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 07-01-2012 , and ending 06-30-2013

Name of foundation
DEUPREE FAMILY FOUNDATION

A Employer identification number
31-1746946

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 126 587 MAIN STREET

B Telephone number (see instructions)
(860) 738-7869

City or town, state, and ZIP code
NEW HARTFORD, CT 06057

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,564,692

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(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 ☐

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	216,401	216,401		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	417,472			
b	Gross sales price for all assets on line 6a 1,885,114				
7	Capital gain net income (from Part IV, line 2)		417,472		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	633,873	633,873		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	31,529	31,529		
17	Interest				
18	Taxes (attach schedule) (see instructions)	9,882	3,857		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	8,379	8,379		
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	49,790	43,765		0
25	Contributions, gifts, grants paid	137,520			137,520
26	**Total expenses and disbursements.** Add lines 24 and 25	187,310	43,765		137,520
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	446,563			
b	**Net investment income** (if negative, enter -0-)		590,108		
c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	-12,318	117,671	117,671
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,468,562	4,796,745	6,447,021
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,456,244	4,914,416	6,564,692
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 (attach schedule)			
	22	Other liabilities (describe ▶ ______)		11,609	
	23	**Total liabilities** (add lines 17 through 22)		11,609	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ 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	4,456,244	4,902,807	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,456,244	4,902,807	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,456,244	4,914,416	

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	4,456,244
2	Enter amount from Part I, line 27a	2	446,563
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	4,902,807
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,902,807

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
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	417,472
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	10,396

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 page 18 of 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	279,361	5,546,993	0 050363
2010	246,809	5,081,775	0 048567
2009	227,510	4,488,323	0 050689
2008	210,076	4,376,587	0 048000
2007	262,000	5,891,466	0 044471

2	**Total** of line 1, column (d).	2	0 242090
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	0 048418
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,143,163
5	Multiply line 4 by line 3.	5	297,440
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,901
7	Add lines 5 and 6.	7	303,341
8	Enter qualifying distributions from Part XII, line 4.	8	137,520

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,802
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	
3	Add lines 1 and 2			3	11,802
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	11,802
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,640		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,200		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,840
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,038
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,038	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶KRISTINE D CRAMER Telephone no ▶(860) 738-7869

Located at ▶6000 NE BAKER HILL ROAD BAINBRIDGE ISLAND WA ZIP +4 ▶98110

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 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

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	6,075,759
b	Average of monthly cash balances	1b	160,955
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,236,714
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,236,714
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,551
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,143,163
6	**Minimum investment return.** Enter 5% of line 5	6	307,158

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	307,158
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,802		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,802
3	Distributable amount before adjustments Subtract line 2c from line 1			3	295,356
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	295,356
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	295,356

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	137,520
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	137,520
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	137,520

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				295,356
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009. 2,682				
d From 2010.				
e From 2011. 13,289				
f **Total** of lines 3a through e.	15,971			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 137,520				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				137,520
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	15,971			15,971
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				141,865
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				137,520
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	216,401	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	417,472	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				633,873	

13 Total. Add line 12, columns (b), (d), and (e). 13 633,873

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-02-06	******
Signature of officer or trustee	Date	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 if self-employed ☐	PTIN
SANDRA SHOEMAKER EAST	SANDRA SHOEMAKER EAST	2014-02-11		

Firm's name	FLEMING BROCKSCHMIDT & DURKIN PLL	Firm's EIN
Firm's address	30 GARFIELD PL STE 540 CINCINNATI, OH 452024366	Phone no (513) 721-7590

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
665 00 SH NEXTRA ENERGY	P	2008-10-10	2012-07-09
615 00 WASTE MANAGEMENT	P	2011-07-28	2012-12-12
765 00 HEINZ H J	P	2010-12-06	2013-03-15
1030 00 SH REALTY INCM	P	2008-04-25	2012-07-09
2310 00 DARDEN RESTAURANTS	P	2011-12-15	2012-12-12
355 00 HEINZ H J	P	2011-10-27	2013-03-15
875 00 ABBOTT LABS	P	2007-03-02	2012-07-27
630 00 DARDEN RESTAURANTS	P	2012-07-27	2012-12-12
560 00 HEINZ H J	P	2012-10-02	2013-03-15
1960 00 BANK OF NOVA SCOTIA	P	2007-03-02	2012-08-16
1975 00 ABBOTT LABS	P	2007-03-02	2013-01-17
240 00 AUTOMATIC DATA PROC	P	2008-03-10	2013-05-15
615 00 CANADIAN IMPERIAL BANK	P	2010-05-11	2012-07-27
605 00 ABBOTT LABS	P	2011-03-14	2013-01-17
1080 00 DIGITAL RLTY	P	2011-06-10	2013-05-15
2570 00 ENBRIDGE	P	2010-12-06	2012-08-16
210 00 CRESCENT ENERGY	P	2009-04-01	2013-01-17
935 00 PRAXAIR	P	2009-08-12	2013-05-07
2210 00 RPM INTL	P	2007-03-02	2012-07-27
785 00 CRESCENT ENERGY	P	2009-09-17	2013-01-17
200 00 PRAXAIR	P	2009-12-04	2013-05-07
1005 00 RPM INTL	P	2007-07-23	2012-07-27
525 00 CRESCENT ENERGY	P	2010-05-11	2013-01-17
1275 00 BRISTOL-MYERS SQUIBB	P	2008-11-10	2013-06-07
360 00 AUTOMATIC DATA PROC	P	2008-03-10	2012-10-19
955 00 UNITED TECHS	P	2009-04-01	2013-01-17
1140 00 BCE INC	P	2011-02-11	2012-10-02
275 00 VERMILION ENERGY	P	2009-08-12	2013-01-17
220 00 KIMBERLY CLARK	P	2009-04-22	2012-10-19
1045 00 VERMILION ENERGY	P	2010-05-11	2013-01-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 00 MCDONALDS CORP	P	2007-10-04	2012-10-19
1775 00 HEINZ H J	P	2010-12-06	2013-02-20
1130 00 RPM INTL	P	2007-07-23	2012-10-02
865 00 RPM INTL	P	2007-07-23	2013-02-20
350 00 SOUTHERN COMPANY	P	2008-04-22	2012-10-19
2250 00 RPM INTL	P	2008-10-31	2013-02-20
3495 00 WASTE MANAGEMENT	P	2011-02-02	2012-12-12
735 00 CANADIAN IMPERIAL	P	2010-05-11	2013-03-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
45,000		24,644	20,356
20,590		20,824	-234
55,416		37,367	18,049
42,796		28,495	14,301
105,902		100,759	5,143
25,716		19,137	6,579
56,813		46,927	9,886
28,882		32,600	-3,718
40,566		31,595	8,971
103,549		83,080	20,469
64,713		50,816	13,897
17,162		9,454	7,708
43,972		44,010	-38
19,823		13,953	5,870
68,557		68,908	-351
101,559		72,358	29,201
8,121		4,364	3,757
106,498		73,049	33,449
58,003		51,732	6,271
30,355		27,938	2,417
22,780		16,540	6,240
26,377		25,130	1,247
20,301		21,594	-1,293
59,870		26,443	33,427
21,251		14,181	7,070
82,375		41,481	40,894
50,121		41,393	8,728
14,102		7,849	6,253
19,118		10,976	8,142
53,586		35,958	17,628

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,892		16,839	10,053
127,921		86,702	41,219
30,425		28,256	2,169
25,989		21,629	4,360
16,373		12,832	3,541
67,602		31,773	35,829
117,011		133,459	-16,448
59,027		52,597	6,430

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			20,356
			-234
			18,049
			14,301
			5,143
			6,579
			9,886
			-3,718
			8,971
			20,469
			13,897
			7,708
			-38
			5,870
			-351
			29,201
			3,757
			33,449
			6,271
			2,417
			6,240
			1,247
			-1,293
			33,427
			7,070
			40,894
			8,728
			6,253
			8,142
			17,628

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			10,053
			41,219
			2,169
			4,360
			3,541
			35,829
			-16,448
			6,430

Form 990PF Part VIII Line 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
THOMAS R DEUPREE 480 NORTH MAIN STREET SUFFIELD, CT 06078	DIRECTOR 0 00	0	0	0
SUSAN D JONES PO BOX 126 NEW HARTFORD, CT 06057	PRESIDENT 0 00	0	0	0
RICHARD R DEUPREE III 4696 HYDALE DRIVE PINCKNEY, MI 48169	VICE PRES 0 00	0	0	0
KATO DEUPREE 2540 N KEDZIE BOULEVARD CHICAGO, IL 60647	DIRECTOR 0 00	0	0	0
ANDI JONES 28 RIVERDALE AVENUE PORT CHESTER, NY 10573	DIRECTOR 0 00	0	0	0
KAROLEN DEUPREE 205 PONY SOLDIER RD SEDONA, AZ 86336	DIRECTOR 0 00	0	0	0
TAYLOR DEUPREE 63 OLD STONE HILL RD POUND RIDGE, NY 10576	DIRECTOR 0 00	0	0	0
KRISTINE CRAMER 6000 NE BAKER HILL RD BAINBRIDGE ISLAND, WA 98110	TREASURER/SE 0 00	0	0	0
MARTHA CHONG 560 61ST STREET OAKLAND, CA 94609	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902			GEN OPER BUDGET	5,000
AUDUBON SHARON 325 CORNWALL BRIDGE ROAD SHARON, CT 06069			GEN OPER BUDGET	7,000
AZ4NORML 3400 E SPEEDWAY SUITE 118 TUCSON, AZ 85716			GEN OPER BUDGET	1,000
BICYCLE ALLIANCE OF WASHINGTON 311 3RD AVENUE SOUTH SEATTLE, WA 98104			GEN OPER BUDGET	3,020
BRIGHTON NAZARENE CHURCH 7679 BRIGHTON RD BRIGHTON, MI 48116			GEN OPER BUDGET	2,000
CHURCH OF THE APOSTELS 12111 N LA CHOLLA BLVD ORO VALLEY, AZ 85755			GEN OPER BUDGET	1,000
COALITION FOR SONORAN DESERT PROTEC 738 N 5TH AVE SUITE 214 TUCSON, AZ 85705			GEN OPER BUDGET	7,500
COMMUNITY STRING PROJECT PO BOX 513 BRISTOL, RI 02809			GEN OPER BUDGET	1,500
DAKIN HUMANE SOCIETY PO BOX 6307 SPRINGFIELD, MA 01101			GEN OPER BUDGET	1,000
FOWLERVILLE NAZ CHURCH PO BOX 477 FOWLERVILLE, MI 48836			GEN OPER BUDGET	8,000
FOX TUCSON THEATRE FOUNDATION PO BOX 1008 TUCSON, AZ 85702			GEN OPER BUDGET	1,000
HAITIAN HEALTH FOUNDATION 97 SHERMAN ST NORWICH, CT 06360			GEN OPER BUDGET	1,000
HARBOR SPRINGS LIBRARY 206 SPRING STREET HARBOR SPRINGS, MI 49740			GEN OPER BUDGET	3,250
HAWKWING 306 CAVAN LN GLASTONBURY, CT 06033			GEN OPER BUDGET	3,000
HILL-STEAD MUSEUM 35 MOUNTAIN ROAD FARMINGTON, CT 06032			GEN OPER BUDGET	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KLINGBERG FAMILY CENTERS 370 LINWOOD ST NEW BRITAIN, CT 06052			GEN OPER BUDGET	1,500
KNOXVILLE ZOOLOGICAL GARDENS PO BOX 6040 KNOXVILLE, TN 37914			GEN OPER BUDGET	1,950
LOVE INC 820 GRAND RIVER AVENUE HOWELL, MI 48843			GEN OPER BUDGET	6,000
NORTH LIFE HAWAII 677 ALA MOANA BLVD SUITE 226 HONOLULU, HI 96813			GEN OPER BUDGET	2,500
POSITIVE FUTURES NETWORK 284 MADRONA WAY NE 116 BAINBRIDGE ISLAND, WA 98110			GEN OPER BUDGET	2,000
RUTGERS UNIVERSITY 7 COLLEGE AVE WINANTS HALL NEW BRUNSWICK, NJ 08901			GEN OPER BUDGET	10,000
SEATTLE EDUCATON ACCESS 1408 NE 50TH ST SUITE 202 SEATTLE, WA 98106			GEN OPER BUDGET	2,500
SUMMER OF SOLUTIONS HARTFORD 5 MEADOWSIDE DRIVE UNIONVILLE, CT 06085			GEN OPER BUDGET	15,000
SWEET BRIAR COLLEGE PO BOX 1057 SWEET BRIAR, VA 24595			GEN OPER BUDGET	2,500
TEEN FEED 4740-B UNIVERSITY WAY SEATTLE, WA 98105			GEN OPER BUDGET	2,500
TUCSON YOUTH DEVELOPMENT 1901 N STONE AVE TUCSON, AZ 85705			GEN OPER BUDGET	5,000
UAPRESENTS 888 N EUCLID ROOM 203 TUCSON, AZ 85721			GEN OPER BUDGET	1,000
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVENUE THIRD FLOOR TUCSON, AZ 85721			GEN OPER BUDGET	1,000
UNIVERSITY OF ARIZONA SCHOOL OF MUS 1017 N OLIVE RD RM 109 TUCSON, AZ 85721			GEN OPER BUDGET	1,000
OGLALA LAKOTA COLLEGE SCHOLARS 3 MILE CREEK ROAD KYLE, SD 57752			GEN OPER BUDGET	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AZ FRIENDS OF CHAMBER MUSIC PO BOX 40845 TUCSON,AZ 85717			GEN OPER BUDGET	2,500
HOWELL CONFERENCE AND NATURE CENTER 1005 TRIANGLE LAKE RD HOWELL,MI 48843			GEN OPER BUDGET	500
LEBANON REGIONAL AGRICULTURAL & SCI 917 EXETER ROAD LEBANON,CT 06249			GEN OPER BUDGET	2,300
TRI-STATE BIRD RESCUE & RESEARCH 110 POSSUM HOLLOW RD NEWARK,DE 19711			GEN OPER BUDGET	3,500
NORTH SHORE ANIMAL LEAGUE 25 DAVIS AVE PORT WASHINGTON,NY 11050			GEN OPER BUDGET	1,000
AUSTIN PETS ALIVE PO BOX 6247 AUSTIN,TX 78762			GEN OPER BUDGET	2,000
AFRICAN ALLIANCE OF RHODE ISLAND 570 BROAD ST PROVIDENCE,RI 02907			GEN OPER BUDGET	3,000
RABBIT WRANGLERS PO BOX 8003 PITTSBURGH,PA 15216			GEN OPER BUDGET	1,000
POUND RIDGE LAND CONSERVANCY PO BOX 173 POUND RIDGE,NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE FIRE DEPT 80 WEST CHESTER AVE POUND RIDGE,NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE AMBULANCE CORPS 177 WEST CHESTER AVE POUND RIDGE,NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE NEIGHBOR TO NEIGHBOR 179 WEST CHESTER AVE POUND RIDGE,NY 10576			GEN OPER BUDGET	2,000
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON,CT 06320			GEN OPER BUDGET	6,000
LIVINGSTON COUNTY HUMANE SOCIETY 2464 DORR RD HOWELL,MI 48843			GEN OPER BUDGET	500
GLEANERS 2131 BEAUFAIT DETROIT,MI 48207			GEN OPER BUDGET	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICA'S GROW-A-ROW 150 PITTSTOWN RD PITTSTOWN, NJ 08867			GEN OPER BUDGET	2,500
Total . . . . ▶ **3a**				137,520

TY 2012 Compensation Explanation

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Person Name	Explanation
THOMAS R DEUPREE	
SUSAN D JONES	
RICHARD R DEUPREE III	
KATO DEUPREE	
ANDI JONES	
KAROLEN DEUPREE	
TAYLOR DEUPREE	
KRISTINE CRAMER	
MARTHA CHONG	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491042000034

TY 2012 Investments Corporate Stock Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS		
ABBVIE	70,236	106,657
ACCENTURE	77,833	74,479
ALTRIA GROUP INC	88,212	143,984
ANALOG DEVICES INC	143,619	165,596
AT&T INC	82,690	95,049
AUTOMATIC DATA PROC	128,229	181,722
BANK OF NOVA SCOTIA	75,873	95,854
BAXTER INTL	93,501	109,100
BCE INC	106,569	120,394
BLACKROCK INC	102,920	164,384
BRISTOL-MYERS SQUIBB CO	72,175	155,521
CANADIAN IMPERIAL BANK		
CHEVRON CORP	187,356	202,953
CISCO SYSTEMS	161,839	194,680
COCA COLA COM	116,802	140,385
CRESCENT POINT ENERGY		
DARDEN RESTAURANTS INC		
DIGITAL RLTY TR INC	66,132	65,270
EMERSON ELEC CO	106,672	153,803
ENBRIDGE INC		
GALLAGHER ARTHUR J	92,781	113,812
GENERAL ELECTRIC	182,920	196,651
GENUINE PARTS CO	77,012	136,622
GLAXOSMITHKLINE PLC	94,465	113,432
HCP INC	85,003	156,086
HEALTH CARE REIT INC COM	99,530	165,899
HEINZ H J CO PV 25CT		
INTEL CORP	193,093	209,832
JOHNSON AND JOHNSON COM	193,510	239,120

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY CLARK	104,760	191,852
KINDER MORGAN	142,972	194,565
KRAFT FOODS GROUP	168,392	200,573
MATTEL INC	100,024	180,107
MCDONALDS CORP COM	158,775	265,815
MERCK AND CO INC	52,827	68,049
MICROSOFT	130,203	163,916
NATIONAL RETAIL PPTYS	51,457	94,600
NEXTERA ENERGY INC SHS	31,055	68,280
NOVARTIS ADR	103,687	149,552
ONEOK INC	104,324	161,522
PHILIP MORRIS INTL INC	104,576	177,571
PRAXAIR INC		
PROCTER & GAMBLE	70,725	166,683
QUALCOMM	155,476	149,060
REALTY INCM CRP MD PV1	37,578	57,850
RPM INTERNATIONAL INC		
SOUTHERN COMPANY	118,763	144,084
TUPPERWARE BRANDS	60,319	60,210
UNITED TECHS CORP COM	58,338	96,286
US BANCORP	106,860	113,692
VENTAS	74,095	63,209
VERMILION ENERGY SHS		
WASTE MANAGEMENT INC.		
WILLIAMS COMPANIES	162,567	178,260

TY 2012 Other Liabilities Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE		11,609

TY 2012 Other Professional Fees Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	31,529	31,529		

TY 2012 Taxes Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO	200			
FOREIGN DIVIDEND TAXES WITHHELD	3,857	3,857		
FEDERAL	5,825			