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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation

THE MACAULEY FOUNDATION, INC.

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

131 HAZEL PLAIN RD

Room/suite

City or town, state, and ZIP code

WOODBURY, CT 06798

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)

▶ \$ **1,784,989.** (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

06-1439255

B Telephone number

203-263-3816C If exemption application is pending, check here ☐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 ☐**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	713,250.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	55,333.	55,333.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	694,899.			
b Gross sales price for all assets on line 6a	1,308,088.			
7 Capital gain net income (from Part IV, line 2)		694,899.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,463,482.	750,232.		
13 Compensation of officers, directors, trustees, etc.	53,560.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	2,800.	2,000.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 3	5,746.	1,344.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	16,385.	13,140.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	78,491.	16,484.		0.
25 Contributions, gifts, grants paid	286,650.			286,650.
26 Total expenses and disbursements. Add lines 24 and 25	365,141.	16,484.		286,650.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,098,341.			
b Net investment income (if negative, enter -0-)		733,748.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Revenue

Operating and Administrative Expenses

RECEIVED

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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 (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	39,160.	69,595.	69,595.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,282,592.	1,688,649.	1,715,394.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 3,483.			
	Less: accumulated depreciation STMT 7 ▶ 3,483.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,321,752.	1,758,243.	1,784,989.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,321,752.	1,758,243.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,321,752.	1,758,243.		
31 Total liabilities and net assets/fund balances	1,321,752.	1,758,243.		

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	1,321,752.
2 Enter amount from Part I, line 27a	2	1,098,341.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,420,093.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	661,850.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,758,243.

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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 SCHEDULE ATTACHED	P	VARIOUS	06/30/13
b CAPITAL GAINS DISTRIBUTIONS	P	VARIOUS	06/30/13
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 1,305,141.		613,189.	691,952.
b 2,947.			2,947.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			691,952.
b			2,947.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	694,899.
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	338,743.	1,392,494.	.243264
2010	327,600.	1,762,764.	.185845
2009	700,144.	1,949,063.	.359221
2008	670,639.	2,122,069.	.316031
2007	1,056,571.	3,327,254.	.317550

2 Total of line 1, column (d)	2	1.421911
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	.284382
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,536,723.
5 Multiply line 4 by line 3	5	437,016.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,337.
7 Add lines 5 and 6	7	444,353.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	286,650.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	14,675.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	14,675.
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	14,675.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,640.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,640.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	13,035.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	

Website address ► **THEMACAULEYFOUNDATION.COM**

14 The books are in care of ► **THE MACAULEY FOUNDATION** Telephone no. ► **203-263-3816**
 Located at ► **131 HAZEL PLAIN ROAD, WOODBURY, CT** ZIP+4 ► **06798**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► **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	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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<p>5a During the year did the foundation pay or incur any amount to:</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)?</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here</p> <p>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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A ▶ <input type="checkbox"/> <input type="checkbox"/> Yes <input type="checkbox"/> No	 	
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870.</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	 	
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	 	

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

[illegible][illegible]

▶	0
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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,445,881.
b	Average of monthly cash balances	1b	114,244.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,560,125.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,560,125.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,402.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,536,723.
6	Minimum investment return. Enter 5% of line 5	6	76,836.

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	76,836.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,675.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,675.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	62,161.
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	62,161.

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	286,650.
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	286,650.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	286,650.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				62,161.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	908,066.			
b From 2008	572,682.			
c From 2009	651,903.			
d From 2010	241,350.			
e From 2011	270,732.			
f Total of lines 3a through e	2,644,733.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	286,650.			
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				62,161.
e Remaining amount distributed out of corpus	224,489.			
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	2,869,222.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	908,066.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,961,156.			
10 Analysis of line 9:				
a Excess from 2008	572,682.			
b Excess from 2009	651,903.			
c Excess from 2010	241,350.			
d Excess from 2011	270,732.			
e Excess from 2012	224,489.			

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

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a Paid during the year					
SEE ATTACHED					286,650.
Total				▶ 3a	286,650.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]


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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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


Signature of officer or trustee

Date 11/7/13

► Director
Title

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

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check ☐ self-employed

PTIN	
------	--

PETER D STANO

Firm's name ► **PIACENTE & STANO, CPAS, LLP**

Firm's address ► 199 MAIN STREET
WHITE PLAINS, NY 10601

Phone no. **914-949-3900**

Form **990-PF** (2012)

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE MACAULEY FOUNDATION, INC.**06-1439255**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

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

Name of organization

Employer identification number

THE MACAULEY FOUNDATION, INC.**06-1439255****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ALMA JANE MACAULEY</u> <u>12227 NORTH CIRCLE</u> <u>NORTH PALM BEACH, FL 33408</u>	\$ <u>713,250.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

06-1439255

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	15,000 SHARES GREIF, INC. STOCK	\$ 713,250.	12/31/12
(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	Employer identification number
THE MACAULEY FOUNDATION, INC.	06-1439255

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending, Accumulated Depreciation
1	COMPUTER	11/07/03	200DB	5.00	HY	17	1,841.			921.	920.	920.		0.	920.
2	COMPUTER	01/19/07	200DB	5.00	HY	17	1,642.				1,642.	1,642.		0.	1,642.
* TOTAL 990-PF PG 1 DEPR							3,483.			921.	2,562.	2,562.		0.	2,562.

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES -- FYE 6/30/13

<u>Date Sold</u>	<u>Description</u>	<u>Pur.Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain(Loss)</u>
7/27/2012	300 SHS COMPASS DIV TR	4/28/2011	4,165	4,955	(789)
7/27/2012	100 SHS EXELON CORP	12/18/2009	3,941	4,969	(1,028)
7/27/2012	100 SHS GENL MTRS CO	11/18/2010	3,343	5,000	(1,657)
7/27/2012	100 SHS GENL MTRS CO	12/1/2010	3,343	5,149	(1,806)
7/27/2012	150 SHS ISHARES MSCI EAFE FD	12/18/2009	7,573	8,193	(620)
7/27/2012	100 SHS MARATHON OIL CO	2/25/2011	2,706	2,886	(180)
7/27/2012	4,816 112 SHS PIMCO TOTAL RTN FD	12/18/2009	55,000	52,496	2,504
7/27/2012	4,803 493 SHS PIMCO UNCONSTRAINED BOND FD	2/25/2011	55,000	53,559	1,441
7/27/2012	100 SHS PRUDENTIAL FINANCIAL INC	12/18/2009	4,815	4,963	(147)
7/20/2012	100 SHS TARGET CORP, NET OF CALL OF 74 99	9/21/2010	5,750	5,415	335
7/27/2012	4,304 381 SHS TEMPLETON GLB TOTAL RTN	2/25/2011	56,000	56,775	(775)
7/5/2012	100 SHS POWERSHARES DB AGRI FD	10/26/2011	2,931	3,068	(137)
7/27/2012	200 SHS ATLAS PIPELINE PTNRS LP	4/26/2012	6,562	6,993	(431)
7/27/2012	1,200 SHS CLEARBRIDGE ENERGY MLP	6/26/2012	24,239	24,000	239
7/27/2012	200 SHS COMPASS DIV TR	8/23/2011	2,777	2,437	340
7/27/2012	100 SHS EXELON CORP	3/15/2012	3,941	3,904	38
7/27/2012	500 SHS GENESIS ENERGY LP	3/23/2012	15,525	15,400	125
7/27/2012	100 SHS MARKET VECTORS GOLD MINERS	10/26/2011	4,313	5,779	(1,466)
7/27/2012	100 SHS MARKET VECTORS GOLD MINERS	4/26/2012	4,313	4,622	(309)
2/8/2012	500 SHS MARKWEST ENERGY PTNRS	7/23/2012	26,129	27,640	(1,511)
7/27/2012	1,800 SHS PETROLOGISTICS LP	5/3/2012	19,802	30,600	(10,798)
7/23/2012	100 SHS QUALCOMM INC	4/26/2012	5,923	6,392	(469)
7/20/2012	100 SHS TARGET CORP, NET OF CALL OF 74 99	10/26/2011	5,750	5,453	297
			323,841	340,646	(16,804)
08/30/12	650 SHS FACEBOOK INC	05/17/12	12,396	24,700	(12,304)
			12,396	24,700	(12,304)
09/21/12	200 SHS PFIZER, NET OF CALL OF 55 99	09/21/10	4,799 89	3,436	1,364
			4,800	3,436	1,364
10/19/12	100 SHS 3M COMPANY, NET OF CALL OF 131 99	12/18/09	9,250	8,085	1,165
10/19/12	100 SHS ELI LILY & CO, NET OF CALL OF 108 99	12/18/09	4,600	3,559	1,041
10/19/12	100 SHS JOHNSON & JOHNSON, NET OF CALL OF 46 99	12/18/09	6,750	6,406	344
10/04/12	1,000 SHS QWEST CORP	04/26/12	26,385	25,000	1,385
10/19/12	100 SHS PROCTOR & GAMBLE, NET OF CALL OF 62 99	04/26/12	6,750	6,685	65
			53,734	49,734	4,000
12/28/12	SOLD \$25,000 JC PENNEY NOTE	10/4/12	24,375	25,969	(1,594)
			24,375	25,969	(1,594)
1/2/13	2,472 SHS GRIEF CORP CL B	VARIOUS	121,963	680	121,284
1/3/13	1,528 SHS GREIF CORP CL B	VARIOUS	75,884	420	75,464
1/4/13	1 000 SHS GREIF CORP CL B	VARIOUS	49,999	275	49,724
1/19/13	5,000 SHS GREIF CORP CL B	VARIOUS	252,401	1,375	251,026
1/11/13	3,000 SHS GREIF CORP CL B	VARIOUS	151,053	825	150,228
1/13/13	1,000 SHS GREIF CORP CL B	VARIOUS	50,999	275	50,724
			702,299	3,850	698,449
2/2/13	100 SHS SLUMBERGER (NET OF CALL OF 137 99)	10/26/11	7,500	6,786	714
2/21/13	500 SHS ISHARES MSCI EAFE INDEX (NET OF CALL OF 254 99)	12/18/09	27,999	27,310	689
2/21/13	100 SHS ISHARES RUSSELL MIDCAP INDEX FD (NET OF CALL	10/26/11	11,400	9,720	1,680
2/21/13	100 SHS BROADCOM CORP (NET OF CALL OF 76 99)	2/25/11	3,400	4,175	(775)
2/21/13	200 SHS BROADCOM CORP (NET OF CALL OF 154)	3/23/11	6,800	8,062	(1,262)
2/26/13	105 596 SHS KAYNE ANDERSON MLP	VARIOUS	3,679	3,131	548
2/26/13	1,000 SHS PIMCO DYNAMIC INCOME FUND	5/24/12	30,768	25,000	5,768
2/26/13	100 SHS MCDONALDS CORP	4/26/12	9,000	9,591	(591)
2/26/13	100 SHS SANDRIDGE MISS TRUST II	4/17/12	1,406	2,100	(694)
2/26/13	3 404 SHS KAYNE ANDERSON MLP	VARIOUS	119	97	22
			102,070	95,971	6,099

EIN: 06-1439255

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES -- FYE 6/30/13

<u>Date Sold</u>	<u>Description</u>	<u>Pur.Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain(Loss)</u>
3/15/2013	100 SHS METLIFE INC	8/23/11	3,500	3,075	425
3/15/2013	200 SHS BRISTOL MYERS SQUIBB CO	10/3/12	6,800	6,707	93
3/15/2013	100 SHS JPMORGAN CHASE & CO	11/19/12	4,500	4,041	459
			<u>14,800</u>	<u>13,823</u>	<u>977</u>
4/19/2013	100 SHS PEPSICO	10/26/11	7,250	6,182	1,068
4/19/2013	100 SHS PROCTOR & GAMBLE	1/11/13	7,750	6,910	840
4/19/2013	100 SHS MERCK & CO	11/19/12	4,600	4,323	277
			<u>19,600</u>	<u>17,415</u>	<u>2,185</u>
5/6/2013	400 SHS GUGGENHEIN STRAT OPP	1/26/12	9,301	8,140	1,161
5/17/2013	100 SHS ACCENTURE PLC	10/26/11	7,750	5,764	1,986
5/10/2013	200 SHS SEAGATE TECHNOLOGY PLC	2/26/13	7,000	6,266	734
5/14/2013	100 SHS CHEVRON CORP	1/11/13	12,000	11,177	823
5/16/2013	FRACT SHS KAYNE ANDERSON MLP	7/13/12	17	13	4
5/17/2013	100 SHS HOME DEPOT	11/19/12	7,000	6,264	736
			<u>43,068</u>	<u>37,624</u>	<u>5,444</u>
6/28/2013	FRACT SHS MALLINCKRODT PUBLIC LTD CO	4/30/13	21	22	(1)
			<u>21</u>	<u>22</u>	<u>(1)</u>
11/20/12	CALL 5 EFA		255	-	255
11/20/12	CALL 4 VWO		252	-	252
11/20/12	CALL 3 BRCM		231	-	231
11/20/12	CALL 1 SLB		138	-	138
11/20/12	CALL 3 MSFT		111	-	111
11/20/12	CALL 1 MET		99	-	99
11/20/12	CALL 1 IWR		90	-	90
11/20/12	CALL 2 BMY		86	-	86
11/20/12	CALL 1 MCD		79	-	79
11/20/12	CALL 1 PM		78	-	78
11/20/12	CALL 1 JPM		73	-	73
11/20/12	CALL 1 HD		73	-	73
11/20/12	CALL 1 MRK		69	-	69
11/20/12	CALL 1 PEP		63	-	63
			<u>1,697</u>		<u>1,697</u>
2/26/13	CALL 4 EFA		388	-	388
2/26/13	CALL 2 STX		192	-	192
2/26/13	CALL 4 EFA		160	-	160
2/26/13	CALL 1 NSC		155	-	155
2/26/13	CALL 2 WFC		140	-	140
2/26/13	CALL 1 HD		129	-	129
2/26/13	CALL 1 CVX		114	-	114
2/26/13	CALL 1 ACN		105	-	105
2/26/13	CALL 1 CAT		101	-	101
2/26/13	CALL 1 PG		94	-	94
2/26/13	CALL 1 CTL		80	-	80
			<u>1,658</u>		<u>1,658</u>
4/30/13	CALL 1 CP		320		320
4/30/13	CALL 2 LTD		140		140
4/30/13	CALL 1 HON		126		126
4/30/13	CALL 1 COF		113		113
4/30/13	CALL 1 BRCM		84		84
			<u>783</u>		<u>783</u>
TOTALS			<u>1,305,141</u>	<u>613,191</u>	<u>691,950</u>

The Macauley Foundation
CONTRIBUTIONS, GIFTS AND GRANTS PAID
FISCAL YEAR ENDED JUNE 30, 2013
EIN: 06-1439255

Aiding Romania's Children 212 W Lancaster Paoli, PA 19301	\$ 5,000
AmeriCares 88 Hamilton Avenue Stamford, Connecticut 06902	150,000
Bridgeport Rescue Mission 1088 Fairfield Avenue P O Box 9057 Bridgeport, Connecticut 06601-9057	10,000
Children of the Light 3615 62nd Street E Bradenton, Florida 34208	14,650
The Denan Project P O Box 543 Woodbury, Connecticut 06798	12,000
Education and Hope P O Box 486 Norwalk, Connecticut 06856	10,000
El Povenir P O Box 12547 Denver, CO 80212	3,000
Fratemite Notre Dame Triborough Station P O Box 1713 New York, New York 10035	24,000
Good Counsel Homes P O Box 6068 Hoboken, New Jersey 07030	5,000
Haitian Health Foundation 97 Sherman Street Norwich, Connecticut 06360	15,000
Indian Mobile Mission P O Box 838 Snowflake, Arizona 85937	5,000
The Kellermann Foundation P O Box 1901 Penn Valley, California 95946	5,000
Lynchburg College 1501 Lakeside Drive Lynchburg Virginia 24501	3,000
SHARE 591 Mountain Road New City, New York 10956	10,000
Star of the Sea P O Box 313230 Jamaica, New York 11431	10,000
Waterbury Youth Services 95 North Main Street, #2 Waterbury, Connecticut 06702	5,000
TOTAL	<u>\$ 286,650</u>

THE MACAULEY FOUNDATION, INC
EIN 06-1439255
FORM 990 PF

LIST OF OFFICERS, DIRECTORS AND KEY EMPLOYEES

<u>NAME, ADDRESS, TITLE</u>	<u>COMPENSATION</u>
ANNIE YATES 131 HAZEL PLAIN ROAD WOODBURY, CT 06798 EXECUTIVE DIRECTOR	53,560
ALMA JANE MACAULEY 12227 NORTH CIRCLE NORTH PALM BEACH, FL 33408 EXECUTIVE V P. AND DIRECTOR	0
MELINDA RICE MACAULEY 188 HAIGHTS ST SAN FRANCISCO, CA 94110 DIRECTOR	0
ROBERT C MACAULEY JR , M.D 175 HILLS POINT RD CHARLOTTE, VT 05455 DIRECTOR	0
ANNE MARIE WEIRETHER 1 EAST HAYESTOWN RD UNIT 79 DANBURY, CT 06811 SECRETARY	0

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	55,333.	0.	55,333.
TOTAL TO FM 990-PF, PART I, LN 4	55,333.	0.	55,333.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIECH, PIACENTE & STANO CPA'S LLP - PREPARATION OF 990PF	2,800.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16B	2,800.	2,000.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (REFUNDED)	1,334.	1,334.		0.
PAYROLL TAXES	4,402.	0.		0.
FOREIGN TAXES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 18	5,746.	1,344.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXP	1,654.	0.		0.	
ASSET MANAGEMENT FEES	13,140.	13,140.		0.	
FILING FEES	365.	0.		0.	
WORKERS COMPENSATION INSURANCE	357.	0.		0.	
PAYROLL SERVICE FEES	869.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	16,385.	13,140.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
TAX BASIS ADJUSTMENT TO CARRYING VALUE OF INVESTMENTS SOLD		661,850.	
TOTAL TO FORM 990-PF, PART III, LINE 5		661,850.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STOCKS, MUTUAL FUNDS, ETC	1,688,649.	1,715,394.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,688,649.	1,715,394.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,841.	1,841.	0.
COMPUTER	1,642.	1,642.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,483.	3,483.	0.