIDEND & PREM OPPTY FD	217,960	207,293	108,375
12000 INT'L BUSINESS MACHINES CORP	141,300		
10000 INT'L BUSINESS MACHINES CORP		115,438	1,915,500
2000 KRAFT FOODS GROUP INC	-	91,652	90,940
10000 MERCK & CO., INC	140,274		
11000 MERCK & CO., INC	-	184,661	450,340
18000 MICROSOFT CORP	478,843	478,843	480,780
4000 JPMORGAN CHASE CAP XXIV	100,000	100,000	101,960
4000 MORGAN STANLEY CAP TRUST	100,000	100,000	100,160
2000 MORGAN STANLEY CAP TRUST VI	50,000	50,000	50,400
15000 PENN WEST PETROLEUM LTD		279,037	162,900
5000 PENN WEST PETROLEUM LTD	101,887		
16650 NUVEEN PFD & CONV INCOME FD	249,339	249,298	161,671
16650 NUVEEN QUALITY PFD INCOME FD	246,865	246,865	144,356
1000 PHILIP MORRIS INTERNATIONAL	49,627	49,627	83,640
11500 PROCTOR & GAMBLE CO	579,652	579,652	780,735
2000 PRUDENTIAL FINANCIAL INC 9% PFD	50,000	50,000	51,640
4000 QUALCOM INC	156,136	156,136	247,440
6000 ROYAL DUTCH SHELL PLC	-	437,604	425,340
2000 ROYCE VALUE TRUST, INC PFD	49,769		
7000 SEADRILL LIMITED	251,598	251,598	257,600
8333 UIL HOLDINGS CORP	197,573	197,573	298,405
5000 WESTERN ASSET EMERG MKT DEBT	100,000	100,000	109,000

TOTAL CORPORATE STOCKS

6,231,254

6,909,444

13,072,219

LINE 10C

CORPORATE BONDS:

			END OF YEAR		
			BEGINNING OF YEAR	BOOK VALUE	FAIR MARKET VALUE
50,000	SAEHAN BANK CD		50,749	50,749	51,432
50,000	CITIGROUP SR NOTES 9/15/14		48,397	48,397	52,652
100,000	COUNTRYWIDE ALTERNATIVE LOAN TR 5.70% 2/25/35		100,000	100,000	99,678
275,000	GENERAL ELECTRIC CAPITAL CORP 4.875% 1/15/13		275,000	275,000	275,476
100,000	GOLDMAN SACHS GROUP INC 5.63% 1/15/17		103,935	103,935	109,641
150,000	HEWLETT PACKARD CO NOTES 9/15/2021		-	153,189	147,486
250,000	ILLINOIS STATE BUILD AMER BDS 6.2%		261,045	261,045	279,238
100,000	JEA FL ELECT SYS BUILD AMER BDS 5.582% 10/21/10		104,264	104,264	106,902
250,000	LODI CA ELECTRIC SYSTEM		249,672		
100,000	MORGAN STANLEY MED TERM NOTE 5% 8/31/25		100,000		
100,000	MICROSOFT CORP 2 1/2% 2/08/16		100,031		
100,000	NOKIA CORP 5/15/19		99,445	99,445	95,146
50,000	NASDAQ OMX 5.55% 01/15/20		51,313	51,313	54,459
50,000	GAP 5.95% 4/12/21		47,838	47,838	57,047
TOTAL CORPORATE BONDS			1,591,689	1,295,175	1,329,157
TOTAL INVESTMENTS			7,924,225	8,287,535	14,485,536