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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation
CYRUS W. & AMY F. JONES &
BESSIE D. PHELPS FOUNDATION, INC.

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

City or town, state, and ZIP code
TRUMBULL, CT 06611

Room/suite
212

A Employer identification number
06-0943204

B Telephone number
(203) 880-9275

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4811546. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ 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.	5.		
4 Dividends and interest from securities		138897.	138897.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		417569.			
b Gross sales price for all assets on line 6a		996256.			
7 Capital gain net income (from Part IV, line 2)			417569.		
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		556471.	556471.		
13 Compensation of officers, directors, trustees, etc.		77489.	23247.		54242.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 1		10320.	0.		10320.
b Accounting fees Stmt 2		20400.	8160.		12240.
c Other professional fees Stmt 3		3500.	3500.		0.
17 Interest					
18 Taxes Stmt 4		10024.	10024.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		22763.	10356.		12360.
24 Total operating and administrative expenses. Add lines 13 through 23		144496.	55287.		89162.
25 Contributions, gifts, grants paid		135000.			135000.
26 Total expenses and disbursements. Add lines 24 and 25		279496.	55287.		224162.
27 Subtract line 26 from line 12		276975.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			501184.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	195.		
	2 Savings and temporary cash investments	69266.	89739.	89739.
	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	266571.	179186.	182470.
	b Investments - corporate stock Stmt 7	1694139.	2158284.	4537327.
	c Investments - corporate bonds Stmt 8	116084.	957.	2010.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2146255.	2428166.	4811546.	
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 ▶ EXCISE TAX)	2088.	7024.	
23 Total liabilities (add lines 17 through 22)	2088.	7024.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	2144167.	2421142.	
30 Total net assets or fund balances	2144167.	2421142.		
31 Total liabilities and net assets/fund balances	2146255.	2428166.		

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	2144167.
2 Enter amount from Part I, line 27a	2	276975.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2421142.
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	2421142.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a SCHEDULE ATTACHED PAGE 1	P		
b SCHEDULE ATTACHED PAGE 2	P		
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 436894.		350841.	86053.
b 559362.		227846.	331516.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			86053.
b			331516.
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	417569.
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	201090.	4173905.	.048178
2010	197090.	4014647.	.049093
2009	179826.	3669670.	.049003
2008	169157.	3412069.	.049576
2007	231676.	4531902.	.051121

2 Total of line 1, column (d)	2	.246971
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	.049394
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4551819.
5 Multiply line 4 by line 3	5	224833.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5012.
7 Add lines 5 and 6	7	229845.
8 Enter qualifying distributions from Part XII, line 4	8	224162.

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

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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	10024.
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	10024.
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	10024.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3000.
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	7024.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of ALEXANDER R. NESTOR, CPA Telephone no (203) 336-0166 Located at 1140 FAIRFIELD AVENUE, BRIDGEPORT, CT ZIP+4 06605			
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 N/A	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	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 checked="" type="checkbox"/> Yes <input 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 N/A	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 N/A	<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.)	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 N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? ☐ Yes ☒ No N/A

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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 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? ☐ Yes ☒ 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? ☐ Yes ☒ No N/A

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
ROBERT S. TELLALIAN (DEC'D 12/25/12) TWO CORPORATE DRIVE, SUITE 212 TRUMBULL, CT 06611	TRUSTEE-PRESIDENT & TREASURER 12.00	16312.	0.	0.
ALEXANDER R. NESTOR TWO CORPORATE DRIVE, SUITE 212 TRUMBULL, CT 06611	TRUSTEE-VICE PRESIDENT & SECRETARY 12.00	28549.	0.	0.
ARAM H. TELLALIAN, III TWO CORPORATE DRIVE, SUITE 212 TRUMBULL, CT 06611	TRUSTEE-VICE PRESIDENT 4.00	16315.	0.	0.
ROBERT S. TELLALIAN, JR. TWO CORPORATE DRIVE, SUITE 212 TRUMBULL, CT 06611	TRUSTEE-PRESIDENT & TREASURER 12.00	16313.	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

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	4572830.
b	Average of monthly cash balances	1b	48306.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4621136.
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	4621136.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69317.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4551819.
6	Minimum investment return. Enter 5% of line 5	6	227591.

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	227591.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10024.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10024.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217567.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	217567.
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	217567.

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	224162.
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	224162.
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	224162.

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				217567.
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	3898.			
b From 2008	614.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	4512.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 224162.				
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				217567.
e Remaining amount distributed out of corpus	6595.			
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	11107.			
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	3898.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7209.			
10 Analysis of line 9				
a Excess from 2008	614.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	6595.			

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

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

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

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

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

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

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
- 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				
SCHEDULE ATTACHED	D/N/A	PUBLIC	SEE ATTACHED	135000.
Total			3a	135000.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

N/A

Part XVII

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 1/21/14

President

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 <input type="checkbox"/> if self-employed	PTIN
	Alexander R. Nestor	<i>Alex R. Nestor, CPA</i>	1/15/14		P00045331
	Firm's name ▶ NESTOR & CLAYTON LLP			Firm's EIN ▶ 06-0764670	
	Firm's address ▶ 1140 FAIRFIELD AVENUE BRIDGEPORT, CT 06605-1118			Phone no (203) 336-0166	

Form **990-PF** (2012)

Form 990-PF	Legal Fees			Statement	1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
LEGAL FEES	10320.	0.		10320.	
To Fm 990-PF, Pg 1, ln 16a	10320.	0.		10320.	

Form 990-PF	Accounting Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING FEES	20400.	8160.		12240.	
To Form 990-PF, Pg 1, ln 16b	20400.	8160.		12240.	

Form 990-PF	Other Professional Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OTHER PROFESSIONAL INVESTMENT ADVICE	3500.	3500.		0.	
To Form 990-PF, Pg 1, ln 16c	3500.	3500.		0.	

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
EXCISE TAX	10024.	10024.		0.	
To Form 990-PF, Pg 1, ln 18	10024.	10024.		0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
SCHEDULE ATTACHED	22763.	10356.		12360.	
To Form 990-PF, Pg 1, ln 23	22763.	10356.		12360.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
	X		179186.	182470.	
Total U.S. Government Obligations			179186.	182470.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			179186.	182470.	

Form 990-PF	Corporate Stock			Statement	7
Description			Book Value	Fair Market Value	
			2158284.	4537327.	
Total to Form 990-PF, Part II, line 10b			2158284.	4537327.	

Form 990-PF	Corporate Bonds			Statement	8
Description			Book Value	Fair Market Value	
			957.	2010.	
Total to Form 990-PF, Part II, line 10c			957.	2010.	

**THE CYRUS W. AND AMY F. JONES AND
BESSIE D. PHELPS FOUNDATION, INCORPORATED**

SCHEDULE OF SECURITIES

SEPTEMBER 30, 2013

SHARES OR PAR VALUE		INVENTORY VALUE	MARKET VALUE
2,000	ABBOTT LABORATORIES	\$7,175.72	\$66,380
2,000	ABBVIE INC	7,781.45	89,460
350	AMERIGAS PARTNERS LP	14,143.50	15,075
3,000	ACADIA PHARMACEUTICAL INC	60,443.25	82,410
2,000	AUTOMATIC DATA PROCESSING INC	37,194.80	144,760
250	AQUA AMERICA INC	4,345.80	6,183
500	BROADRIDGE FINANCIAL	3,981.75	15,875
500	CALIFORNIA WTR SVC GRP	9,625.00	10,160
2,890	CHEVRON CORP	211,704.24	351,135
3,000	COLGATE PALMOLIVE	11,886.70	177,900
550	CONOCOPHILLIPS	24,542.41	38,231
3,000	EXXON MOBIL CORP	5,425.77	258,120
6,000	GENERAL ELECTRIC CO	4,203.12	143,340
1,200	KINDER MORGAN ENERGY PARTNERS	42,097.66	95,796
4,224.652	INVESTMENT MANAGERS CENTER COAST MLP FOCUS CL	42,074.74	45,119
900	JOHNSON & JOHNSON	5,967.18	78,021
1,000	UNITED TECHNOLOGIES	60,981.43	107,820
1,500	JP MORGAN CHASE & CO	4,282.08	77,535
2,350	NESTLE S A SPNSD ADR	59,604.38	163,560
1,200	ENTERPRISE PRODUCTS PARTNERS LTD PTR	52,854.60	73,248
3,600	ONEOK PARTNERS LP	3,628.44	190,836
622.616	OPPENHEIMER DVLP MARKETS CL C	20,103.18	21,916
41,783.360	OPPENHEIMER SENIOR FLEETING RATE FD CL C	350,000.00	349,727
2,100	PEPSICO INC	12,999.83	166,950
2,000	PHARMACYCLICS INC	35,526.09	276,520
400	SEADRILL LIMITED	8,418.59	18,032
1,100	ALTRIA GROUP INC	4,450.29	37,785
600	SCHLUMBERGER LTD	36,053.70	53,016
1,000	PHILLIP MORRIS INTL INC	9,447.73	86,590
1,000	SALIENT MIDSTREAM & MLP FUND	19,345.00	22,120
4,809.688	STEELPATH OPPENHEIMER MLP ALPHA CL C	55,000.00	56,802
1,600	ROYAL DUTCH SHELL PC - ADR A SHARES	25,616.20	105,088
500	ROYAL DUTCH SHELL PC - ADR B SHARES	24,755.26	34,425
4,021.171	VAN ECK FUNDS GLOBAL HARD ASSETS FD CL C	137,096.55	167,522
4,291.404	ROYCE FD - SPL EQUITY FD	81,720.89	104,624
4,051.370	VICTORY PORTFOLIOS CL C	55,000.00	72,033
1,200	NOVARTIS A G. ADR	45,302.49	92,052
2,800.115	BLACKROCK HEALTH SCIENCES CL C	68,510.04	108,560
7,013.048	HENDERSON GLOBAL FDS - INTL OPPTYS CL C	142,793.28	164,736
17,094.228	HENDERSON GLOBAL FDS - GLOBAL EQUITY INCOME	129,140.19	136,925
15,453.877	FEDERATED STRATEGIC VALUE DIVIDEND CL C	77,418.99	85,614
10,538.978	LORD ABBETT FLOATING RATE - CL C	100,120.04	99,804
4,534.092	PUTNAM SHORT DURATION INCOME - CL A	45,522.15	45,522

**THE CYRUS W. AND AMY F. JONES AND
BESSIE D. PHELPS FOUNDATION, INCORPORATED**

SCHEDULE OF SECURITIES

SEPTEMBER 30, 2013

SHARES OR PAR VALUE		INVENTORY VALUE	MARKET VALUE
9,000	GOVT NATL MTG ASSN 5.5% DUE 4/16/34	\$ 5,772.75	\$ 6,608
23,000	GOVT NATL MTG ASSN 5.0% 7/20/34	20,930 00	24,839
5,000	FEDL HOME LOAN MTG 5 5% DUE 10/15/34	4,650.00	5,394
50,000	FEDL NATL MTG 7% DUE 8/25/23	6,646.72	6,657
10,000	GOV NATL MTG ASSN 5 5% DUE 12/20/37	10,000.00	11,273
10,000	CITICORP MTG 5.5% DUE 8/25/35	956.81	2,010
5,000	GOVT NATL MTG ASSN 5 0% DUE 4/20/33	5,200.00	5,391
25,000	FEDL HOME LOAN MTG 5 25% DUE 6/15/21	8,784 61	9,325
25,000	FEDL HOME LOAN MTG 4.0% DUE 8/15/29	21,533 74	22,781
18,000	GOVT NATL MTG ASSN 4 5% DUE 6/20/39	18,810.00	19,325
30,000	FEDL HOME LOAN MTG 4 5% DUE 9/15/39	3,970.23	4,399
10,000	FEDL NATL MTG ASSN 4 5% DUE 7/25/40	10,000.00	10,695
13,000	FEDL HOME LOAN MTG 4 5% DUE 11/15/39	13,325.00	13,517
50,000	FEDL HOME LOAN MTG 2.5% DUE 8/15/42	49,562 50	42,266
	TOTAL PAGE 2	\$ 180,142 36	\$ 184,480
	TOTAL PAGE 1	\$ 2,158,284 51	\$ 4,537,327
	GRAND TOTAL	\$ 2,338,426 87	\$ 4,721,807

THE CYRUS W. AND AMY F. JONES AND
BESSIE D. PHELPS FOUNDATION, INCORPORATED

SEPTEMBER 30, 2013

FORM 990PF - PAGE 1 - PART 1

		<u>ALLOCATION</u>		
		<u>TOTAL</u>	<u>INVESTMENT INCOME</u>	<u>GRANT ADMINISTRATIVE</u>
LINE 13.	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES TOTAL PER SCHEDULE	\$ 77,489	\$ 23,247	\$ 54,242
LINE 16	A LEGAL FEES ADVICE AND REVIEW OF LAWS	\$ 10,320	\$ -0-	\$ 10,320
LINE 16	B ACCOUNTING FEES BOOKKEEPING, AND PREPARATION OF FORM 990PF	\$ 20,400	\$ 8,160	\$ 12,240
LINE 16	C OTHER PROFESSIONAL FEES INVESTMENT ADVISORY	\$ 3,500	\$ 3,500	\$ -0-
LINE 18 - TAXES - EXCISE		\$ 10,024	\$ 10,024	\$ -0-

		<u>ALLOCATION</u>		
		<u>TOTAL</u>	<u>INCOME</u>	<u>GRANT ADMINISTRATIVE</u>
LINE 23 - OTHER EXPENSES	PAYROLL TAXES	\$ 5,928	\$ 1,778	\$ 4,150
	BANK S/C	68	68	-0-
	SECRETARIAL AND CLERICAL EXPENSE	16,420	8,210	8,210
	STATE OF CT ANNUAL REPORTS	300	300	-0-
		\$ 22,716	\$ 10,356	\$ 12,360
		47	-0-	-0-
	TOTAL	\$ 22,763	\$ 10,356	\$ 12,360

PART VIII SUPPORTING DATA.

LINE 1
COMPENSATION ALLOCATED ON TIME BASIS
OTHER EXPENSES CHARGED DIRECTLY TO THE
ACTIVITY WHICH INCURRED THE EXPENSE

Form 990-BF
F10 # 06-0943204

STATEMENT OF GAINS & LOSSES
From sales and exchanges of securities

NAME Cyrus W. and Amy F. Jones & Bessie D. Phelps Foundation, Inc

ADDRESS Two Corporate Drive, STE 212, Trumbull, CT 06611

Taxable Year Sept 30, 2013
Ended

NO. OF SHARES OR BONDS	DESCRIPTION OR NAME OF SECURITY	BOUGHT		SOLD		GAIN OR (LOSS)	
		DATE	PRICE	DATE	PRICE	LONG TERM	SHORT TERM
800	Pharmacies, Inc	6/24/11	779.188	11/12/12	391.8210	3139022	
1000	Immunogen Inc	8/5/11	1044.428	11/12/12	1132914	58486	
500	Immunogen Inc	6/22/12	8776.10	11/12/12	566458		(311152)
1000	ONEOK PTA	12/7/93	100.790	11/12/12	5658231	5557441	
275	Phillips 66	4/13/10	729362	11/12/12	1278156	548794	
1400	Seattle Genetics INC	7/27/12	3951128	11/12/12	31198263		(752865)
1600	Bank of America	12/9/10	2064439	11/16/12	1307516	756923	
500	J.P. Morgan Chase	1/1/87	142737	11/16/12	1910955	1768222	
1044	Govt Natl MTS Assn 4.5% Due 4/20/40	4/2/10	1006250	11/20/12	1000000	6250	
2044	Govt Natl MTS Assn 4.0% Due 3/20/40	9/16/10	148413	11/20/12	130913	17500	
3544	Govt Natl MTS Assn 5.0% Due 6/20/39	7/20/09	923208	11/21/12	888208	35000	
4044	Amerenenergy Generating	9/27/10	4016704	11/27/12	3560000	456704	
	Fed Natl MTS Assn	3/28/06	-0-	11/30/12	10314	10314	
1544	Genl Electric Corp 5.6% Due 12/15/15	6/6/06	1485824	12/17/12	1500000	14076	
2044	Govt Natl MTS Assn 4.5% Due 5/20/39-44	3/16/10	1939704	1/22/13	1954704	15000	
1044	Fed Natl MTS Assn 5.0% Due 8/25/33	3/28/06	-0-	1/25/13	1263	1263	
2919	First Trust Unit 2805	3/23/11	2742693	1/31/13	2816835	74142	
1044	Govt Natl MTS Assn 5.0% Due 8/25/33	4/13/04	-0-	2/28/13	22255	22255	
2044	Govt Natl MTS Assn 5.0% Due 4/16/34	4/13/04	-0-	3/19/13	7744	7744	
2490	Putnam Short	11/14/12	2500001	3/27/13	2500000		(01)
2500	First Trust Unit 2872	4/7/11	2330000	4/11/13	2153550	176450	
650	QR Energy LTD	4/12/12	1271271	5/14/13	1113323	157948	
500	QR Energy LTD	7/6/12	896158	5/14/13	856403		(39755)
2544	Genl Electric Cap 5.0% Due 5/15/18	6/6/06	2391332	5/15/13	2500000	108668	
1500	Tortoise Energy	7/26/12	3742726	5/14/13	3703170		(39556)
TOTAL SHORT TERM GAIN (or LOSS)							
TOTAL LONG TERM GAIN (or LOSS)							
TOTAL NET CAPITAL GAIN (or LOSS)							8605323

STATEMENT OF GAINS & LOSSES
From sales and exchanges of securities

From sales and exchanges of securities

NAME CYRUS W. and Amy F. Jones + Bessie D. Phelps Foundation, Inc

ADDRESS
Two Corporate Drive, STE 212, Trembull, CA 06611

STATEMENT OF GAINS & LOSSES

From sales and exchanges of securities

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STATEMENT OF GAINS & LOSSES

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NAME CYRUS W. and Amy F. Jones + Bessie D. Phelps Foundation, Inc

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Two Corporate Drive, STE 212, Trembull, CA 06611

NO. OF SHARES OR BONDS	DESCRIPTION OR NAME OF SECURITY	BOUGHT		SOLD		GAIN OR (LOSS)	
		DATE	PRICE	DATE	PRICE	LONG TERM	SHORT TERM
444	Govt Natl MTC Assn 4.5% Due 4/20/40 (P)	5/25/10	928.97	5/20/13	928.97		
650	Chevron Corp (P)	9/18/09	47.48708	7/10/13	79.48998	3200290	
1000	Colgate - Palmolive (P)	11/28/89	39.6224	7/10/13	57.95271	5399047	
600	Exxon Mobil Corp (P)	11/1/87	108.516	7/10/13	55.10404	5401888	
400	Nestle SA SENSID ADR (P)	10/29/04	95.7942	7/10/13	25.94154	1636212	
400	ONEOK Partners LP (P)	12/7/93	141.106	7/10/13	19.68225	1827519	
650	Philip Morris Intl Inc (P)	9/22/89	450.494	7/10/13	57.18837	5268343	
2044	Gen Electric Cap Corp 5.45% Due 11/15/16 (P)	6/6/06	19800.63	7/15/13	2000000	19937	
1000	SUNESS Pharmaceuticals (P)	9/19/12	532676	7/31/13	498173		34503
1000	SUNESS Pharmaceuticals (P)	10/4/12	6080.03	7/31/13	498173		(109830)
7976	BUTNAM Short (P)	11/14/12	8007976	8/14/13	8000000		(7976)
1000	ALTRIA Group Inc (P)	9/22/89	3041.53	8/19/13	3349708	3045555	
100	Compass Minerals INTL (P)	6/9/09	5851.26	8/19/13	726459	141333	
100	Compass Minerals INTL (P)	6/9/09	584424	8/19/13	726459	142035	
400	EXXON Mobil Corp (P)	11/1/87	723.44	8/19/13	3455127	3382783	
450	Philipp Morris Intl Inc (P)	9/22/89	3118.81	8/19/13	3795183	3483302	
1538	First Trust (P)	9/21/11	1457815	8/23/13	1757703	299888	
1544	Gen Electric Cap Corp 5.0% Due 3/15/18 (P)	6/6/06	1444276	9/16/13	1500000	55724	
TOTAL SHORT TERM GAIN (or LOSS)							(152309)
TOTAL LONG TERM GAIN (or LOSS)						33303856	
TOTAL NET CAPITAL GAIN (or LOSS)							33151547

THE CYRUS W. AND AMY F. JONES AND
BESSIE D. PHELPS FOUNDATION, INCORPORATED

SCHEDULE OF GRANTS
FOR THE YEAR ENDED SEPTEMBER 30, 2013

<u>Recipient</u>	<u>Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Easton Senior Center Easton, Connecticut	Public	Activities Fund	\$5,000
The Kennedy Center Inc Bridgeport, Connecticut	Public	Operations	5,000
Greater Bridgeport Symphony Bridgeport, Connecticut	Public	Operations	25,000
Habitat for Humanity of Greater Bridgeport Bridgeport, Connecticut	Public	Projects	2,000
Square One Theatre Company Stratford, Connecticut	Public	Operations	3,000
Olivet Congregational Church Bridgeport, Connecticut	Public	General Purposes	10,000
Connecticut Chamber Choir, Inc. Trumbull, Connecticut	Public	Programs	2,000
Armenian Church of the Holy Ascension Trumbull, Connecticut	Public	Operations	4,000
The Council of Churches of Greater Bridgeport, Inc. Bridgeport, Connecticut	Public	Operations	7,500
Goodwill Industries of Western CT Bridgeport, Connecticut	Public	Operations	10,000
Downtown Cabaret Theatre Company Bridgeport, Connecticut	Public	Children's Programs	2,000
Connecticut Yankee Council, BSA Milford, Connecticut	Public	Programs	3,000
Sacred Heart University Fairfield, Connecticut	Public	Choral Music Scholars Program	4,000
Bridgeport Area Youth Ministry, Inc. Bridgeport, Connecticut	Public	Programs	2,000
Bridgeport Rescue Mission Bridgeport, Connecticut	Public	Operations	2,000
Easton Community Center Easton, Connecticut	Public	Teen Center Programs	4,000
Girl Scouts Housatonic Council Bridgeport, Connecticut	Public	Programs	3,000
American Red Cross Connecticut Regional Chapter Farmington, Connecticut	Public	General Relief Purposes for Greater Bridgeport Area	5,000
St. Vincent's Medical Center Foundation, Inc. Bridgeport, Connecticut	Public	Operations	10,000
Bridgeport Hospital Foundation, Inc. Bridgeport, Connecticut	Public	Operations	10,000

THE CYRUS W. AND AMY F. JONES AND
BESSIE D. PHELPS FOUNDATION, INCORPORATED

SCHEDULE OF CONTRIBUTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2013

<u>Recipient</u>	<u>Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Greater Bridgeport Youth Orchestra Bridgeport, Connecticut	Public	Operations	8,000
The Connecticut Zoological Society Bridgeport, Connecticut	Public	Connecticut's Beardsley Zoo	3,000
Mercy Learning Center Bridgeport, Connecticut	Public	Women of Achievement Scholarship Fund	1,000
The Thomas Merton Center Bridgeport, Connecticut	Public	Operations	2,000
Greater Bridgeport Symphony Bridgeport, Connecticut	Public	In Memory of Robert S. Tellalian	500
Emerge Inc. Stratford, Connecticut	Public	Programs	1,000
Mikey's Way Foundation Fairfield, Connecticut	Public	Programs	1,000
		<i>TOTAL</i>	<u>1,000</u> <u>\$135,000</u>