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 11-01-2012 , and ending 10-31-2013

Name of foundation
PAUL L JONES FUND WEBSTER BANK NA

A Employer identification number
06-6222118

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
123 BANK STREET

B Telephone number (see instructions)
(860) 692-1751

City or town, state, and ZIP code
WATERBURY, CT 06702

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 6,699,782

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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.	164,227	164,227		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	239,559			
	b	Gross sales price for all assets on line 6a 1,322,843				
	7	Capital gain net income (from Part IV, line 2) . . .		239,559		
	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	403,786	403,786		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	43,430	43,430		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	995	0		995
	b	Accounting fees (attach schedule).	1,200	0		1,200
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,604	0		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,229	43,430		2,195
	25	Contributions, gifts, grants paid	365,000			365,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	414,229	43,430		367,195
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-10,443			
	b	**Net investment income** (if negative, enter -0-)		360,356		
	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	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	27,767	221,067	221,067
	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		6,396	6,396
	10a	Investments—U S and state government obligations (attach schedule)	10,842	9,763	10,909
	b	Investments—corporate stock (attach schedule)	3,493,866	3,258,986	4,930,227
	c	Investments—corporate bonds (attach schedule)	1,482,057	1,502,058	1,531,183
	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)	5,014,532	4,998,270	6,699,782
Liabilities	17	Accounts payable and accrued expenses	5,819		
	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 ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)	5,819	0	
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	19,836	26,803	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,988,877	4,971,467	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,008,713	4,998,270	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,014,532	4,998,270	

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	5,008,713
2	Enter amount from Part I, line 27a	2	-10,443
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	4,998,270
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	4,998,270

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			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a	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**	239,559
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**	

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	302,950	5,848,825	0 051797
2010	329,779	5,807,096	0 056789
2009	319,767	5,733,958	0 055767
2008	358,324	5,296,246	0 067656
2007	305,000	6,144,353	0 049639

2	**Total** of line 1, column (d).	**2**	0 281648
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 056330
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	**4**	6,059,318
5	Multiply line 4 by line 3.	**5**	341,321
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	3,604
7	Add lines 5 and 6.	**7**	344,925
8	Enter qualifying distributions from Part XII, line 4.	**8**	367,195

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**	3,604
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**	3,604
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**	3,604
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a**	10,000		
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**	10,000
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**	6,396
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,396	**Refunded** ▶		**11**	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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.*	**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) ▶			
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**		No
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 ▶N/A

14 The books are in care of ▶WEBSTER BANK NA Telephone no ▶(203) 578-2450

Located at ▶PO BOX 191 WATERBURY CT ZIP+4 ▶067209982

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		
	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		No
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
WEBSTER BANK NA 123 BANK STREET WATERBURY, CT 06702	TRUSTEE 2 00	43,430	0	0

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. ▶ 0

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 . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	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**	6,027,175
b	Average of monthly cash balances			**1b**	124,417
c	Fair market value of all other assets (see instructions)			**1c**	0
d	**Total** (add lines 1a, b, and c)			**1d**	6,151,592
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**	6,151,592
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			**4**	92,274
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	6,059,318
6	**Minimum investment return.** Enter 5% of line 5			**6**	302,966

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**	302,966
2a	Tax on investment income for 2012 from Part VI, line 5	**2a**	3,604		
b	Income tax for 2012 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	3,604
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	299,362
4	Recoveries of amounts treated as qualifying distributions			**4**	0
5	Add lines 3 and 4			**5**	299,362
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**	299,362

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**	367,195
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**	367,195
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**	3,604
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	363,591

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					299,362
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	79,569				
c From 2009.	35,935				
d From 2010.	42,266				
e From 2011.	20,439				
f **Total** of lines 3a through e.		178,209			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 367,195					
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.					299,362
e Remaining amount distributed out of corpus		67,833			
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		246,042			
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 instructions				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) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		246,042			
10 Analysis of line 9					
a Excess from 2008. . . .	79,569				
b Excess from 2009. . . .	35,935				
c Excess from 2010. . . .	42,266				
d Excess from 2011. . . .	20,439				
e Excess from 2012. . . .	67,833				

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**				365,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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	164,227	
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	239,559	
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). .		0		403,786	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 403,786

(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

****** | 2013-11-18 | ******

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
BRIAN S BORGERSON CPA	BRIAN S BORGERSON CPA	2013-11-18		P00017928

Firm's name ▶ KIRCALDIE RANDALL & MCNAB LLC

Firm's EIN ▶ 06-0415530

Firm's address ▶ 605 WASHINGTON AVENUE
NORTH HAVEN, CT 064731187

Phone no (203) 239-4478

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)
CUMMINS INC	P	2012-05-31	2012-12-18
THERMO FISHER SCIENTIFIC INC	P	2012-07-13	2013-02-20
ISHARES BARCLAYS TIPS BOND FUND	P	2013-01-11	2013-03-22
BANK OF AMERICA CORP	P	2012-06-06	2013-05-08
ISHARES S&P NA TECH SECTOR INDEX FD	P	2013-01-11	2013-05-17
ISHARES S&P GLB MATERIALS INDEX FD	P	2012-08-22	2013-06-20
THERMO FISHER SCIENTIFIC INC	P	2012-07-13	2013-06-20
BAC CAP TR III 7 000% PFD	P	2010-02-22	2012-11-05
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2012-11-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2012-11-15
NOBLE CORP	P	2006-12-07	2012-11-21
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2012-12-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2012-12-15
INTL LEASE FIN MTN 5 250% 1/10/13	P	2007-02-16	2013-01-10
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-01-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-01-15
JOHN DEERE CAP CORP 5 100% 1/15/13	P	2007-02-27	2013-01-15
PHILIP MORRIS INTERNATIONAL	P	2007-03-09	2013-01-11
CONSTELLATION BRANDS INC	P	2010-12-21	2013-02-05
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-02-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-02-15
CONSTELLATION BRANDS INC	P	2010-12-21	2013-02-15
UNITED TECHNOLOGIES CORP	P	1979-01-05	2013-02-20
VODAFONE GROUP ADR	P	2011-03-17	2013-02-20
COACH INC	P	2011-08-19	2013-02-22
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-03-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-03-15
CONSTELLATION BRANDS INC	P	2011-04-19	2013-03-14
ISHARES MSCI CANADA INDEX FUND	P	2009-07-01	2013-03-14
ISHARES MSCI CANADA INDEX FUND	P	2009-07-15	2013-03-14

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)
ISHARES MSCI CANADA INDEX FUND	P	2011-11-04	2013-03-14
KRAFT FOODS GROUP INC	P	2007-08-14	2013-03-14
KRAFT FOODS GROUP INC	P	2007-09-25	2013-03-14
KRAFT FOODS GROUP INC	P	2008-01-30	2013-03-14
KRAFT FOODS GROUP INC	P	2008-08-19	2013-03-14
KRAFT FOODS GROUP INC	P	2008-10-27	2013-03-14
PHILIP MORRIS INTERNATIONAL	P	2007-03-09	2013-03-14
PHILIP MORRIS INTERNATIONAL	P	2008-01-30	2013-03-14
PHILIP MORRIS INTERNATIONAL	P	2008-03-05	2013-03-14
PHILIP MORRIS INTERNATIONAL	P	2010-12-21	2013-03-14
ISHARES BARCLAYS TIPS BOND FUND	P	2008-06-30	2013-03-22
HEINZ H J CO	P	2011-09-22	2013-03-28
HEINZ H J CO	P	2012-03-01	2013-03-28
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-04-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-04-15
JP MORGAN CHASE 7 000% PFD	P	2009-03-16	2013-05-08
JP MORGAN CHASE 7 000% PFD	P	2010-02-04	2013-05-08
CISCO SYSTEMS INC	P	2006-11-16	2013-05-08
JP MORGAN CHASE & CO	P	2008-07-11	2013-05-08
NOBLE CORP	P	2006-12-07	2013-05-08
NOBLE CORP	P	2011-09-22	2013-05-08
NOBLE CORP	P	2011-11-22	2013-05-08
TEVA PHARMACEUTICAL INDS LTD ADR	P	2008-03-05	2013-05-08
TEVA PHARMACEUTICAL INOS LTD ADR	P	2008-03-27	2013-05-08
TEVA PHARMACEUTICAL INDS LTD ADR	P	2009-03-13	2013-05-08
TEVA PHARMACEUTICAL INDS LTD ADR	P	2011-05-12	2013-05-08
VODAFONE GROUP ADR	P	2011-09-08	2013-05-08
VODAFONE GROUP ADR	P	2011-11-04	2013-05-08
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-05-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-05-15

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)
ABB LTD SPONS ADR	P	2012-03-01	2013-05-14
JOHNSON & JOHNSON	P	1995-02-14	2013-05-17
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-06-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-06-15
PRUDENTIAL FINANCIAL INC 9 000% PFD	P	2009-07-15	2013-06-15
PRUDENTIAL FINANCIAL INC 9 000% PFD	P	2009-10-28	2013-06-15
ISHARES NASDAQ BIOTECH INDX	P	2012-05-03	2013-06-20
ISHARES S&P GLB MATERIALS INDEX FD	P	2009-05-07	2013-06-20
JP MORGAN CHASE & CO	P	2008-07-11	2013-06-20
NOVARTIS AG SPONSORED ADR	P	2012-03-01	2013-06-20
PFIZER INC	P	2008-12-29	2013-06-20
SOUTHWESTERN ENERGY CO	P	2011-09-22	2013-06-20
VODAFONE GROUP ADR	P	2011-11-04	2013-06-20
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-07-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-07-15
ABB LTD SPONS ADR	P	2012-03-01	2013-07-19
ABB LTD SPONS ADR	P	2012-05-07	2013-07-19
CHEVRON CORPORATION	P	2006-02-09	2013-07-19
DOMINION RES INC VA	P	2009-10-28	2013-07-19
EXXON MOBIL CORP	P	1993-08-17	2013-07-19
SOUTHWESTERN ENERGY CO	P	2011-09-22	2013-07-19
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-08-15
GNMA PL #490800 6 000% 11I15/28	P	1998-12-04	2013-08-15
VODAFONE GROUP ADR	P	2011-11-04	2013-09-03
VODAFONE GROUP ADR	P	2011-11-22	2013-09-03
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-09-15
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-09-15
ISHARES IBOXX INV GRD CORP BOND ETF	P	2009-03-26	2013-09-27
ISHARES IBOXX INV GRD CORP BOND ETF	P	2009-05-07	2013-09-27
GNMA PL #372801 7 500% 2/15/24	P	1997-03-05	2013-10-15

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)
GNMA PL #490800 6 000% 11/15/28	P	1998-12-04	2013-10-15
GOLDMAN SACHS 5 250% 10/15/13	P	2007-09-17	2013-10-15
BOA CLASS ACTION	P	2010-01-02	2013-01-14
DELL CLASS ACTION	P	2010-01-02	2013-03-25
TYCO CLASS ACTION	P	2010-01-02	2013-07-11
CAPITAL GAINS DIVIDENDS	P		

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)
24,374		21,929	2,445
12,727		9,136	3,591
36,247		36,363	-116
38,804		23,220	15,584
57,453		52,308	5,145
16,505		17,403	-898
4,103		2,610	1,493
30,000		26,969	3,031
184		184	0
43		43	0
26,280		30,990	-4,710
11		11	0
117		117	0
100,000		99,659	341
7		7	0
45		44	1
50,000		49,957	43
17,798		9,014	8,784
23,189		16,545	6,644
7		7	0
43		42	1
21,970		11,030	10,940
11,282		300	10,982
19,664		22,340	-2,676
18,579		18,933	-354
7		7	0
151		150	1
32,966		16,929	16,037
4,928		3,864	1,064
8,448		6,569	1,879

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)
23,936		23,828	108
13,490		9,182	4,308
1,688		1,213	475
1,688		1,052	636
5,065		3,444	1,621
2,533		1,426	1,107
9,134		4,507	4,627
9,134		5,421	3,713
9,134		5,174	3,960
27,401		17,562	9,839
24,165		21,620	2,545
45,058		30,800	14,258
18,023		13,250	4,773
7		7	0
39		39	0
25,000		18,524	6,476
12,500		12,903	-403
8,248		10,732	-2,484
11,173		7,646	3,527
11,895		10,736	1,159
7,930		6,110	1,820
19,825		17,230	2,595
958		1,234	-276
11,496		13,668	-2,172
3,832		4,520	-688
19,160		24,799	-5,639
7,505		6,552	953
3,002		2,802	200
7		7	0
58		58	0

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)
22,047		20,787	1,260
13,138		2,164	10,974
7		7	0
45		45	0
25,000		24,534	466
5,000		5,281	-281
4,229		3,120	1,109
27,508		23,225	4,283
10,532		6,797	3,735
5,269		4,102	1,167
4,301		2,581	1,720
14,596		14,027	569
16,464		16,811	-347
11		11	0
146		146	0
18,248		16,630	1,618
22,810		17,800	5,010
15,816		7,281	8,535
41,759		24,365	17,394
11,889		1,798	10,091
3,910		3,507	403
7		7	0
41		41	0
1,564		1,401	163
17,203		14,536	2,667
7		7	0
42		42	0
59,696		48,946	10,750
25,584		21,821	3,763
7		7	0

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)
42		41	1
50,000		48,690	1,310
37			37
54			54
67			67
16,751			16,751

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	
			2,445
			3,591
			-116
			15,584
			5,145
			-898
			1,493
			3,031
			0
			0
			-4,710
			0
			0
			341
			0
			1
			43
			8,784
			6,644
			0
			1
			10,940
			10,982
			-2,676
			-354
			0
			1
			16,037
			1,064
			1,879

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	
			108
			4,308
			475
			636
			1,621
			1,107
			4,627
			3,713
			3,960
			9,839
			2,545
			14,258
			4,773
			0
			0
			6,476
			-403
			-2,484
			3,527
			1,159
			1,820
			2,595
			-276
			-2,172
			-688
			-5,639
			953
			200
			0
			0

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	
			1,260
			10,974
			0
			0
			466
			-281
			1,109
			4,283
			3,735
			1,167
			1,720
			569
			-347
			0
			0
			1,618
			5,010
			8,535
			17,394
			10,091
			403
			0
			0
			163
			2,667
			0
			0
			10,750
			3,763
			0

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	
			1
			1,310
			37
			54
			67
			16,751

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*				
FAIRFIELD UNIVERSITY 1073 NORTH BENSON RD FAIRFIELD, CT 06824	NONE	N/A	SCHOLARSHIPS	50,000
MANCHESTER COMMUNITY COLLEGE 161 HILLSTOWN RD MANCHESTER, CT 06045	NONE	N/A	SCHOLARSHIPS	40,000
MIDDLESEX COMMUNITY COLLEGE 100 TRAINING HILL RD MIDDLETOWN, CT 06457	NONE	N/A	SCHOLARSHIPS	5,000
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVE HAMDEN, CT 06518	NONE	N/A	SCHOLARSHIPS	50,000
SOUTHERN CONN STATE UNIVERSITY 501 CRESCENT STREET NEW HAVEN, CT 06515	NONE	N/A	SCHOLARSHIPS	15,000
UNIVERSITY OF ST JOSEPH 1678 ASYLUM AVE HARTFORD, CT 06117	NONE	N/A	SCHOLARSHIPS	50,000
ST VINCENT COLLEGE 2800 MAIN STREET BRIDGEPORT, CT 06606	NONE	N/A	SCHOLARSHIPS	20,000
UNIVERSITY OF CONNECTICUT FOUNDATION 2390 ALUMNI DR UNIT 3206 STORRS, CT 06269	NONE	N/A	SCHOLARSHIPS	50,000
WESTERN CONNECTICUT STATE UNIVERSITY 181 WHITE STREET DANBURY, CT 06810	NONE	N/A	SCHOLARSHIPS	15,000
CENTRAL CONNECTICUT STATE UNIVERSITY 1615 STANLEY STREET NEW BRITAIN, CT 06050	NONE	N/A	SCHOLARSHIPS	20,000
THREE RIVERS COMMUNITY COLLEGE 574 NEW LONDON TURNPIKE NORWICH, CT 06360	NONE	N/A	SCHOLARSHIPS	20,000
SACRED HEART UNIVERSITY 5151 PARK AVENUE FAIRFIELD, CT 06825	NONE	N/A	SCHOLARSHIPS	30,000
Total . . . . ▶ **3a**				365,000

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TY 2012 Accounting Fees Schedule

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,200	0		1,200

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Statement: NOT REQUIRED BECAUSE FOUNDATION DOES NOT SOLICIT FUNDS

TY 2012 Investments Corporate Bonds Schedule

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALCOA 5.55% 2/01/2017, 25000 SHARES	24,593	26,960
HEWLETT-PACKARD 1.55% 05/30/2014, 50000 SHARES	50,261	50,242
BARCLAYS BANK VAR% 6/24/2018, 25000 SHARES	25,000	27,515
CVS 4.875% 9/15/2014, 50000 SHARES	49,455	51,870
FORD MOTOR CR 4.15% 8/20/2023, 50000 SHARES	50,000	49,745
GENERAL ELECTRIC VAR% 2/24/2032, 50000 SHARES	49,900	50,300
MERRILL LYNCH 5% 1/15/2015, 25000 SHARES	24,516	26,200
WELLPOINT 5% 12/15/2014, 50000 SHARES	49,408	52,394
MORGAN STANLEY VAR% 8/13/2015, 50000 SHARES	50,000	51,252
JP MORGAN CHASE VAR% 5/31/2021, 35000 SHARES	34,913	34,486
TOYOTA MOTOR CRED VAR% 1/28/2026, 50000 SHARES	48,375	49,550
MFS EMERGING MARKETS DEBT FD, 3272 SHARES	50,000	48,953
TEMPLETONGLOBAL BD FD, 9755 SHARES	130,000	127,787
FIDELITY FLOATING RATE HIGH INCOME FD, 12615 SHARES	125,000	125,902
DODGE & COX INCOME FUND, 8668 SHARES	109,231	118,226
HARBOR BOND FUND, 16405 SHARES	195,974	200,467
T ROWE PRICE HIGH YIELD FUND, 22569 SHARES	150,000	161,372
VANGUARD INT TERM CORP, 9560 SHARES	100,000	94,551
VANGUARD ST INVESTMENT GRADE FD, 11531 SHARES	125,000	123,963
VANGUARD SHORT-TERM INFLATION PROT IDX FD, 1200 SHARES	60,432	59,448

TY 2012 Investments Corporate Stock Schedule

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMAZON, 150 SHARES	37,024	54,605
APACHE, 835 SHARES	70,046	74,148
APPLE, 250 SHARES	35,628	130,676
BANK OF AMERICA, 6000 SHARES	46,839	83,820
BLACKROCK, 350 SHARES	56,847	105,284
CAPITAL ONE FINANCIAL, 1250 SHARES	68,569	85,838
CHEVRON, 850 SHARES	52,596	101,966
CISCO, 2250 SHARES	49,468	50,760
COACH, 750 SHARES	36,137	38,010
CORNING, 4500 SHARES	62,727	76,905
CVS, 1400 SHARES	57,252	87,164
DANAHER, 1225 SHARES	34,522	88,310
DEERE, 450 SHARES	34,490	36,828
DENTSPLY INT'L, 1200 SHARES	52,969	56,526
DUNKIN BRANDS, 1000 SHARES	30,275	47,680
EMC, 1325 SHARES	37,524	31,894
ECOLAB, 675 SHARES	36,036	71,550
EXPEDITORS INT'L, 1000 SHARES	37,720	45,290
EXPRESS SCRIPTS, 1125 SHARES	62,643	70,335
EXXON MOBIL, 750 SHARES	21,715	67,215
FISERV, 500 SHARES	45,005	52,365
GENERAL ELECTRIC, 4500 SHARES	53,365	117,630
GOOGLE, 115 SHARES	50,591	118,517
IBM, 350 SHARES	14,488	62,724
INTEL, 1500 SHARES	33,666	36,705
ISHARES NASDAQ BIOTECH INDEX FD, 500 SHARES	62,393	102,665
ITC HOLDINGS, 760 SHARES	62,098	76,448
JOHNSON & JOHNSON, 800 SHARES	16,897	74,088
JOHNSON CONTROLS, 2350 SHARES	74,743	108,453
JP MORGAN CHASE, 1800 SHARES	40,455	92,772

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LABORATORY CORP OF AMERICA, 650 SHARES	46,814	65,585
METLIFE, 1875 SHARES	79,385	88,706
MICROSOFT, 1250 SHARES	39,764	44,256
MONDELEZ INT'L, 2300 SHARES	56,777	77,395
NOVARTIS, 800 SHARES	43,752	62,040
OCCIDENTAL PETE, 600 SHARES	53,852	57,648
ORACLE, 2350 SHARES	48,254	78,725
PEPSICO, 950 SHARES	33,974	79,886
PETSMART, 1000 SHARES	26,391	72,750
PFIZER, 1800 SHARES	28,731	55,233
PROCTER & GAMBLE, 975 SHARES	8,845	78,731
SCHUMBERGER, 850 SHARES	71,884	79,662
SOUTHWESTERN ENERGY, 900 SHARES	32,577	33,498
STERICYCLE, 350 SHARES	19,356	40,670
TARGET, 925 SHARES	45,870	59,931
THERMO FISHER SCIENTIFIC, 650 SHARES	33,933	63,557
TRAVELERS, 925 SHARES	49,454	79,828
UNDER ARMOUR, 1250 SHARES	43,332	101,438
UNITED TECHNOLOGIES, 950 SHARES	22,205	100,938
VODAFONE, 1200 SHARES	32,807	44,226
WELLS FARGO, 2225 SHARES	69,844	94,985
BANK OF AMERICA 7.25% PFD, 40 SHARES	34,889	43,100
MORGAN STANLEY CP TR IV, 4200 SHARES	84,208	101,808
FIDELITY SMALL CAP DISCOVERY FD, 3264 SHARES	75,000	100,751
JANUS TRITON FD, 2222 SHARES	35,000	50,578
JP MORGAN MID CAP VALUE FD, 3593 SHARES	100,000	126,698
T ROWE PRICE MID-CAP GROWTH FD, 1724 SHARES	100,000	126,414
MFS INT'L FUND, 5988 SHARES	150,000	210,000
OPPENHEIMER DEVELOPING MARKETS, 4498 SHARES	150,000	170,285
SCOUT INTERNATIONAL FUND, 6267 SHARES	195,000	229,184

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABERDEEN ASIA PACIFIC PRIME INC FD, 10000 SHARES	72,360	64,550

TY 2012 Investments Government Obligations Schedule

Name:	PAUL L JONES FUND WEBSTER BANK NA
EIN:	06-6222118
US Government Securities - End of Year Book Value:	9,763
US Government Securities - End of Year Fair Market Value:	10,909
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Legal Fees Schedule

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	995	0		995

TY 2012 Taxes Schedule

Name: PAUL L JONES FUND WEBSTER BANK NA

EIN: 06-6222118

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX, FYE 10/31/13	3,604	0		0