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

For calendar year 2012, or tax year beginning 5/14 , 2012, and ending 12/31 , 2012

JOE & CINDY GOLDBERG FAMILY
FOUNDATION, INC.
130 RENEE'S WAY
GUILFORD, CT 06437

A Employer identification number 45-5388089

B Telephone number (see the instructions) 203-457-0555

C If exemption application is pending, check here ► [X]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

G Check all that apply [X] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization [X] 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, column (c), line 16) ► $ 878,560.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (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) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	64,563.			
2 Ck ► [ ] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	3.	3.	3.	
4 Dividends and interest from securities	14,299.	14,299.	14,299.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	649,552.			
b Gross sales price for all assets on line 6a 700,908.				
7 Capital gain net income (from Part IV, line 2)		649,552.		
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/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	10.		10.	
12 **Total.** Add lines 1 through 11	728,427.	663,854.	14,312.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23				
25 Contributions, gifts, grants paid PART XV	27,150.			27,150.
26 **Total expenses and disbursements.** Add lines 24 and 25	27,150.	0.	0.	27,150.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	701,277.			
b **Net investment income** (if negative, enter -0-)		663,854.		
c **Adjusted net income** (if negative, enter -0-)			14,312.	

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Part II **Balance Sheets** — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments		43,327.	43,327.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 2		13,207.	178,050.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 3		644,743.	657,183.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	0.	701,277.	878,560.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [ ] 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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		701,277.	
	30 **Total net assets or fund balances** (see instructions)	0.	701,277.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	0.	701,277.	

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	0.
2	Enter amount from Part I, line 27a	2	701,277.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	701,277.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	701,277.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	850 SHS POWERSHARES QQQ UNIT TR SRS1	D	VARIOUS	6/25/12
b	10,000 SHS TANGOE, INC.	D	VARIOUS	7/10/12
c	10,000 SHS TANGOE, INC.	D	VARIOUS	7/11/12
d	9,858 SHS TANGOE, INC.	D	VARIOUS	7/12/12
e	CAPITAL GAIN DIVIDENDS			

	(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	53,211.		25,066.	28,145.
b	223,492.		8,805.	214,687.
c	212,845.		8,805.	204,040.
d	206,661.		8,680.	197,981.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				28,145.
b				214,687.
c				204,040.
d				197,981.
e				4,699.

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	649,552.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	13,277.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,277.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	13,277.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	13,277.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8 b	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* SEE STATEMENT 4	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JOE GOLDBERG Telephone no ► (203) 457-0555

Located at ► 130 RENEE'S WAY GUILFORD CT ZIP + 4 ► 06437

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				Yes	No
1 a During the year did the foundation (either directly or indirectly)					
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1 b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐					
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?			1 c		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 ► 20__ , 20__ , 20__ , 20__	☐ Yes	☒ 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)			2 b	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 ► 20__ , 20__ , 20__ , 20__					
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*			3 b	N/A	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4 a		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?			4 b		X

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)? (see instructions) ☐ 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)? 5b N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (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 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 (see instructions).

(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
JOSEPH M. GOLDBERG 130 RENEE'S WAY GUILFORD, CT 06437	PRESIDENT/TR 0	0.	0.	0.
CYNTHIA C. GOLDBERG 130 RENEE'S WAY GUILFORD, CT 06437	V. PRES./SEC 0	0.	0.	0.
AMY HEALY POND VIEW CIRCLE GUILFORD, CT 06437	DIRECTOR 0	0.	0.	0.
MELISSA A. GOLDBERG 130 RENEE'S WAY GUILFORD, CT 06437	DIRECTOR 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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** (see instructions)

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.

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	744,518.
b Average of monthly cash balances		1b	52,044.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	796,562.
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	796,562.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	11,948.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	784,614.
6 **Minimum investment return.** Enter 5% of line 5 SHORT YEAR MODIFIED PERCENTAGE 3.1694 %		6	24,868.

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	24,868.
2a Tax on investment income for 2012 from Part VI, line 5	2a 13,277.		
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	13,277.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	11,591.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	11,591.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	11,591.

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	27,150.
b Program-related investments — total from Part IX-B	1b	
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	27,150.
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 (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,150.

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.

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				11,591.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 27,150.				
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				11,591.
e Remaining amount distributed out of corpus	15,559.			
5 Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	15,559.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	15,559.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 15,559.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 5

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

NONE

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

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

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

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

c Any submission deadlines

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

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*				
SEE STATEMENT 6				
Total			► 3a	27,150.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	3.	
4 Dividends and interest from securities			14	14,299.	
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	649,552.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISCELLANEOUS			1	10.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				663,864.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	663,864.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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: 5/14/13 Title: PRESIDENT/TREAS

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NICHOLAS LEWITZ JR	[signature] CPA	5/6/13		P01320056

Firm's name ► LEWITZ BALOSIE WOLLACK RAYNER & GIROUX LLC — Firm's EIN ► 06-1533072

Firm's address ► 36 ELM ST. OLD SAYBROOK, CT 06475 — Phone no (860) 388-4451

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

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization JOE & CINDY GOLDBERG FAMILY FOUNDATION, INC.

Employer identification number 45-5388089

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year . ► $ ____________

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

Name of organization	Employer identification number
JOE & CINDY GOLDBERG FAMILY	45-5388089

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH & CINDY GOLDBERG 130 RENEE'S WAY GUILFORD, CT 06437	$ 1,047,788.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: JOE & CINDY GOLDBERG FAMILY

Employer identification number: 45-5388089

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	44,858 SHARES OF TANGOE, INC. COMMON STOCK 850 SHARES OF POWERSHARES QQQ TR UNIT SRS 1	$ 1,047,788.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: JOE & CINDY GOLDBERG FAMILY

Employer identification number: 45-5388089

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	$ 10.		$ 10.
TOTAL	$ 10.	$ 0.	$ 10.

STATEMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TANGOE, INC. COMMON	COST	$ 13,207.	$ 178,050.
	TOTAL	$ 13,207.	$ 178,050.

STATEMENT 3
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
VARIUOS MUTUAL FUNDS	COST	$ 644,743.	$ 657,183.
	TOTAL	$ 644,743.	$ 657,183.

STATEMENT 4
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
JOSEPH & CINDY GOLDBERG	130 RENEE'S WAY GUILFORD, CT 06437

STATEMENT 5
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

JOSEPH M. GOLDBERG
CYNTHIA C. GOLDBERG

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GUILFORD LAND CONSERVATION TRUST P.O. BOX 200 GUILFORD, CT 06437	NONE	501(C)3	ACQUISITION & PROTECTION OF OPEN SPACE IN GUILFORD, CT	$ 1,250.
SHORELINE GREENWAY TRAIL P.O. BOX 148 BRANFORD, CT 06405	NONE	501(C)3	HELP CREATE RECREATIONAL TRAILS ON THE SHORELINE	300.
THE CHILDRENS DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001	NONE	501(C)3	PROGRAMS TO SUPPORT AMERICA'S CHILDREN	250.
GUILFORD VOLUNTEER FIRE DEPT. 390 CHURCH STREET GUILFORD, CT 06437	NONE	501(C)3	SUPPORT VOLUNTEER FIRE DEPT PROGRAMS	200.
WOMEN & FAMILY LIFE CENTER 96 FAIR STREET GUILFORD, CT 06437	NONE	501(C)3	ASSIST WOMEN & FAMILIES MEET THE CHALLANGES OF DAILY LIVING	500.
FAULKNER'S LIGHT BRIGADE P.O. BOX 4444 GUILFORD, CT 06437	NONE	501(C)3	PRESERVATION & UPKEEP OF FAULKNER'S LIGHTHOUSE	250.
CONNECTICUT FOOD BANK P.O. BOX 8686 NEW HAVEN, CT 06531	NONE	501(C)3	ASSIST IN FEEDING THE STATE'S HUNGRY	1,000.
GUILFORD FREE LIBRARY 67 PARK STREET GUILFORD, CT 06437	NONE	501(C)3	FUNDING TO BUY BOOKS & MATERIALS FOR THE LIBRARY	300.
CT SPECIAL OLYMPICS 2666 STATE STREE, SUITE 1 HAMDEN, CT 06517	NONE	501(C)3	SUPPORT SPECIAL OLYMPIC PROGRAMS	200.

**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
GUILFORD A BETTER CHANCE PROGRAM P.O. BOX 140 GUILFORD, CT 06437	NONE	501(C)3	PROVIDE OPPORTUNITY TO WOMEN OF COLOR TO ATTEND GUILFORD HIGH SCHOOL	$ 1,000.
CONNECTICUT HOSPICE 100 DOUBLE BEACH RD BRANFORD, CT 06405	NONE	501(C)3	SUPPORT PROGRAMS FOR INPATIENT & HOMECARE FOR DYING WITH DIGNITY	550.
THE U. S. HOLOCAUST MEMORIAL MUSEUM 60 EAST 42ND ST., SUITE 2540 NEW YORK, NY 10165	NONE	501(C)3	SUPPORT MUSEUMS COMMITMENT TO HOLOCAUST EDUCATION	1,000.
READ TO GROW 53 SCHOOL GROUND RD, UNIT 3 BRANFORD, CT 06405	NONE	501(C)3	BOOKS AND READING PROGRAMS FOR CHILDREN AND FAMILIES	500.
BIKUR CHOLIM SHEVETH ACHIM 112 MARVEL ROAD NEW HAVEN, CT 06515	NONE	501(C)3	SUPPORT SYNAGOGUE PROGRAMS	150.
SAIL CT ACCESS PROGRAM ONE RIVERSIDE COURT GUILFORD, CT 06437	NONE	501(C)3	SUPPORT PROGRAMS TO ALLOW PERSONS WITH SPECIAL NEEDS THE OPPORTUNITY TO ENJOY SAILING	250.
MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEW YORK, NY 10280	NONE	501(C)3	SUPPORT EDUCATION PROGRAMS ABOUT THE HOLOCAUST	250.
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	501(C)3	FIGHT IGNORANCE AND PREJUDICE	100.
MYSTIC SEAPORT P.O. BOX 6000 MYSTIC, CT 06355	NONE	501(C)3	SUPPORT THE MISSION OF MYSTIC SEAPORT MUSEUM	450.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PLANNED PARENTHOOD 345 WHITNET AVENUE NEW HAVEN, CT 06511	NONE	501(C)3	SUPPORT HEALTH CENTERS & EDUCATIONAL PROGRAMS	$ 500.
CONNECTICUT PUBLIC BROADCASTING NETWORK 1049 ASYLUM AVE HARTFORD, CT 06105	NONE	501(C)3	SUPPORT CT PUBLIC TV AND RADIO PROGRAMS	250.
VNA COMMUNITY HEALTHCARE 753 BOSTON POST ROAD GUILFORD, CT 06437	NONE	501(C)3	SUPPORT VISITING NURSES PROGRAMS IN THE COMMUNITY	750.
CALVIN LEETE PLAYGROUND FUND 280 SOUTH UNION ST GUILFORD , CT 06437	NONE	501(C)3	ASSIST IN REPLACING SCHOOL PLAYGROUND	500.
MOVEMBER P.O. BOX 2726 VENICE, CA 90294	NONE	501(C)3	RAISE AWARENESS OF MEN'S HEALTH ISSUES, ESPECIALLY PROSTATE CANCER	200.
AMERICAN RED CROSS 209 FARMINGTON AVENUE FARMINGTON, CT 06032	NONE	501(C)3	2012 HURRICANE RELIEF EFFORTS	1,000.
GUILFORD POLICE BENEVOLENT ASSOC 800 VILLAGE WALK GUILFORD, CT 06437	NONE	501(C)3	SUPPORT POLICE PROGRAMS	100.
GUILFORD YOUTH MENTORING 605 NEW ENGLAND RD GUILFORD, CT 06437	NONE	501(C)3	SUPPORT IN-SCHOOL MENTORING PROGRAMS IN GUILFORD, CT	500.
COWGIRLS OF HOPE 106 HIGH MEADOWS WEATHERFORD, TX 76088	NONE	501(C)3	SUPPORT PROGRAMS FOR CHILDREN SUFFERING FROM CANCER	250.
GIRL SCOUTS 340 WASHINGTON STREET HARTFORD, CT 06106	NONE	501(C)3	TO SUPPORT GIRL SCOUT PROGRAMS	200.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DOROTHY WHITFIELD HISTORIC SOCIETY P.O. BOX 229 GUILFORD, CT 06437	NONE	501(C)3	TO SUPPORT MUSEUM PROGRAMS ON COLONIAL LIFE AND ARCHITECTURE	$ 250.
GUILFORD COMMUNITY FUND P.O. BOX 271 GUILFORD, CT 06437	NONE	501(C)3	ANNUAL CAMPAIGN TO HELP SUPPORT 20 LOCAL NON-PROFIT ORGANIZATIONS	2,000.
NEW HAVEN READS 45 BRISTOL STREET NEW HAVEN, CT 06511	NONE	501(C)3	SUPPORT PROGRAMS OF ONE ON ONE TUTORING IN NEIGHBORHOODS.	500.
DOMUS TO DOMUS 83 LOCKWOOD AVENUE STAMFORD, CT 06902	NONE	501(C)3	SUPPORT DISADVANTAGED YOUTHS IN COMMUNITY CENTERS, GROUP HOMES, SCHOOLS & EMPLOYMENT PROGRAMS	1,000.
SCLERDERMA FOUNDATION 300 ROSEWOOD DR., SUITE 105 DANVERS , MA 01923	NONE	501(C)3	SUPPORT RESEARCH AND SERVICE TO PATIENTS/FAMILIE S AFFECTED BY SCLERODERMA	500.
THE DUDLEY FOUNDATION ROUTE 77 GUILFORD, CT 06437	NONE	501(C)3	PRESERVATION OF HISTORIC FARM BUILDINGS AND SUPPORT PROGRAMS	300.
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	501(C)3	SAVE FORESTS, FARMS & WILDERNESS FOR FUTURE GENERATIONS.	250.
BIKES FOR KIDS P.O. BOX 94 CENTERBROOK, CT 06409	NONE	501(C)3	ACQUIRE & REPAIR BIKES FOR NEEDY CHILDREN	500.
SARAH 246 GOOSE LAND #104 GUILFORD, CT 06437	NONE	501(C)3	SUPPORT PEOPLE LIVING WITH INTELLECTUAL DISABILITIES.	250.

**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GUILFORD PRESERVATION ALLIANCE P.O. BOX 199 GUILFORD, CT 06437	NONE	501(C)3	PRESERVATION OF BUILDINGS, LANDSCAPES & NATURAL HERITAGE OF GUILFORD	$ 300.
SOUNDVIEW FAMILY YMCA 622 EAST MAIN STREE BRANFORD, CT 06405	NONE	501(C)3	2012 STRONG KIDS CAMPAIGN FOR RECREATIONAL SERVICES AND HEALTH PROGRAMS	1,000.
NEW BRITIAN MUSEUM OF FINE ARTS 56 LEXINGTON STREET NEW BRITIAN, CT 06052	NONE	501(C)3	SUPPORT OPERATING BUDGET OF THE MUSEUM.	350.
COMMITTEE ON TEMPORARY SHELTER P.O. BOX 1616 BURLINGTON, VT 05402	NONE	501(C)3	PROVIDE SHELTER & PROGRAMS FOR HOMELESS FAMALIES	250.
ST. MICHAELS COLLEGE P.O. BOX 256, 1 WINOOSKI PARK COLCHESTER, VT 05439	NONE	501(C)3	DONATION TO ST. MICHAEL'S SCHOLARSHIP FUND	500.
WARM THE CHILDREN-MADISON ROTARY P.O. BOX 335 MADISON, CT 06443	NONE	501(C)3	BUY WINTER CLOTHING FOR SHORELINE CHILDREN IN NEED	250.
LEAP - NH 31 JEFFERSON STREET NEW HAVEN, CT 06511	NONE	501(C)3	TUTORING AND LEADERSHIP DEVELOPMENT FOR STUDENTS	500.
CONNECTICUT CHILDRENS MEDICAL CENTER 282 WASHINGTON STREET HARTFORD, CT 06106	NONE	501(C)3	SUPPORT CHILDRENS HOSPITAL PROGRAMS	1,000.
SHORELINE ARTS ALLIANCE 725 BOSTON POST POAD GUILFORD, CT 06437	NONE	501(C)3	SUPPORT ARTS & CULTURAL ACTIVITIES FOR PEOPLE OF ALL AGES	500.
CAPA THE SHUBERT THEATER 247 COLLEGE STREET NEW HAVEN, CT 06510	NONE	501(C)3	OUTREACH PROGRAMS FOR THEATERS	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF GUILFORD PUBLIC LIBRARY 67 PARK STREET GUILFORD, CT 06437	NONE	501(C)3	TO SUPPORT LIBRARY PROGRAMS	$ 250.
GUILFORD FOUNDATION YOUTH ADVISORY GRP 44 BOSTON STREET GUILFORD, CT 06437	NONE	501(C)3	SUPPORT YOUTH ADVISORY GROUP PROGRAMS	200.
GUILFORD FUND FOR EDUCATION 800 VILLAGE WALK #269 GUILFORD, CT 06437	NONE	501(C)3	FUND GRANTS FOR TEACHERS AND NON-PROFIT ORGANIZATIONS	1,000.
GUILFORD ART CENTER 411 CHURCH STREET GUILFORD, CT 06437	NONE	501(C)3	SUPPORT OF THE ARTS THROUGH COMMUNITY OUTREACH PROGRAMS	500.
MARRAKECH, INC. 6 LUNAR DRIVE WOODBRIDGE, CT 06525	NONE	501(C)3	SUPPORT PROGRAMS FOR PERSONS WITH DISABILITIES	500.
GUILFORD WELFARE GIFT FUND 263 CHURCH STREET GUILFORD, CT 06437	NONE	501(C)3	SUPPORT FAMILIES IN NEED IN GUILFORD, CT	750.
			TOTAL	$ 27,150.