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Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No. 1545-1150

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning **OCTOBER 1**, 2012, and ending **SEPTEMBER 30**, 2013

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
VARNUM CONTINENTALS, INC.
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
c/o CARL I. HOYER; 120 MIDDLE ROAD
 City or town, state or country, and ZIP + 4
EAST GREENWICH, RHODE ISLAND 02818-2804

D Employer identification number
05-0301441

E Telephone number
401-884-6272

F Group Exemption Number **N/A**

G Accounting Method: ☒ Cash ☐ Accrual Other (specify) _____

H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **WWW.VARNUMCONTINENTALS.ORG**

J Tax-exempt status (check only one) — ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check ☐ if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ **\$ 70080**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)
 Check if the organization used Schedule O to respond to any question in this Part I ☐

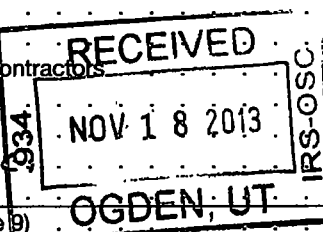
Revenue	1	Contributions, gifts, grants, and similar amounts received	1	4988
	2	Program service revenue including government fees and contracts	2	43188
	3	Membership dues and assessments	3	7189
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
Expenses	b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	5690
	c	Less: direct expenses from gaming and fundraising events	6c	4701
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	989
	7a	Gross sales of inventory, less returns and allowances	7a	
	b	Less: cost of goods sold	7b	
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe in Schedule O) MISC.	8	9025
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	65379
	Net Assets	10	Grants and similar amounts paid (list in Schedule O)	10
11		Benefits paid to or for members	11	
12		Salaries, other compensation, and employee benefits	12	5854
13		Professional fees and other payments to independent contractors	13	
14		Occupancy, rent, utilities, and maintenance	14	63373
15		Printing, publications, postage, and shipping	15	3046
16		Other expenses (describe in Schedule O) MISC.	16	6147
17		Total expenses. Add lines 10 through 16	17	78420
18		Excess or (deficit) for the year (Subtract line 17 from line 9)	18	(13041)
Net Assets	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	130672
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	117631

For Paperwork Reduction Act Notice, see the separate instructions.

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Form **990-EZ** (2012)

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Part II **Balance Sheets** (see the instructions for Part II)
Check if the organization used Schedule O to respond to any question in this Part II ☐

Check if the organization used Schedule O to respond to any question in this Part II ☐

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	63251	52956
23 Land and buildings	107108	107108
24 Other assets (describe in Schedule O) ACCUMULATED DEPRECIATION	(39687)	(42433)
25 Total assets	130672	117631
26 Total liabilities (describe in Schedule O)		
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	130672	117631

Part III	Statement of Program Service Accomplishments (see the instructions for Part III)	Expenses
	Check if the organization used Schedule O to respond to any question in this Part III ☒	(Required for section 501(c)(3) organizations)

Check if the organization used Schedule O to respond to any question in this Part III ☒ (Required for section 501(c)(3) organizations) **Expenses**

What is the organization's primary exempt purpose?	SEE SCHEDULE O	(required for section 501(c)(3) and 501(c)(4))
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Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28	SEE SCHEDULE O		
	(Grants \$) If this amount includes foreign grants, check here ► ☐	28a	10403
29	SEE SCHEDULE O		
	(Grants \$) If this amount includes foreign grants, check here ► ☐	29a	52970
30			
	(Grants \$) If this amount includes foreign grants, check here ► ☐	30a	
31	Other program services (describe in Schedule O)		
	(Grants \$) If this amount includes foreign grants, check here ► ☐	31a	
32	Total program service expenses (add lines 28a through 31a) ►	32	63373

Part IV **List of Officers, Directors, Trustees, and Key Employees** List each one even if not compensated (see the instructions for Part IV)
Check if the organization used Schedule O to respond to any question in this Part IV ☒

Check if the organization used Schedule O to respond to any question in this Part IV ☒

[illegible]

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V ☐

	Yes	No
33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O	33	✓
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	34	✓
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?	35a	✓
b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	35b	N/A
c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III	35c	✓
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a NONE	37b	✓
b Did the organization file Form 1120-POL for this year?	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a	N/A
b Gross receipts, included on line 9, for public use of club facilities	39b	N/A
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:		
section 4911 ▶ -0- ; section 4912 ▶ -0- ; section 4955 ▶ -0-		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ -0-		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ -0-		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	✓
41 List the states with which a copy of this return is filed ▶ NONE		
42a The organization's books are in care of ▶ CARL I. HOYER Telephone no. ▶ 401-884-6272		
Located at ▶ 120 MIDDLE ROAD; EAST GREENWICH, RHODE ISLAND ZIP + 4 ▶ 02818-2804		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	✓
If "Yes," enter the name of the foreign country: ▶ N/A		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside the U.S.?	42c	✓
If "Yes," enter the name of the foreign country: ▶ N/A		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐	43	N/A
and enter the amount of tax-exempt interest received or accrued during the tax year		
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a	✓
b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b	✓
c Did the organization receive any payments for indoor tanning services during the year?	44c	✓
d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d	N/A
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a	✓
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45b	✓

	Yes	No
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	☒

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI ☐

	Yes	No
47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	47	☒
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	☒
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	☒
b If "Yes," was the related organization a section 527 organization?	49b	N/A

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee paid more than \$100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ ☒ Yes ☐ No

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <i>Carl I. Hoyer</i>	Date <i>11/14/13</i>
	CARL I. HOYER, TREASURER Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name ALLEN A. CALAFRANCISCO, CPA	Preparer's signature <i>Allen A. Calafrancisco, CPA</i>	Date <i>11-1-13</i>	Check ☒ if self-employed	PTIN P00744530
	Firm's name ▶ ALLEN A. CALAFRANCISCO, CPA	Firm's EIN ▶ NONE			
	Firm's address ▶ 203 SPENCER WOODS DRIVE; EAST GREENWICH, R.I. 02818-5056	Phone no 401-739-5151			

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

Employer identification number

VARNUM CONTINENTALS, INC.

05-0301441

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15817	13453	33385	41261	12177	116093
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	15817	13453	33385	41261	12177	116093
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						116093

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	15817	13453	33385	41261	12177	116093
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	822	381	196	-0-	-0-	1399
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	2626	3756	6071	3604	9025	25082
11 Total support. Add lines 7 through 10						142674
12 Gross receipts from related activities, etc. (see instructions)					12	215590
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	81.4 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	83.3 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	► ☒	
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	► ☐	
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	► ☐	
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	► ☐	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	► ☐	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

VARNUM CONTINENTALS, INC.

Employer identification number

05-0301441

990-EZ PAGE 2 PART III

990-EZ PAGE 2 - ORGANIZATION'S PRIMARY EXEMPT PURPOSE: PRESERVATION OF HISTORIC MANSION AND

ARMORY. TOURS AND EDUCATIONAL PROGRAMS REGARDING SAME. PARTICIPATION IN LOCAL ACTIVITIES

INCLUDING MEMORIAL DAY AND VETERANS' DAY PARADES ATTRACTING HUNDREDS, COLONIAL MILITIA IN-

VOLVMENT BY UNIFORMED PERSONNEL IN STATE GOVERNMENT AFFAIRS, SUCH AS GUBERNATIONAL INAUGURA-

TION. ESSENTIALLY ALL ACTIVITIES STIMULATE PATRIOTIC AND HISTORIC SPIRIT, PROVIDING A MORE INTENSE

AWARENESS OF OUR COUNTRY'S BEGINNING AND OUR HERITAGE.

990-EZ PAGE 2 - LINE 28: PRESERVATION AND DISPLAY OF GEN. JAMES MITCHEL VARNUM HOUSE BUILT 1773,

WHICH HOME HAS BEEN FULLY RESTORED AND IS OPEN TO THE PUBLIC ON A REGULAR SCHEDULE.

990-EZ PAGE 2 - LINE 29: PRESERVATION AND DISPLAY OF MEMORIAL ARMORY HOUSING A COLLECTION OF ARMS,

UNIFORMS, FLAGS AND MILITARY MEMORABILLIA EXTENDING FROM THE MIDDLE AGES TO DATE. PUBLIC TOURS

ARE AVAILABLE.

Name of the organization

VARNUM CONTINENTALS, INC.

Employer identification number

05-0301441

990-EZ PAGE 2 PART IV(a)



HEADQUARTERS
VARNUM CONTINENTALS
 6 MAIN STREET
 EAST GREENWICH, RI 02818
 401-884-4110 www.varnumcontinentals.org

Form 990 – Trustees and Officers 30 September 2013

Corporate Officers

President John F. Cuddy, 30 Venus Dr East Greenwich, RI 02818
 Vice President Donald E. Marcum, 15 Caddy Rock Rd, N. Kingstown, RI 02852
 Vice President John D. Harvey, 1776 Revolution St., East Greenwich, RI 02818
 Secretary Susan L. Hawksley, 32 Barber Ave, Warwick, RI 02886
 Treasurer Carl I. Hoyer, 120 Middle Rd, E. Greenwich, RI 02818

Trustees

John W. Adams 131 Spencer Woods Dr., East Greenwich, RI 02818
 Joanne Breslin 82 Moosehorn Rd, East Greenwich, RI 02818
 Irving H. Clement 155 Cedar Ave, E. Greenwich, RI 02818
 Martin J. Denny-Brown 362 Varnum Dr, E. Greenwich, RI 02818
 John R. Folloni, Jr. 30 Teakwood Ct., East Greenwich, RI 02818
 Kenneth M. Johnson PO Box 483, Wyoming, RI 02898
 Barbara LaPorte 1 Pine Edge Court, Warwick, RI 02889
 Bruce C. MacGunnigle 202 Kent Dr., E. Greenwich, RI 02818
 Lawrence V. McDonald 90 Reservoir Circle, Jamestown, RI 02835
 Raoul Riccardi PO Box 8423, Cranston, RI 02920