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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

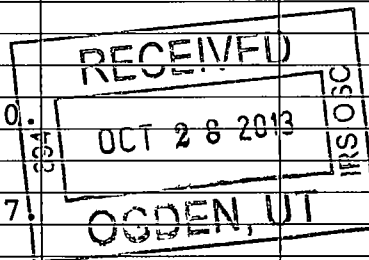
For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation Carle C. Conway Scholarship Foundation, Inc.		A Employer identification number 13-6088936
Number and street (or P O box number if mail is not delivered to street address) c/o M.L. Colten 95 Alexandra Dr.	Room/suite	B Telephone number 203-329-9622
City or town, state, and ZIP code Stamford, CT 06903-1731		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,191,616. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5,004.	5,004.		Statement 1
4 Dividends and interest from securities		93,372.	93,372.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,434.			
b Gross sales price for all assets on line 6a 298,944.					
7 Capital gain net income (from Part IV, line 2)			15,434.		
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		113,810.	113,810.		
13 Compensation of officers, directors, trustees, etc		36,013.	26,379.		9,634.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		1,600.	0.		1,600.
c Other professional fees					
17 Interest					
18 Taxes Stmt 4		2,591.	477.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		7,717.	0.		7,717.
24 Total operating and administrative expenses Add lines 13 through 23		47,921.	26,856.		18,951.
25 Contributions, gifts, grants paid		266,938.			266,938.
26 Total expenses and disbursements. Add lines 24 and 25		314,859.	26,856.		285,889.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-201,049.			
b Net investment income (if negative, enter -0-)			86,954.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses



**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936

Page 2

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	232,589.	300,236.	300,236.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 6	566,817.	445,219.	479,241.
	b Investments - corporate stock Stmt 7	2,506,397.	2,359,299.	2,776,850.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	561,120.	561,120.	635,289.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)		3,866,923.	3,665,874.	4,191,616.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,866,923.	3,665,874.	
	30 Total net assets or fund balances	3,866,923.	3,665,874.	
31 Total liabilities and net assets/fund balances		3,866,923.	3,665,874.	

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	3,866,923.
2 Enter amount from Part I, line 27a	2	-201,049.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,665,874.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,665,874.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 298,944.		283,510.	15,434.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			15,434.

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	15,434.
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	313,152.	3,799,723.	.082414
2010	283,371.	3,937,296.	.071971
2009	292,766.	3,799,004.	.077064
2008	515,101.	3,840,898.	.134110
2007	554,232.	5,514,220.	.100510

2 Total of line 1, column (d)	2	.466069
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	.093214
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,958,025.
5 Multiply line 4 by line 3	5	368,943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	870.
7 Add lines 5 and 6	7	369,813.
8 Enter qualifying distributions from Part XII, line 4	8	285,889.

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.

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936

Page 4

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	1,739.
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	1,739.
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	1,739.
6 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld		6a	2,000.
		6b	
		6c	
		6d	
7 Total credits and payments. Add lines 6a through 6d		7	2,000.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	261.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 261. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1b 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.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4b If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	<input type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT, NY		
8b 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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Form 990-PF (2012)

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936

Page 5

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>n/a</u>	13	X	
14 The books are in care of ► <u>Marsha L. Colten</u> Telephone no. ► <u>203-329-9622</u> Located at ► <u>95 Alexandra Drive, Stamford, CT</u> ZIP+4 ► <u>06903-1731</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

Form **990-PF** (2012)

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936

Page 6

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b

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

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

5b

6b

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Stephen Bermas	Trustee			
95 Alexandra Drive				
Stamford, CT 06903	1.00	6,500.	0.	0.
Robert S. Cohen	Trustee			
95 Alexandra Drive				
Stamford, CT 06903	1.00	6,688.	0.	0.
Marsha L. Colten	President, Treasurer			
95 Alexandra Drive				
Stamford, CT 06903	5.00	16,325.	0.	0.
Patricia DelToro Heck	VP, Secretary			
95 Alexandra Drive				
Stamford, CT 06903	1.00	6,500.	0.	0.

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

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

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

0

Form 990-PF (2012)

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936 Page **7**

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.

Form **990-PF** (2012)

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936 Page 8

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	3,861,590.
b	Average of monthly cash balances	1b	156,709.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,018,299.
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	4,018,299.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,274.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,958,025.
6	Minimum investment return. Enter 5% of line 5	6	197,901.

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	197,901.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,739.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,739.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	196,162.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	196,162.
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	196,162.

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	285,889.
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	285,889.
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	285,889.

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

Form **990-PF** (2012)

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936 Page 9

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				196,162.
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	282,202.			
b From 2008	324,934.			
c From 2009	104,201.			
d From 2010	87,965.			
e From 2011	124,880.			
f Total of lines 3a through e	924,182.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	285,889.			
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				196,162.
e Remaining amount distributed out of corpus	89,727.			
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	1,013,909.			
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	282,202.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	731,707.			
10 Analysis of line 9:				
a Excess from 2008	324,934.			
b Excess from 2009	104,201.			
c Excess from 2010	87,965.			
d Excess from 2011	124,880.			
e Excess from 2012	89,727.			

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)

- 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.

[illegible]

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).)

None

- 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:

See Statement 9

- 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:

**Carle C. Conway Scholarship
Foundation, Inc.**

Form 990-PF (2012)

13-6088936 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule C	None	N/A	Scholarships	266,938.
Total			3a	266,938.
b Approved for future payment				
See Schedule D	None	N/A	Scholarships	585,000.
Total			3b	585,000.

Part XVI-A

1 Program service revenue:

12 Subtotal. Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Line No

Form 990-PF (2012)

Foundation, Inc.

13-6088936 Page 13

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

- | 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? | Yes | No |
|----------|--|-------|----|
| | | | |
| 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 _____

10/21/13

► Pres/Treas

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

Scott M. Brenner

Preparer's signature

CPA

Date _____

10/17/13

Check ☐ if
self-employed

PTIN

P01247233

Firm's name ► **Dylewsky, Goldberg & Brenner, LLC**

Firm's EIN ► 06-1325235

Firm's address ► 30 Oak Street
Stamford, CT 06905

Phone no. (203) 975-8830

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	9 Kimberly Clark	P	08/23/12	11/22/11
b	9 Kimberly Clark	P	11/19/12	08/23/12
c	15 Merck	P	08/23/12	05/25/12
d	15 Merck	P	11/19/12	08/23/12
e	20 PPL	P	08/23/12	06/27/12
f	2000 PPL	P	07/06/10	12/05/12
g	Fidelity Int'l Fund	P	12/07/05	12/10/12
h	10 Con Ed	P	01/04/13	05/02/12
i	3100 General Electric	P	11/02/10	02/20/13
j	600 Kimberly Clark	P	07/06/10	03/05/13
k	3100 General Electric	P	02/20/13	02/20/13
l	15 Merck 40	P	05/06/13	11/19/12
m	300 Kimberly Clark	P	07/06/10	06/04/13
n	70 SPDR Trust	P	01/20/13	06/24/13
o	GNMA	P	Various	06/30/13

(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 4,935.		14,826.	-9,891.
b 4,317.		5,517.	-1,200.
c 5,544.		12,237.	-6,693.
d 5,206.		5,168.	38.
e 1,054.		2,346.	-1,292.
f 57,504.		51,558.	5,946.
g 586.			586.
h 1,704.		39.	1,665.
i 66,389.		49,971.	16,418.
j 52,060.		36,604.	15,456.
k 66,931.		60,909.	6,022.
l 5,968.		8,226.	-2,258.
m 25,966.		18,302.	7,664.
n		17,807.	-17,807.
o 780.			780.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-9,891.
b			-1,200.
c			-6,693.
d			38.
e			-1,292.
f			5,946.
g			586.
h			1,665.
i			16,418.
j			15,456.
k			6,022.
l			-2,258.
m			7,664.
n			-17,807.
o			780.

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	15,434.
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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Smith Barney	5,004.
Total to Form 990-PF, Part I, line 3, Column A	5,004.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Smith Barney Dividends	69,404.	0.	69,404.
Smith Barney Interest	23,968.	0.	23,968.
Total to Fm 990-PF, Part I, ln 4	93,372.	0.	93,372.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dylewsky, Goldberg & Brenner, LLC	1,600.	0.		1,600.
To Form 990-PF, Pg 1, ln 16b	1,600.	0.		1,600.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise taxes	2,114.	0.		0.
Foreign Taxes	477.	477.		0.
To Form 990-PF, Pg 1, ln 18	2,591.	477.		0.

Form 990-PF	Other Expenses	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Scholarship & Recognition Services	4,386.	0.		4,386.
Filing & registration fees	300.	0.		300.
Postage, delivery, miscellaneous	105.	0.		105.
D&O Insurance	2,926.	0.		2,926.
To Form 990-PF, Pg 1, ln 23	7,717.	0.		7,717.

Form 990-PF	U.S. and State/City Government Obligations	Statement	6
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Government Obligations	X		445,219.	479,241.
Total U.S. Government Obligations			445,219.	479,241.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			445,219.	479,241.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
SPDR S&P Trust SER 1 / Common Stock & Options	2,011,901.	2,310,008.
S&P Midcap 400 DEP RCPTS	347,398.	466,842.
Total to Form 990-PF, Part II, line 10b	2,359,299.	2,776,850.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
Fidelity Intl Discovery Fund	COST	561,120.	635,289.
Total to Form 990-PF, Part II, line 13		561,120.	635,289.

Form 990-PF	Grant Application Submission Information	Statement	9
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

Carle C. Conway Scholarship Program
Scholarship & Recognition Program, P.O. Box 6731
Princeton, NJ 08541

Form and Content of Applications

Written application consisting of student and employee information.

Any Submission Deadlines

No later than March 1.

Restrictions and Limitations on Awards

Scholarships are awarded to children of current employees of Lockwood, Kessler & Bartlett and of a successor company of the former Continental Can Company, Inc. Maximum scholarship award is \$10,000 per year for four years. In addition, contributions are made to Norwalk Community College Foundation for scholarships to NCC students selected by Norwalk Community College.

SCHEDULE C - Page 13

school name	school city state ZIP	student last name	student first name	student street address	student city state ZIP	amount
Clanor University of Pennsylvania College of Dupage	CLARION, PA 16214	Spangler	Shelby L	306 Jefferson Street	OIL CITY, PA 16301	\$10,000.00
	GLEN ELLYN, IL 60137	Pena	Vanessa E	157 W Slevenson Drive	GLENDALE HEIGHTS, IL 60139	\$6,550.00
Harper College	PALATINE, IL 60067	Sebastyan	John C	4125 William Court	HOFFMAN ESTATES, IL 60195	\$1,975.52
Illinois Wesleyan University Liberty University	BLOOMINGTON, IL 61702	Tumlos	Michael R	610 Winthrop Avenue	GLENDALE HEIGHTS, IL 60139	\$10,000.00
	LYNCHBURG, VA 24506	Richard	Joseph C	4490 Timber Glen Dr Apt 4	BATAVIA, OH 45103	\$10,000.00
Memphis College of Art Overton Park	MEMPHIS, TN 38104-2764	Johnson	Kathy L	308 Roosevelt Avenue	WEST MEMPHIS, AR 72301	\$5,000.00
Mercyhurst College	ERIE, PA 16546	Conley	James W	40 Macrae Drive	GROVE CITY, PA 16127	\$10,000.00
Northern Illinois University	DE KALB, IL 60115	Garcia	Alexandra	1521 Hillcrest Avenue	HANOVER PARK, IL 60133	\$10,000.00
Northern Illinois University	DeKALB, IL 60115	Garcia	Marcos	1521 Hillcrest Avenue	HANOVER PARK, IL 60133	\$10,000.00
Penn State University-University Park	UNIVERSITY PARK, PA 16802	Conley	John D	40 Macrae Drive	GROVE CITY, PA 16127	\$10,000.00
Slippery Rock University of Pennsylvania	SLIPPERY ROCK, PA 16057	Carrow	Caleb J	145 Melat Lane	OIL CITY, PA 16301	\$10,000.00
Southwest Tennessee Community College	MEMPHIS, TN 38103	Ramirez (Rutledge)	Megan K	4917 Winter Cove	MEMPHIS, TN 38128	\$2,100.00
SUNY at Albany	ALBANY, NY 12222	Watson	Ananne S	241-11 145th Avenue	ROSEDALE, NY 11422	\$10,000.00
SUNY at Stony Brook	STONY BROOK, NY 11794	Koch	Kenneth C	63 Acacia Drive	HOLBROOK, NY 11741	(\$3,937.50)
SUNY College at Genesco	GENESCO, NY 14454	Heneveld	Melissa C.	3 Jomarr Place	MASSAPEQUA, NY 11758	\$8,050.00
SUNY College of Envir Science & Forestry	SYRACUSE, NY 13210	Culver	Eric N.	32 Oakside Road	SMITHTOWN, NY 11787	\$10,000.00
Towson University	TOWSON, MD 21252-0001	Bowman	Garrett T	1819 Sunnyside Lane	BALTIMORE, MD 21221	\$10,000.00
Tufts University	MEDFORD, MA 02155	Ruenes	Robert W	7 Keystone Court	CENTEREACH, NY 11720	\$10,000.00
University of Colorado at Boulder	BOULDER, CO 80309-0077	Hanuszek	Andrew W	24 Dogwood Drive	SMITHTOWN, NY 11787	\$10,000.00
University of Illinois - Chicago	CHICAGO, IL 60607-7163	Patel	Ravi P	645 Cordial Drive	DES PLAINES, IL 60018	\$10,000.00
University of Illinois at Urbana	CHAMPAIGN, IL 61820	Newton	Jason M	1680 Heather Drive	AURORA, IL 60506	\$10,000.00
University of Illinois at Urbana-Champaign	CHAMPAIGN, IL 61820	Tumlos	Gabriel I	610 Winthrop Avenue	GLENDALE HEIGHTS, IL 60139	\$10,000.00
University of Massachusetts Amherst	AMHERST, MA 01003	Rachel	Jennifer E	2 Patience Lane	WESTBURY, NY 11590	\$10,000.00
University of Missouri - Columbia	COLUMBIA, MO 65211	Beck	Lindsey R	18000 South Fieldview	PLEASANT HILL, MO 64080	\$10,000.00
University of North Carolina Asheville	ASHEVILLE, NC 38804	Miller	Kelly	14621 Waterside Drive	CHARLOTTE, NC 28278	\$10,000.00
University of South Florida	TAMPA, FL 33620-5800	Glover	Jessica R	17108 Carrington Park Dr #708	TAMPA, FL 33647	<u>\$7,200.00</u>
TOTAL SCHOLARSHIPS						\$216,938.02
GRANT TO Norwalk Community College						<u>\$50,000.00</u>
TOTAL SCHOLARSHIPS & GRANTS						\$266,938.02

CARLE C. CONWAY SCHOLARSHIP FOUNDATION, INC.

FUTURE SCHOLARSHIP COMMITMENTS
AS OF JUNE 30, 2013

Schedule D

Conway class	student last name	stipend 13-14	stipend 14-15	stipend 15-16	stipend 16-17
2008	Hanuszek	\$5,000.00			
2010	Conley	\$10,000.00			
2010	Garcia	\$10,000.00			
2010	Heneveld	\$10,000.00			
2010	Miller	\$10,000.00			
2010	Patel	\$10,000.00			
2010	Spangler	\$10,000.00			
2010	Watson	\$10,000.00			
2011	Conley	\$10,000.00	\$10,000.00		
2011	Culver	\$10,000.00	\$10,000.00		
2011	Garcia	\$10,000.00	\$10,000.00		
2011	Newton	\$10,000.00	\$10,000.00		
2011	Pena	\$10,000.00	\$10,000.00		
2011	Ruenes	\$10,000.00	\$10,000.00		
2012	Beck	\$10,000.00	\$10,000.00	\$10,000.00	
2012	Carrow	\$10,000.00	\$10,000.00	\$10,000.00	
2012	Johnson	\$10,000.00	\$10,000.00	\$10,000.00	
2012	Raichel	\$10,000.00	\$10,000.00	\$10,000.00	
2012	Tumlos	\$10,000.00	\$10,000.00	\$10,000.00	
2013	Green	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
2013	Heneveld	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
2013	Malec	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
2013	Pena	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
2013	Ruenes	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
2013	Tumlos	<u>\$10,000.00</u>	<u>\$10,000.00</u>	<u>\$10,000.00</u>	<u>\$10,000.00</u>
TOTAL BY YEAR		\$245,000.00	\$170,000.00	\$110,000.00	\$60,000.00
TOTAL FUTURE COMMITMENTS					\$585,000.00