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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/1/2012, 2012, and ending 11/30, 2013

Name of foundation
WATKINS FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
30 CROOKED MILE ROAD

City or town, state or province, country, and ZIP or foreign postal code
DARLEN, CT 06820

A Employer identification number
061415279

B Telephone number (see instructions)
(203) 323-4623 EXT 210

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) ► **\$469,460**

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

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)	10,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	11	11	11	
	4 Dividends and interest from securities	7,532	7,532	7,532	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,607			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		15,607		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	33,150	23,150	7,543	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	4,079	4,079	4,079	4,079
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	(8)	(8)	(8)	(8)
	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	4,071	4,071	4,071	4,071
	25 Contributions, gifts, grants paid	19,500			19,500
	26 Total expenses and disbursements. Add lines 24 and 25	23,571	4,071	4,071	23,571
	27 Subtract line 26 from line 12.	9,579			
	a Excess of revenue over expenses and disbursements		19,079		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			3,472	

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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	45,840	27,104	27,104
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	251,728	280,043	442,356
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		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)	297,568	307,147	469,460
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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)	—	—	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	297,568	307,147	
	31	Total liabilities and net assets/fund balances (see instructions)	297,568	307,147	

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	297,568
2	Enter amount from Part I, line 27a	2	4,579
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	307,147
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	307,147

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	VARIOUS STOCK SALES			
b	SEE DETAIL SCHEDULE OF INVESTMENTS			
c	FOR GAIN & LOSS DETAIL			
d	FOR PART IV			
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	15,607
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 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))
2012	19,238	381,698	0.050401
2011	24,936	363,404	0.068618
2010	25,331	340,926	0.074438
2009	21,761	311,928	0.069763
2008	29,018	380,344	0.076294

2 Total of line 1, column (d)	2	0.33951
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	0.06790
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	23,320
5 Multiply line 4 by line 3	5	31,669
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34.73
7 Add lines 5 and 6	7	23,354
8 Enter qualifying distributions from Part XII, line 4	8	23,571

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 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		1908
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		1908
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1908
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		
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		1908
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 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.		
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		☒
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		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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.		☒
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?	☒	
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	☒	
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	☒	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	☒	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☒	

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?	13	X	
Website address ▶				
14	The books are in care of ▶ <u>RONALD R. WATKINS, TRUSTEE</u> Telephone no. ▶ <u>(203) 323-4623 x 210</u>			
	Located at ▶ <u>30 CLOVER NILE RD, DANFORD, CT 06820</u> ZIP+4 ▶ <u>06820</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	15		X
16	At any time during calendar year 2013, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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? ☐ 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 instructions)? ☐ Yes ☒ No	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 2013? ☐ Yes ☒ No	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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) ☐ Yes ☒ No	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 2013 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 2013.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
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 2013?	4b	

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)?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? ☐ 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

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
RONALD R. WATKINS 30 CROOKED MILE RD DANVER, CT 06820	TRUSTEE 4/WK	0	0	0
MARGARET WATKINS SAME ADDRESS	TRUSTEE 1/WK	0	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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	COMMUNITY	
2	EDUCATION	
3	GOOD WORKS	
4	MEDICAL	

SEE SCHEDULE OF CONTRIBUTIONS FOR DETAILS

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 instructions		
3		
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	385,531
b	Average of monthly cash balances	1b	48,506
c	Fair market value of all other assets (see instructions)	1c	104,037
d	Total (add lines 1a, b, and c)	1d	434,037
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	434,037
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	427,526
6	Minimum investment return. Enter 5% of line 5	6	21,376

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	21,376
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19.08
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,357
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,357
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,357

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	23,571
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	23,571
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	19
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,552

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				21,357
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 23,571				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				21,357
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	168			168
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	168			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,472	1,462	196	—	5,130
b 85% of line 2a	2,951	1,243	167	—	4,361
c Qualifying distributions from Part XII, line 4 for each year listed	23,571	19,223	24,936	25,331	93,061
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	23,571	19,223	24,936	25,331	93,061
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	14,251	12,123	12,113	11,343	50,430
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))

RONALD & MARGARET WATKINS

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 or e-mail address 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <i>SEE DETAIL SCHEDULE of CONTRIBUTIONS</i>				
Total				3a
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b	"GOOD WORKS"					
c	PRO GRANT					
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					11
5	Net rental income or (loss) from real estate:					7,532
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					15,607
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)					23,150
13	Total. Add line 12, columns (b), (d), and (e)					23,150

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

13

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)
1	FOUNDATION ESTABLISHED TO CARRY ON "GOOD WORKS"
2	WITHIN THE MEANING OF SECTION 501 (C)(3)
3	OF THE IRS CODE
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1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

7/15/14
Date

Theriot
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

WATKINS FAMILY FOUNDATION

Employer identification number

061415279

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

WATKINS Family Foundation

Employer identification number

061415279

Part I

Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARGARET WATKINS 30 CROOKED NILE RD DARIEN, CT 06820	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

WATKINS FAMILY FOUNDATION

Employer identification number

061415279

Part II**Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	N/A	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$-----	-----

Name of organization

WATKINS FAMILY FOUNDATION

Employer identification number

061415279

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

WFF 2013 SCHEDULE OF ACCOUNT MANAGEMENT FEES

7/9/2014

DATE	CHK #	ACCOUNT NAME	DESCRIPTION	ACT #	AMOUNT
12/05/12	DEBIT	Merrill Lynch	EMA Annual Fee	FEE	150.00
01/14/13	DEBIT	Cheswick	Quarterly Fee	FEE	915.77
04/17/13	DEBIT	Cheswick	Quarterly Fee	FEE	978.02
07/12/13	DEBIT	Cheswick	Quarterly Fee	FEE	975.16
10/14/13	DEBIT	Cheswick	Quarterly Fee	FEE	1,059.85
			TOTAL		4,078.80

7/9/2014

WFF 2013 SCHEDULE OF TAXES AND REFUNDS

DATE	CHK #	ACCOUNT NAME	DESCRIPTION	ACT #	AMOUNT
7/8/13	394	IRS	2012 Taxes & Penalty	TAX	14.74
12/31/12	REFUND	IRS	Refund	TAX	(23.04)
			TOTAL		(8.30)

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Relnv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
		Schedule of Stock Investments									
		START RECORD									
12/29/09	PUR	Abbott Labs	125.00	54.010	-	-	-	11/10/2010		-	-
11/10/10	SALE	Abbott Labs	(125.00)	51.00				11/10/2010			
05/08/09	PUR	Adobe Systems	200.00	26.710	-	-	-	9/20/2011			-
09/20/11	SALE	Adobe Systems	(200.00)	25.89				9/20/2011			
08/15/11	PUR	Agnico Eagle Mines	110.00	61.469	-	-	-	4/10/2012		-	-
04/10/12	SALE	Agnico Eagle Mines	(110.00)	32.84				4/10/2012			
05/09/01	PUR	Allergan	100.00	76.970	-	-	-	5/8/2009			-
06/28/07	STKDIV	Allergan	100.00		-	-	-	5/8/2009			-
05/08/09	SALE	Allergan	(200.00)	47.09				5/8/2009			
07/05/02	STK DIV	Advanced Med Optics (Allergen	22.00		-	-	-				-
08/05/02	SALE	Advanced Med Optics (Allergen	(22.00)								
04/30/07	PUR	Altria	125.00	70.200	-	-	-	7/27/2009			-
07/27/09	SALE	Altria	(125.00)	17.42				7/27/2009			
08/24/11	PUR	Amazon Com	50.00	188.900	9,448.00	-	9,448.00	7/27/2009			9,448.00
07/22/99	PUR	AOL Time Warner	100.00	119.740	-	-	-				-
11/29/99	STKDIV	AOL Time Warner	100.00		-	-	-				-
07/19/02	SALE	AOL Time Warner	(200.00)	11.81							
03/15/02	PUR	Ambac Financial Grp. NY	100.00	60.640	-	-	-				-
04/25/05	SALE	Ambac Financial Grp. NY	(100.00)	63.760							
07/22/99	PUR	American Express	100.00	138.430	-	-	-	11/20/2008			-
05/16/00	STKDIV	American Express	200.00		-	-	-	11/20/2008			-
11/20/08	SALE	American Express	(300.00)	19.99				11/20/2008			
11/10/10	PUR	American Express	200.00	44.060	8,873.54	-	8,873.54	11/20/2008			8,873.54
10/06/05	STK DIV	Ameriprise	60.00		-	-	-				-
11/24/08	SALE	Ameriprise	(60.00)	14.52				11/24/2008			-
07/22/99	PUR	American Intl Group	100.00	121.430	-	-	-	11/24/2008			-
04/30/07	SALE	American Intl Group	(100.00)	69.96				4/30/2007			-
08/05/99	STKDIV	American Intl Group	25.00		-	-	-				-
08/03/00	STK DIV	American Intl Group	62.00		-	-	-				-
11/05/02	SALE	American Intl Group	(87.00)	63.94							-
02/15/00	PUR	Amgen	100.00	65.250	-	-	-	6/7/2010			-
06/07/10	SALE	Amgen	(100.00)	55.01				6/7/2010			-
05/08/09	PUR	Amphenol Corp	150.00	34.200	5,230.00	-	5,230.00				5,230.00
06/18/07	PUR	Apple	50.00	119.720	5,989.00	-	5,989.00				5,989.00
06/18/07	PUR	Apple	25.00	119.720	-	-	-	9/19/2012			-
09/19/12	SALE	Apple	(25.00)	695.200				9/19/2012			-
06/18/07	PUR	Apple	25.00	119.720	2,994.50	-	2,994.50	7/31/2013	10,964.60	7,970.10	-
07/31/13	SALE	Apple	(25.00)	695.200				7/31/2013			-
01/16/01	PUR	Automatic Data Processing	100.00	59.812	-	-	-	10/3/2007			-
03/26/04	PUR	Automatic Data Processing	100.00	40.990	-	-	-	10/3/2007			-
10/03/07	SALE	Automatic Data Processing	(200.00)	46.220				10/3/2007			-
04/05/07	STKDIV	ADP Broadridge Finl Sol	50.00		-	-	-	4/30/2007			-
04/30/07	SALE	ADP Broadridge Finl Sol	(50.00)	20.360							-
06/04/04	PUR	Avon Products	200.00	75.150	2,836.88	-	2,836.88				2,836.88
04/05/04	STKDIV	Avon Products	200.00		2,836.88	-	2,836.88				2,836.88
07/22/05	SALE	Avon Products	(400.00)	32.25							-
07/23/01	PUR	Bank of NY	100.00	43.120	1,635.75	-	1,635.75				1,635.75
07/16/03	PUR	Bank of NY	100.00	29.760	1,134.75	-	1,134.75				1,134.75
03/22/05	SALE	Bank of NY - \$10 Return of Capital	(200.00)								-
07/18/05	SALE	Bank of NY	(200.00)	29.31							-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
03/15/02	PUR	Bank of America Corp	100.00	69.000	-	-	-				-
07/16/03	PUR	Bank of America Corp	100.00	82.520	-	-	-				-
09/02/04	STK DIV	Bank of America Corp	50.00	-	-	-	-				-
04/05/05	SALE	Bank of America Corp	(250.00)	43.95	-	-	-				-
09/02/04	STK DIV	Bank of America Corp	150.00	-	-	-	-				-
09/29/05	SALE	Bank of America Corp	(150.00)	42.30	-	-	-				-
05/08/02	PUR	Baxter, Intl	100.00	56.800	-	-	-				-
03/18/03	SALE	Baxter, Intl	(100.00)	21.90	-	-	-				-
04/22/09	PUR	Berkshire Hathaway	3.00	3,006.000	-	-	-				-
01/21/10	EXCHG	Berkshire Hathaway	(3.00)	-	-	-	-				-
01/21/10	EXCHG	Berkshire Hathaway Inc	150.00	60.120	9,068.00	-	9,068.00				9,068.00
07/16/03	PUR	Biovail Corp	100.00	44.000	-	-	-				-
11/13/03	SALE	Biovail Corp	(100.00)	24.10	-	-	-				-
09/17/03	PUR	Boston Scientific Group	100.00	67.490	-	-	-				-
11/11/03	STK DIV	Boston Scientific Group	100.00	-	-	-	-				-
12/22/04	SALE	Boston Scientific Group	(200.00)	35.450	-	-	-				-
07/22/99	PUR	Citigroup	200.00	49.930	-	-	-	9/19/2008			-
08/03/00	STK DIV	Citigroup	66.00	-	-	-	-	9/19/2008			-
09/19/08	SALE	Citigroup	(266.00)	14.92	-	-	-				-
07/19/02	STK DIV	Travelers A&B	34.00	-	-	-	-				-
03/20/02	SALE	Travelers A&B	(34.00)	-	-	-	-				-
07/18/05	PUR	Canadian Natural Res Ltd	75.00	41.150	-	-	-	5/8/2009			-
07/18/05	PUR	Canadian Natural Res Ltd	75.00	41.150	-	-	-	4/3/2012			-
09/30/05	PUR	Canadian Natural Res Ltd	50.00	45.290	-	-	-	5/8/2009			-
09/30/05	PUR	Canadian Natural Res Ltd	50.00	45.290	-	-	-	4/3/2012			-
05/08/09	SALE	Canadian Natural Res Ltd	(125.00)	50.69	-	-	-	5/8/2009			-
06/04/10	STK DIV	Canadian Natural Res Ltd	125.00	-	-	-	-	4/3/2012			-
04/03/12	SALE	Canadian Natural Res Ltd	(250.00)	32.69	-	-	-	4/3/2012			-
11/19/12	PUR	CBRE Group, Inc	400.00	17.630	7,091.84	-	7,091.84				7,091.84
12/18/12	PUR	Chevron	100.00	107,389.000	-	10,839.00	10,839.00				10,839.00
07/18/05	PUR	Chicos Fast Food Inc	175.00	39.000	-	-	-				-
09/01/06	SALE	Chicos Fast Food Inc	(175.00)	17.80	-	-	-				-
07/22/99	PUR	Cisco Systems	100.00	63.380	-	-	-				-
03/28/00	STK DIV	Cisco Systems	100.00	-	-	-	-				-
12/13/10	SALE	Cisco Systems	(200.00)	19.32	-	-	-	12/13/2010			-
07/22/05	PUR	Conoco Phillips	100.00	59.335	-	-	-	8/13/2008			-
08/13/08	SALE	Conoco Phillips	(100.00)	80.280	-	-	-				-
07/22/05	PUR	Conoco Phillips	100.00	59.335	-	-	-				-
03/29/07	SALE	Conoco Phillips	(100.00)	69.070	-	-	-				-
03/15/02	PUR	Concord EFS	200.00	33.170	-	-	-				-
07/16/03	PUR	Concord EFS	200.00	14.990	-	-	-				-
02/27/04	XCHG	Concord EFS	(400.00)	-	-	-	-				-
02/26/08	PUR	CostCo	150.00	65.230	9,793.50	-	9,793.50				9,793.50
02/26/08	PUR	Cummins	175.00	175.490	-	-	-				-
09/30/09	SALE	Cummins	(175.00)	43.740	-	-	-	9/30/2009			-
05/08/09	PUR	CVS Caremark	175.00	31.705	-	-	-	8/16/2010			-
08/16/10	SALE	CVS Caremark	(175.00)	28.830	-	-	-	8/16/2010			-
10/31/06	PUR	Danaher	150.00	70.720	5,354.00	-	5,354.00				5,354.00
06/17/10	STK DIV	Danaher	150.00	-	5,354.00	-	5,354.00				5,354.00
08/13/08	PUR	DB US Dollar & Bullish Pwrshs	375.00	23.480	-	-	-	3/24/2009			-
12/30/08	SALE	Return of Capital DB US Dollar & Bullish Pwrshs	(375.00)	-	-	-	-	12/30/2008			-
03/24/09	SALE	DB US Dollar & Bullish Pwrshs	(375.00)	24.980	-	-	-	3/24/2009			-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
04/02/13	PUR	Ebay Inc Com	150.00	57.45	-	8,626.13	8,626.13				8,626.13
02/27/04	XCHG	First Data Corp	146.00		-	-	-				-
10/26/06	SALE	First Data Corp	(146.00)	19.70	-	-	-				-
02/09/00	PUR	EMC Corporation	50.00	116.500	-	-	-				-
06/08/00	STKDIV	EMC Corporation	50.00		-	-	-				-
03/20/02	SALE	EMC Corporation	(100.00)	11.81	-	-	-				-
04/02/12	PUR	EMC Corporation	300.00	29.850	8,985.00	-	8,985.00	7/12/2013	7,413.32	(1,571.68)	-
07/12/13	SALE	EMC Corporation	(300.00)	24.81	-	-	-	7/12/2013			-
03/22/05	PUR	Exxon Mobil	100.00	61.350	6,185.00	-	6,185.00				6,185.00
04/05/05	PUR	Exxon Mobil	200.00	59.960	-	-	-	8/13/2008			-
08/13/08	SALE	Exxon Mobil	(200.00)	77.860	-	-	-				-
03/20/02	PUR	Fifth Third Bancorp	100.00	69.450	-	-	-				-
06/07/04	SALE	Fifth Third Bancorp	(100.00)	54.190	-	-	-				-
07/31/01	PUR	FI Serv Inc Wisc PV	100.00	58.059	-	-	-				-
09/07/01	STKDIV	FI Serv Inc Wisc PV	50.00		-	-	-				-
03/22/05	SALE	FI Serv Inc Wisc PV	(150.00)	37.41	-	-	-				-
07/05/12	PUR	Freight McMoran	225.00	33.488	7,579.69	-	7,579.69	9/5/2013	6,772.38	(807.31)	-
09/05/13	SALE	Freight McMoran	(225.00)	30.300	-	-	-	9/5/2013			-
10/09/09	PUR	General Dynamics	100.00	65.470	-	-	-	8/4/2011			-
08/04/11	SALE	General Dynamics	(100.00)	66.71	-	-	-	8/4/2011			-
07/22/99	PUR	General Electric	100.00	120.300	-	-	-	9/23/2008			-
05/11/00	STKDIV	General Electric	100.00		-	-	-	9/23/2008			-
03/29/07	SALE	General Electric	(100.00)	35.550	-	-	-	3/29/2007			-
09/23/08	SALE	General Electric	(200.00)	23.51	-	-	-				-
10/28/11	PUR	General Electric	425.00	16.120	6,893.50	-	6,893.50				6,893.50
09/16/10	PUR	General Mills	175.00	36.460	-	-	-	2/24/2012			-
02/24/12	SALE	General Mills	(175.00)	38.23	-	-	-				-
04/02/13	PUR	Gilead Sciences Inc Com	175.00	46.90	-	8,218.37	8,218.37				8,218.37
04/05/04	PUR	Golden West Financial	100.00	111.200	-	-	-				-
12/16/04	STKDIV	Golden West Financial	100.00		-	-	-				-
10/04/06	EXCHG	Golden West for Wachovia	(200.00)		-	-	-				-
03/26/04	PUR	Goldman Sachs	50.00	102.000	-	-	-	4/29/2010			-
04/29/10	SALE	Goldman Sachs	(50.00)	153.271	-	-	-	4/29/2010			-
03/26/04	PUR	Goldman Sachs	50.00	102.000	-	-	-	2/26/2008			-
02/26/08	SALE	Goldman Sachs	(50.00)	175.490	-	-	-	2/26/2008			-
10/18/10	PUR	Goldman Sachs	50.00	154.750	-	-	-	6/14/2011			-
06/14/11	SALE	Goldman Sachs	(50.00)	133.39	-	-	-	6/14/2011			-
02/07/11	PUR	Greenhill	125.00	71.020	8,927.50	-	8,927.50		6,940.80	(1,986.70)	-
03/25/13	SALE	Greenhill	(125.00)	55.651	-	-	-	3/25/2013			-
11/30/09	PUR	Hewlett-Packard	125.00	50.460	-	-	-				-
10/18/10	PUR	Hewlett-Packard	75.00	42.390	-	-	-				-
03/14/11	SALE	Hewlett-Packard	(200.00)	41.65	-	-	-	3/14/2011			-
12/22/04	PUR	Home Depot	200.00	42.050	-	-	-				-
05/19/06	SALE	Home Depot	(200.00)	38.28	-	-	-				-
12/18/12	PUR	Home Depot	125.00	62.610	-	7,851.50	7,851.50				7,851.50
04/11/11	PUR	Honeywell Intl	125.00	59.088	7,395.96	-	7,395.96				7,395.96
07/22/99	PUR	Intel Corporation	100.00	67.380	-	-	-				-
08/31/00	STK DIV	Intel Corporation	100.00		-	-	-				-
12/22/04	SALE	Intel Corporation	(200.00)	22.850	-	-	-				-
11/05/09	PUR	J Crew	150.00	40.966	-	-	-	11/23/2010			-
11/23/10	SALE	J Crew	(150.00)	37.05	-	-	-	11/23/2010			-

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
06/07/04	PUR	JP Morgan	200.00	37.310	-	-	-				-
07/18/05	SALE	JP Morgan	(200.00)	35.46							
04/23/09	PUR	JP Morgan/Chase	150.00	31.790	4,868.50	-	4,868.50				4,868.50
07/22/99	PUR	Johnson & Johnson	62.50	97.680	3,052.42	-	3,052.42				3,052.42
06/18/01	STKDIV	Johnson & Johnson	62.50		3,052.42	-	3,052.42				3,052.42
02/07/11	PUR	Johnson & Johnson	75.00		-	-	-				-
02/07/11	SALE	Johnson & Johnson	(75.00)	60.62				12/13/2010			
02/17/10	PUR	Las Vegas Sands	200.00	16.180	3,289.33	-	3,289.33				3,289.33
02/17/10	PUR	Las Vegas Sands	100.00	16.180	-	-	-				-
02/17/10	PUR	Las Vegas Sands	75.00	16.180	-	-	-				-
12/13/10	SALE	Las Vegas Sands	(75.00)	46.25				12/13/2010			
02/07/11	SALE	Las Vegas Sands	(100.00)	48.27				2/7/2011			
09/29/05	PUR	Lehman Bros	100.00	114.780	-	-	-	8/6/2007			-
05/04/06	STKDIV	Lehman Bros	100.00		-	-	-	8/6/2007			-
08/06/07	SALE	Lehman Bros	(200.00)	59.720							
05/08/09	PUR	Leucadia Natl Corp	225.00	23.410	-	-	-	8/3/2010			-
08/03/10	SALE	Leucadia Natl Corp	(225.00)	21.765				8/3/2010			
07/22/99	PUR	Lilly, Eli & Co	100.00	76.240	-	-	-				-
04/20/05	SALE	Lilly, Eli & Co	(100.00)	57.930							
03/20/12	PUR	LinkedIn	100.00	92.240	9,304.00	-	9,304.00				9,304.00
11/10/10	PUR	Logmein	200.00	40.237	-	-	-	2/24/2012			-
02/24/12	SALE	Logmein	(200.00)	37.78							
05/06/08	PUR	Lowes	300.00	27.110	-	-	-	2/17/2010			-
02/17/10	SALE	Lowes	(300.00)	21.750				2/17/2010			
11/26/12	PUR	Marsh & McLennan	225.00	35.129	7,926.62	-	7,926.62				7,926.62
06/08/00	STKDIV	McData Corp CL	3.00		-	-	-				-
07/23/01	SALE	McData Corp CL	(3.00)								
12/29/09	PUR	McDonalds Corp	100.00	63.520	6,377.00	-	6,377.00				6,377.00
11/05/02	PUR	Medtronic Corp	100.00	44.400	-	-	-				-
10/31/06	SALE	Medtronic Corp	(100.00)	48.810							
10/11/12	PUR	Merck	200.00	46.188	9,264.17	-	9,264.17	10/31/2013	9,069.88	(194.29)	-
10/31/13	SALE	Merck	(200.00)	45.45				10/31/2013			
06/04/13	PUR	Michael Kors Holdings Ltd	125.00	65.865		8,246.25	8,246.25				8,246.25
07/22/99	PUR	Microsoft Corp	100.00	98.250	-	-	-				-
02/21/03	STKDIV	Microsoft Corp	100.00		-	-	-				-
05/19/06	SALE	Microsoft Corp	(200.00)	22.99							
03/20/12	PUR	Mylan	350.00	22.991	8,067.89	-	8,067.89				8,067.89
10/16/13	PUR	Nike	125.00	72.774		9,109.30	9,109.30				9,109.30
02/09/00	PUR	Nokia	50.00	203.875	-	-	-	4/22/2008			-
04/14/00	STKDIV	Nokia	150.00		-	-	-	4/22/2008			-
03/23/00	PUR	Oracle Corp	50.00	79.437	-	-	-	4/22/2008			-
10/18/00	STKDIV	Oracle Corp	50.00		-	-	-				-
05/10/02	SALE	Oracle Corp	(100.00)	7.80							
10/03/07	PUR	Oracle Corp	400.00	21.640	-	-	-	12/27/2011			-
10/18/10	PUR	Oracle Corp	200.00	28.700	-	-	-	12/27/2011			-
12/27/11	SALE	Oracle Corp	(600.00)	25.25				12/27/2011			
01/16/01	PUR	Paychex	100.00	46.437	-	-	-				-
05/09/01	PUR	Paychex	100.00	33.030	-	-	-				-
06/30/04	SALE	Paychex	(200.00)	34.090							
12/13/10	PUR	Penn Natl Gaming Grp	200.00	35.780	-	-	-	11/26/2012			-
11/26/12	SALE	Penn Natl Gaming Grp	(200.00)	46.80				11/26/2012			

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
11/10/10	SALE	Pepsico	(200.00)	65.06				11/10/2010			
04/16/03	EXCHG	Pharmacia Corp	(100.00)								
04/03/08	STKDIV	Philip Morris (from Altria)	125.00					7/27/2009			
07/27/09	SALE	Philip Morris (from Altria)	(125.00)	43.97				7/27/2009			
04/16/03	EXCHG	Pfizer, Inc	140.00								
07/22/99	PUR	Pfizer, Inc	200.00	37.800							
11/05/02	SALE	Pfizer, Inc	(200.00)	32.05							
03/26/04	PUR	Pfizer, Inc	160.00	33.930							
03/22/05	SALE	Pfizer, Inc	(300.00)	25.89							
09/20/06	PUR	Proctor & Gamble	150.00	60.970	9,195.50		9,195.50				9,195.50
04/20/05	PUR	San Juan B RTY	150.00	36.240				10/3/2007			
10/03/07	SALE	San Juan B RTY	(150.00)	33.607				10/3/2007			
10/03/07	PUR	Schlumberger, Ltd	100.00	105.560				10/30/2012			
10/30/12	SALE	Schlumberger, Ltd	(100.00)	70.835				10/30/2012			
04/21/08	PUR	Sigma Aldrich	115.00	61.240	7,049.50		7,049.50	3/28/2013	8,756.71	1,707.21	
03/28/13	SALE	Sigma Aldrich	(115.00)	76.207				3/28/2013			
01/16/01	PUR	State Street Corp	100.00	112.630							
06/05/01	STKDIV	State Street Corp	100.00								
03/27/03	SALE	State Street Corp	(200.00)	32.94							
05/05/09	PUR	State Street Corp	150.00	33.982				10/28/2009			
10/28/09	SALE	State Street Corp	(150.00)	45.94				10/28/2009			
03/23/00	PUR	Sepracor	50.00	89.000							
07/23/01	SALE	Sepracor	(50.00)								
03/27/03	PUR	Starbucks Corp	200.00	25.640				6/18/2007			
10/27/05	STK DIV	Starbucks Corp	200.00					6/18/2007			
06/18/07	SALE	Starbucks Corp	(400.00)								
11/23/10	PUR	Starbucks Corp	150.00	30.687	4,612.01		4,612.01				4,612.01
06/30/04	PUR	Stencyle	150.00	48.973							
06/22/05	SALE	Stencyle	(150.00)	52.67							
03/29/07	PUR	Stencyle, Inc	150.00	82.000							
06/06/07	STKDIV	Stencyle, Inc	150.00								
06/22/05	PUR	Suncor Energy	150.00	47.080				11/15/2012			
05/30/08	STKDIV	Suncor Energy	150.00					11/15/2012			
11/15/12	SALE	Suncor Energy	(300.00)	33.41				11/15/2012			
05/01/00	PUR	Sun Microsystems	100.00	91.125							
12/11/00	STKDIV	Sun Microsystems	100.00								
05/08/02	SALE	Sun Microsystems	(200.00)	6.48							
02/11/09	PUR	SPDR Gold Trust	100.00	92.638	9,313.81		9,313.81				9,313.81
11/03/10	PUR	SPDR S & P Emerging	125.00	56.501				6/14/2011			
06/14/11	SALE	SPDR S & P Emerging	(125.00)	54.73				6/14/2011			
11/10/10	PUR	Talbots	675.00	10.594							
05/10/11	SALE	Talbots	(675.00)	5.19				5/10/2011			
12/22/04	PUR	Target	200.00	50.785				3/3/2009			
03/03/09	SALE	Target	(200.00)	28.030				3/3/2009			
04/23/03	PUR	TEVA Pharmaceutical	100.00	46.990							
07/07/04	STKDIV	TEVA Pharmaceutical	100.00					3/20/2012			
03/20/12	SALE	TEVA Pharmaceutical	(200.00)	43.53				3/20/2012			
03/09/00	PUR	Texas Instruments	50.00	183.000				3/20/2012			
05/26/00	STKDIV	Texas Instruments	50.00								
07/23/01	SALE	Texas Instruments	(100.00)								
11/01/13	PUR	Time Warner	125.00	69.975		8,846.88	8,846.88				8,846.88
10/31/06	PUR	Toyota	100.00	119.730				4/21/2008			

Date	Transaction	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
04/21/08	SALE	Toyota	(100.00)	97.580				4/21/2008			
04/23/03	PUR	3M Company	50.00	129.510	-	-	-				-
01/01/05	STK DIV	3M Company	50.00		-	-	-				-
11/13/03	PUR	3M Company	100.00	79.650	-	-	-				-
09/30/05	SALE	3M Company	(200.00)	72.870	-	-	-				-
09/30/05	PUR	TransOcean	104.00	60.400	-	-	-	6/1/2010			-
06/01/10	SALE	TransOcean	(104.00)	59.08	-	-	-	6/1/2010			-
09/30/05	PUR	TransOcean	46.00	60.400	-	-	-	11/27/2007			-
11/27/07	SALE	TransOcean	(46.00)	107.71	-	-	-				-
03/22/05	PUR	United Health Group	100.00	91.210	-	-	-				-
06/03/05	STK DIV	United Health Group	100.00		-	-	-				-
05/30/06	SALE	United Health Group	(200.00)	42.00	-	-	-				-
10/03/07	PUR	United Technologies	100.00	80.480	-	-	-	10/30/2012			-
10/30/12	SALE	United Technologies	(100.00)	78.230	-	-	-	10/30/2012			-
05/23/13	PUR	US Bancorp	225.00	35.170	-	7,935.75	7,935.75				7,935.75
04/22/09	PUR	Vanguard Emerging Mkts	275.00	27.100	7,552.50	-	7,552.50	6/4/2013	11,657.05	4,104.55	-
10/21/09	PUR	Vanguard Emerging Mkts	125.00	40.220	5,040.00	-	5,040.00	6/4/2013	5,298.66	258.66	-
10/18/10	PUR	Vanguard Emerging Mkts	200.00	47.560	9,612.00	-	9,612.00	6/4/2013	8,477.85	(1,134.15)	-
06/04/13	SALE	Vanguard Emerging Mkts	(600.00)	42.49	-	-	-	6/4/2013			-
11/18/11	PUR	Vanguard Long Term Bond	80.00	90.900	-	-	-	3/19/2012			-
03/19/12	SALE	Vanguard Long Term Bond	(80.00)	88.68	-	-	-	3/19/2012			-
11/01/13	PUR	Vanguard Div App ETF	350.00	72.860		25,601.00	25,601.00				25,601.00
04/23/03	PUR	Varian Medical Systems	100.00	52.440	2,647.00	-	2,647.00	5/28/2013	6,963.94	4,316.94	-
04/05/04	PUR	Varian Medical Systems	100.00	85.290	4,289.50	-	4,289.50	5/28/2013	6,963.94	2,674.44	-
05/28/13	SALE	Wal Mart Stores, Inc	(200.00)	69.741	-	-	-	5/28/2013			-
08/05/04	STK DIV	Varian Medical Systems	200.00		-	-	-	10/3/2007			-
10/03/07	SALE	Varian Medical Systems	(200.00)	41.650	-	-	-	10/3/2007			-
10/04/06	EXCHG	Wachovia (Golden West)	210.00		-	-	-	9/22/2008			-
09/22/08	SALE	Wachovia (Golden West)	(210.00)	9.55	-	-	-				-
05/28/13	PUR	Walgreen Co	300.00	50.501	-	15,180.18	15,180.18				15,180.18
03/27/03	PUR	Wal Mart Stores, Inc	100.00	53.620	-	-	-				-
12/22/04	SALE	Wal Mart Stores, Inc	(100.00)	52.320	-	-	-				-
07/31/01	PUR	Washington Mutual, Inc	100.00	41.480	-	-	-				-
11/07/01	SALE	Washington Mutual, Inc	(100.00)	29.150	-	-	-				-
07/22/99	PUR	Wells Fargo	125.00	43.270	2,704.06	-	2,704.06				2,704.06
07/22/99	PUR	Wells Fargo	125.00	43.270	-	-	-	11/10/2010			-
08/17/06	STK DIV	Wells Fargo	125.00		2,704.06	-	2,704.06				2,704.06
08/17/06	STK DIV	Wells Fargo	75.00	-	-	-	-	11/10/2010			-
11/10/10	SALE	Wells Fargo	(150.00)	28.87	-	-	-	11/10/2010			-
10/09/06	STK DIV	Western Union	146.00		-	-	-				-
10/26/06	SALE	Western Union	(146.00)	19.560	-	-	-				-
03/12/12	PUR	Yum Brands	125.00	65.470	8,198.31	-	8,198.31	12/5/2012	8,467.37	269.06	-
12/05/12	SALE	Yum Brands	(125.00)	67.84	-	-	-	12/5/2012			-
07/16/03	PUR	Zimmer Holdings	100.00	44.920	-	-	-				-
03/26/04	PUR	Zimmer Holdings	100.00	73.370	-	-	-				-
06/30/06	SALE	Zimmer Holdings	(200.00)	55.860	-	-	-				-
					-	-	-				-
					-	-	-				-
					-	-	-				-
		END RECORD			-	-	-				-

Date	Transac tion	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss	Remaining Basis as of 11/30/2013
		Ending Value			251,727.89	110,454.36	362,182.25		97,746.50	15,606.83	280,042.58
		Control			251,727.89		362,182.25		97,746.50		280,042.58
		Difference			-		-		-		-
MONTH 12		Beginning Value of Stocks			346,055.31						
		Ending Value of Stocks (ML)					442,355.50				
		Monthly Avg Value of Stocks			385,531.08		ACCOUNT NAME				
		Ending Cash Value of Bank Accts					END RECORD				
		Hudson					0.00				
		Wachovia Checking									
		Wachovia Savings									
		04136					9,965.39				
		Total Cash Balance					9,965.39				
		Monthly Avg Cash			48,505.72						
		Total Assets Monthly Average			434,036.80						
		Cash Held for Char Activities (1.5%)			6,510.55						
		Net Value of Non-Char Use Assets			427,526.24						
	Part V	(Updated for 2012)		Asset (Part X), Ratio							
	1	2012 Dist Ratio	19,238	381,698	0.050401102						
		2011 Dist Ratio	24,936	363,404	0.068617847						
		2010 Dist Ratio	25,331	340,296	0.074438136						
		2009 Dist Ratio	21,761	311,928	0.069762894						
		2008 Dist Ratio	29,018	380,344	0.076294092						
	2	Total of Ratios			0.33951						
	3	Divide by 5			0.06790						
	4	Minimum Investment Return (5%)			21,376.31						
	5	Net Value of Non-Char Use Assets x Multiplier			29,030.24						
	6	1% of Net Investment Income			34.73						
	7	Distribution for 1% Tax			21,411.04						
	8	Qualifying Distributions			23,570.50						
		Less 1% of Net Investment Income			(34.73)						
		Adjusted Qualifying Distributions			23,535.77						

7/10/2014

WATKINS FAMILY FOUNDATION 2013 SCHEDULE OF GAINS AND LOSSES

Date	Transact ion	Description	Qty	Price	Starting Basis as of 11/30/2012	Total Curr Yr Inv/Reinv	Final Basis	Sale Date	Sale Price	Gain or Loss
		Schedule of Stock Investments								
		START RECORD								
06/18/07	PUR	Apple	25.00	119.720	2,994.50	-	2,994.50	7/31/2013	10,964.60	7,970.10
04/02/12	PUR	EMC Corporation	300.00	29.850	8,985.00	-	8,985.00	7/12/2013	7,413.32	(1,571.68)
07/05/12	PUR	Freeport McMoran	225.00	33.488	7,579.69	-	7,579.69	9/5/2013	6,772.38	(807.31)
02/07/11	PUR	Greenhill	125.00	71.020	8,927.50	-	8,927.50		6,940.80	(1,986.70)
10/11/12	PUR	Merck	200.00	46.188	9,264.17	-	9,264.17	10/31/2013	9,069.88	(194.29)
04/21/08	PUR	Sigma Aldrich	115.00	61.240	7,049.50	-	7,049.50	3/28/2013	8,756.71	1,707.21
04/22/09	PUR	Vanguard Emerging Mkts	275.00	27.100	7,552.50	-	7,552.50	6/4/2013	11,657.05	4,104.55
10/21/09	PUR	Vanguard Emerging Mkts	125.00	40.220	5,040.00	-	5,040.00	6/4/2013	5,298.66	258.66
10/18/10	PUR	Vanguard Emerging Mkts	200.00	47.560	9,612.00	-	9,612.00	6/4/2013	8,477.85	(1,134.15)
04/23/03	PUR	Varian Medical Systems	100.00	52.440	2,647.00	-	2,647.00	5/28/2013	6,963.94	4,316.94
04/05/04	PUR	Varian Medical Systems	100.00	85.290	4,289.50	-	4,289.50	5/28/2013	6,963.94	2,674.44
03/12/12	PUR	Yum Brands	125.00	65.470	8,198.31	-	8,198.31	12/5/2012	8,467.37	269.06
		Ending Value			251,727.89	110,454.36	362,182.25		97,746.50	15,606.83

WATKINS FAMILY FOUNDATION FY 2013 SCHEDULE OF CONTRIBUTIONS

S/I	DATE	CHK #	ACCOUNT NAME	DESCRIPTION	ACT #	AMOUNT
CHAR	12/1/12	376	Andrew Shaw Scout Cabin	COMMUNITY	CHAR	100.00
CHAR	12/1/12	380	Ochid Outreach	COMMUNITY	CHAR	500.00
CHAR	12/1/12	381	Gifford Youth Activity Center	COMMUNITY	CHAR	500.00
CHAR	12/1/12	384	Argyle Community Fund	COMMUNITY	CHAR	100.00
CHAR	12/1/12	385	Shelter for the Homeless in Stamford	COMMUNITY	CHAR	500.00
CHAR	12/1/12	386	Noroton Heights Fire Dept	COMMUNITY	CHAR	200.00
CHAR	12/1/12	388	Darien Historical Society	COMMUNITY	CHAR	200.00
CHAR	12/1/12	387	Danen Police Assn	COMMUNITY	CHAR	100.00
CHAR	12/1/12	390	A Better Chance of Danen	COMMUNITY	CHAR	200.00
CHAR	12/1/12	391	IRC Volunteer Ambulance	COMMUNITY	CHAR	200.00
CHAR	6/4/13	392	Boys & Girls Clubs of IRC	COMMUNITY	CHAR	300.00
CHAR	10/23/13	399	Norwalk Youth Symphony	COMMUNITY	CHAR	1,000.00
CHAR	11/29/13	342	Darien Community Fund	COMMUNITY	CHAR	1,000.00
CHAR	11/29/13	343	EMS Post 53	COMMUNITY	CHAR	500.00
CHAR	10/23/13	396	University of Illinois	EDUCATION	CHAR	1,000.00
CHAR	10/23/13	398	Greenwich Academy	EDUCATION	CHAR	1,000.00
CHAR	10/23/13	400	Brunswick School	EDUCATION	CHAR	1,000.00
CHAR	12/1/12	373	Toys for Tots	GOOD WORKS	CHAR	100.00
CHAR	12/1/12	374	American Red Cross	GOOD WORKS	CHAR	1,500.00
CHAR	12/1/12	377	Habitat for Humanity	GOOD WORKS	CHAR	500.00
CHAR	12/1/12	378	Hibiscus Children's Center	GOOD WORKS	CHAR	500.00
CHAR	12/1/12	379	St. Thomas More	GOOD WORKS	CHAR	1,000.00
CHAR	12/1/12	383	Salvation Army	GOOD WORKS	CHAR	500.00
CHAR	10/23/13	341	Cabrini Foundation	GOOD WORKS	CHAR	750.00
CHAR	12/1/12	372	IRC Medical Ctr Foundation	MEDICAL	CHAR	500.00
CHAR	12/1/12	375	JDRF	MEDICAL	CHAR	1,000.00
CHAR	12/1/12	382	St Jude Children's Hospital	MEDICAL	CHAR	500.00
CHAR	12/1/12	389	National MS Society	MEDICAL	CHAR	100.00
CHAR	3/1/13	365	Hackers for Hope	MEDICAL	CHAR	200.00
CHAR	6/6/13	393	IRC Medical Ctr Foundation	MEDICAL	CHAR	1,500.00
CHAR	9/17/13	340	ALS Assn	MEDICAL	CHAR	250.00
CHAR	9/28/13	395	Flaxa Research Foundation	MEDICAL	CHAR	200.00
CHAR	10/23/13	397	MGH - Cure Diabetes Now	MEDICAL	CHAR	2,000.00
				TOTAL		19,500.00

	Rev & Exp	Net Investment Income	Adjusted Net Income	Disbursements for Char Purposes
Part I Analysis of Revenue and Expenses				
Revenue				
Contributions, Gifts, grants	10,000.00			
Interest on Savings & Temp Investments	10.93	10.93	10.93	
Dividends and Interest from Securities	7,532.13	7,532.13	7,532.13	
Gross Rents				
Gain or Loss from Sale of Assets	15,606.83			
Other Income				
Total Revenue	33,149.89	7,543.06	7,543.06	
Expenses				
Compensation of Officers				
Other Employee Sal & Wages				
Employee Benefits				
Legal Fees				
Accounting Fees				
Other Prof Fees	4,078.80	4,078.80	4,078.80	4,078.80
Interest				
Taxes	(8.30)	(8.30)	(8.30)	(8.30)
Depreciation				
Occupancy				
Travel, Conferences				
Printing, Publications				
Other Expenses				
Total Operating Expenses	4,070.50	4,070.50	4,070.50	4,070.50
Contributions, Gifts Paid	19,500.00			19,500.00
Total Expenses and Disbursements	23,570.50	4,070.50	4,070.50	23,570.50
Excess of Revenue over Expense	9,579.39	3,472.56	3,472.56	
Starting Basis	297,567.50			
Plus Excess of Revenue Over Expense	9,579.39			
Equals New Basis	307,146.89			
Control	307,146.89			
Diff	0.00			

July 11, 2014

Following is justification for extension of the filing date to July 15, 2014:

1. IRS Letter 168C dated February 26, 2014 (highlighted in yellow)
2. Completed Form 8868 which was postmarked and deposited at the Wabasso, FL Post Office at 2:45 PM on 4/15/14 for mailing to IRS

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

WATKINS FAMILY COOPERATION
30 CROOKED MILE ROAD
DANIEL, CT 06820
061415219

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► RONALD R. WATKINS, TRUSTEE

Telephone No. ► (203) 323-4623 EX 210 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15/14, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20____ or

► ☒ tax year beginning 12/1/2012, 20____, and ending 11/30/2013, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <u>36,880</u>
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No 27916D

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

Enter the Return code for the return that this application is for (file a separate application for each return)

☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐Title ☐Date ☐

Form 8868 (Rev. 1-2014)