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

OMB No. 1545-0052

2012Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012**, or tax year beginning **Dec 1**, **2012**, and ending **Nov 30**, **2013**

Name of foundation

Union Foundation

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

P.O. Box 4470

City or town

Warren

State ZIP code

NJ 07059**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, column (c), line 16)**\$ 14,918,927.****J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

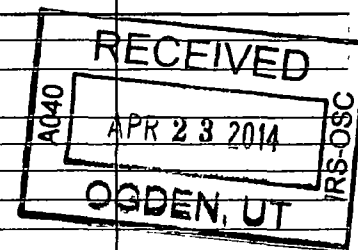
A Employer identification number**22-6046454****B** Telephone number (see the instructions)**(908) 753-2440****C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If 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 ☐**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)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**341,095.****341,095.****5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV, line 2)**42,722.****8** Net short-term capital gain**4,616.****9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11**341,095.****383,817.****4,616.****13** Compensation of officers, directors, trustees, etc**3,500.****3,500.****14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) **L-16a Stmt****66,000.****500.****65,500.****b** Accounting fees (attach sch)**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) **See Line 18 Stmt****8,778.****5,022.****19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)**See Line 23 Stmt****5,803.****2,648.****3,155.****24 Total operating and administrative expenses.** Add lines 13 through 23**84,081.****8,170.****72,155.****25** Contributions, gifts, grants paid**723,200.****723,200.****26 Total expenses and disbursements.** Add lines 24 and 25**807,281.****8,170.****795,355.****27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**-466,186.****b** Net investment income (if negative, enter -0-)**375,647.****c** Adjusted net income (if negative, enter -0-)**4,616.**

SCANNED MAY 02 2014

ADMINISTRATIVE AND EXPENSES



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing	4,591.	13,856.	13,856.
	2 Savings and temporary cash investments	2,469,467.	1,996,462.	1,996,462.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,115.	8,000.	8,000.
	10a Investments – U.S. and state government obligations (attach schedule) L-10a Stmt		899,634.	899,643.
	b Investments – corporate stock (attach schedule) L-10b Stmt	3,912,435.	3,732,511.	7,938,044.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	300,905.	0.	0.
LIABILITIES	11 Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	3,595,102.	3,217,448.	4,062,922.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe L-15 Stmt)	1.	0.	0.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	10,287,616.	9,867,911.	14,918,927.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
FUND ASSETS	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe L-22 Stmt)		3,756.	
	23 Total liabilities (add lines 17 through 22)		3,756.	
FUND ASSETS	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	1,113,334.	1,113,334.	
	28 Paid-in or capital surplus, or land, building, and equipment fund	12,432,673.	12,475,397.	
	29 Retained earnings, accumulated income, endowment, or other funds	-3,258,391.	-3,724,576.	
	30 Total net assets or fund balances (see instructions)	10,287,616.	9,864,155.	
	31 Total liabilities and net assets/fund balances (see instructions)	10,287,616.	9,867,911.	

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	10,287,616.
2 Enter amount from Part I, line 27a	2	-466,186.
3 Other increases not included in line 2 (itemize)	3	42,725.
4 Add lines 1, 2, and 3	4	9,864,155.
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	9,864,155.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 500 sh Duke Energy		P	01/04/77	12/06/12
b LTCG Distrib. Pimco Commodity Return		P	12/13/12	12/13/12
c LTCG Plum Creek Timber		P	03/05/13	03/05/13
d 1000 sh Hewlett Packard		P	07/16/10	03/18/13
e See Columns (a) thru (d)				

(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 31,657.		4,809.	26,848.
b 1,136.		0.	1,136.
c 840.		0.	840.
d 21,056.		47,577.	-26,521.
e See Columns (a) thru (d)		1,224,966.	40,419.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			26,848.
b			1,136.
c			840.
d			-26,521.
e See Columns (i) thru (l)			40,419.

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	42,722.
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	4,616.

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 (column (b) divided by column (c))
2011	749,438.	13,537,245.	0.055361
2010	762,512.	13,797,212.	0.055266
2009	725,406.	13,173,514.	0.055065
2008	695,278.	12,311,923.	0.056472
2007	767,187.	15,055,594.	0.050957

2 Total of line 1, column (d)	2	0.273121
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	0.054624
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,382,580.
5 Multiply line 4 by line 3	5	785,634.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,756.
7 Add lines 5 and 6	7	789,390.
8 Enter qualifying distributions from Part XII, line 4	8	795,355.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,756.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,756.
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	3,756.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	8,000.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	8,000.	
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	4,244.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11	4,244.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6 X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	7 X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ - New Jersey		
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	8 b X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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Form 990-PF (2012)

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 <u>N/A</u>				
14	The books are in care of <u>Thomas H. Campbell</u> Telephone no. <u>(703) 273-4230</u> Located at <u>12798 Fair Briar Lane</u> <u>Fairfax,</u> <u>VA</u> ZIP + 4 <u>22033</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 <u>15</u>			
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		X
See the 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
1 a	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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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.)	2 b	
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 __		
3 a	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.)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Form 990-PF (2012)

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)?

5 b

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?

6 b

X

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
William V. Engel P.O. Box 4470 Warren NJ 07059	President 2.50	350.	0.	0.
Suzanne B. Engel P.O. Box 4470 Warren, NJ 07059	Vice President 0.50	700.	0.	0.
R. Sean Devlin P.O. Box 4470, Warren, NJ 07059	Asst. Treasurer 0.50	700.	0.	0.
See Information about Officers, Directors, Trustees, Etc. -----		1,750.	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

None

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		
		N/A
Total number of others receiving over \$50,000 for professional services		None

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 None	
	0.
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 None	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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Form 990-PF (2012)

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	1 a	14,594,528.
b Average of monthly cash balances	1 b	7,076.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	14,601,604.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	14,601,604.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	219,024.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,382,580.
6 Minimum investment return. Enter 5% of line 5	6	719,129.

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	719,129.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	3,756.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	3,756.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	715,373.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	715,373.
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	715,373.

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	1 a	795,355.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	795,355.
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	3,756.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	791,599.

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				715,373.
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__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	33,369.			
b From 2008	89,166.			
c From 2009	71,532.			
d From 2010	84,093.			
e From 2011	77,461.			
f Total of lines 3a through e	355,621.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 795,355.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				715,373.
e Remaining amount distributed out of corpus	79,982.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	435,603.			
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	33,369.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	402,234.			
10 Analysis of line 9:				
a Excess from 2008	89,166.			
b Excess from 2009	71,532.			
c Excess from 2010	84,093.			
d Excess from 2011	77,461.			
e Excess from 2012	79,982.			

BAA

Form 990-PF (2012)

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section



4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

William V. Engel, President

P.O. Box 4470

Warren

NJ

07059-0470

(908) 753-2440

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

See Attached Guidelines

c Any submission deadlines:

See Attached Guidelines

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

See Attached Guidelines

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
<i>a</i> Paid during the year See Attached Schedule See Attached Schedule	No Individuals	All are 509(a)(1) or 509(a)(2)	See Attached Schedule	723,200.
Total			3 a	723,200.
<i>b</i> Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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 . . .	523000		14	341,095.	
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	523000		18		
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)				341,095.	
13	Total. Add line 12, columns (b), (d), and (e)				13	341,095.

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

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	3,756.			
Foreign Tax	5,022.	5,022.		
Total	8,778.	5,022.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advisory Services	3,539.	2,224.		1,315.
Miscellaneous	1,840.			1,840.
Foreign Fees	424.	424.		0.
Total	5,803.	2,648.		3,155.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Rounding	2.
Capital Surplus Current Year	42,723.
Total	42,725.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Rounding	
Total	

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
2000 Kimberly Clark	P	11/19/08	03/13/13
1000 sh Verizon	P	07/17/09	03/18/13
300K GlaxoSmithKline 4.8% 5/15/13	P	06/27/08	03/15/13
LTCG Plum Creek Timber	P	05/30/13	05/30/13
1000 sh Aqua America	P	04/02/07	07/12/13
500 sh General Dynamics	P	11/15/02	07/12/13
1000 sh Medtronic	P	04/06/09	07/12/13
1000 sh Pepsico	P	11/21/96	07/12/13
28844.656 sh Pimco Commodity Fund	P	01/09/06	07/12/13
LTCG Plum Creek Timber	P	08/29/13	08/29/13
1500 sh Occidental Petroleum	P	11/17/10	10/21/13
500 sh Johnson & Johnson	P	06/22/08	11/25/13

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

Continued

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
2000 sh Marsh & McLennan	P	11/21/03	11/25/13
LTCG Plum Creek Timber	P	11/27/13	11/27/13
1000 sh Johnson & Johnson	P	11/19/08	03/18/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
186,820.		123,207.	63,613.
47,899.		27,964.	19,935.
300,000.		300,905.	-905.
880.		0.	880.
31,346.		22,782.	8,564.
39,670.		19,921.	19,749.
52,363.		30,092.	22,271.
81,557.		28,521.	53,036.
160,371.		397,666.	-237,295.
880.		0.	880.
144,191.		126,946.	17,245.
47,062.		2,550.	44,512.
93,646.		84,822.	8,824.
880.		0.	880.
77,820.		59,590.	18,230.
Total		1,224,966.	40,419.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			63,613.
			19,935.
			-905.
			880.
			8,564.
			19,749.
			22,271.
			53,036.
			-237,295.
			880.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			17,245.
			44,512.
			8,824.
			880.
			18,230.
Total			40,419.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Thomas H. Campbell P.O. Box 4470, Warren, NJ 07059	Treasurer 2.00	350.	0.	0.
Person ☒ Business ☐ Edward S. Atwater, IV P.O. Box 4470, Warren, NJ 07059	Vice President 2.00	700.	0.	0.
Person ☒ Business ☐ Abby O'Neill P.O. Box 4470 Warren NJ 07059	Trustee 0.50	700.	0.	0.

Total

1,750. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas H. Campbell	Tax and Accounting	11,000.	500.		10,500.
Engel & Devlin, PC	Legal & Managerial	55,000.			55,000.
Total		66,000.	500.		65,500.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attached			899,634.	899,643.
Total			<u>899,634.</u>	<u>899,643.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached-Common Stock	3,732,511.	7,938,044.
Total	<u>3,732,511.</u>	<u>7,938,044.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached	0.	0.
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Attached-Mutual Funds	3,124,219.	3,979,962.
See Attached-Other Equity	93,229.	82,960.
Total	<u>3,217,448.</u>	<u>4,062,922.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Rounding	1.	0.	0.

Form 990-PF, Page 2, Part II, Line 15

Continued

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Total	<u>1.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Federal Excise Tax		3,756.
Total		<u>3,756.</u>

Supporting Statement of:

Form 990-PF, pl/Line 13(a)

Description	Amount
Annual Meeting	2,100.
Grants Meeting	1,400.
Total	<u>3,500.</u>

Supporting Statement of:

Form 990-PF, pl/Line 18(a)-2

Description	Amount
Foreign Tax	5,022.
Total	<u>5,022.</u>

Supporting Statement of:

Form 990-PF, pl/Line 23(a)-1

Description	Amount
Producing Income	2,224.
Administrative	1,315.
Total	<u>3,539.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
UBS Select Treas Capital FD	959,643.
CDs	1,440,000.
UBS Select Treasury Money Market	69,824.
Total	<u>2,469,467.</u>

Supporting Statement of:

Form 990-PF, p2/Line 9(a)

Description	Amount
Prepaid Federal Excise Tax	5,115.
Total	<u>5,115.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Cash UBS	9.
UBS Bank USA	250,000.
UBS AG Deposit	36,622.
UBS Select Treasury	69,831.
CDs	1,640,000.
Total	<u>1,996,462.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(b)

Description	Amount
Prior Year	12,432,673.
Current Year	42,724.
Total	<u>12,475,397.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(b)

Description	Amount
Prior Year	-3,258,391.
Current Year	-466,185.
Total	<u>-3,724,576.</u>

Union Foundation

Investments

As of November 30, 2013

	<u>Book Value</u>	<u>Fair Market Value</u>
Government Obligations		
300K USTB 2/27/14	299,945.25	299,955.00
\$600K USTB 5/29/14	599,688.50	599,688.00
Total Government Obligations	899,633.75	899,643.00
Corporate Stocks		
1,000 sh Abbott Labs	22,920.07	38,190.00
1,000 sh Abbvie, Inc.	24,854.81	48,450.00
2,000 sh Air Products	92,762.97	217,660.00
2,000 sh American Water Works	59,621.27	84,700.00
3,750 sh Aqua America	41,122.65	90,262.50
2,105 sh AT&T, Inc.	8,516.33	74,117.05
3,000sh Auto Data Processing	124,322.47	240,060.00
1,000 sh Brown Forman	36,001.39	75,020.00
1,350 sh Chevron	138,051.65	165,294.00
3,000 sh Cisco Systems	65,738.94	63,750.00
2,000 sh Coca Cola	53,717.51	80,380.00
2,000 sh Colgate Palmolive	47,811.13	131,620.00
2,000 sh Costco Wholesale Corp.	62,608.01	250,860.00
5,000 sh CSX Corporation	112,141.21	136,350.00
3,000 sh CVS Corp.	187,112.19	200,880.00
1,000 sh Diageo PLC	68,461.92	127,670.00
3,000 sh DuPont	127,246.13	184,140.00
1,500 sh Duke Energy Corp	14,427.66	104,940.00
3,000 sh EMC Corp.	72,550.26	71,550.00
4,000 sh Exxon Mobil Corp.	91,205.54	373,920.00
3,000 sh Frontier Comm.	25,241.10	14,040.00
1,500 sh. Genl. Dynamics	59,762.16	137,490.00
8,000 sh General Electric	18,666.67	213,280.00
1,500 sh Genuine Parts	48,529.41	124,260.00
5,000 sh Intel	19,440.04	119,200.00
4,500 sh Johnson & Johnson	22,803.50	425,970.00
2,000 sh JP Morgan Chase	80,602.07	114,440.00
2,000 sh Lowes Companies	21,489.95	94,960.00
2,000 sh McDonalds	156,024.16	194,740.00
3,000 sh Medtronic, Inc.	86,728.09	171,960.00
3,500 sh Merck & Co.	35,715.41	174,405.00
1,500 sh MetLife	73,454.47	78,285.00
10,000 sh Microsoft	25,394.63	381,300.00

Union Foundation

Investments

As of November 30, 2013

	<u>Book Value</u>	<u>Fair Market Value</u>
2,500 sh Middlesex Water	47,799.57	54,950.00
1,000 sh Monsanto Co	75,854.77	113,330.00
2,000 sh Nestle SA ADR	101,020.72	146,220.00
3,000 sh Novartis	162,335.90	237,360.00
3,000 sh Pepsico	75,707.99	253,380.00
2,000 sh Plum Creek Timber	50,656.08	87,480.00
4,000 sh Procter & Gamble	58,919.02	336,880.00
1,000 sh Roche Holding	37,841.12	70,050.00
1,500 sh Royal Bank of Canada	94,498.49	99,780.00
1,500 sh Royal Dutch Shell	110,284.39	104,910.00
2,000 sh Schlumberger	29,118.50	176,840.00
3,000 sh Southern Co.	105,383.33	121,890.00
3,000 sh Spectra Energy Corp.	13,867.37	100,650.00
3,000 sh Teva Pharma-Israel	141,233.39	122,280.00
2,000 sh. Texas Instruments	97,115.91	86,000.00
1,500 sh Total SA France ADR	73,989.10	90,480.00
3,000 sh Travelers Companies	133,169.67	272,220.00
1,000 sh UPS	61,046.34	102,380.00
3,000 sh Vale S-SP Pref	36,424.57	45,960.00
2,000 sh Verizon Communications	35,182.33	99,240.00
3,000 sh Walt Disney Co.	66,016.26	211,620.00
Total Corporate Stocks	<u>3,732,510.59</u>	<u>7,938,043.55</u>
Mutual Funds		
25,869.949 Am Fd Cap World	776,905.37	1,155,869.32
7,623.888 sh Am Fd Euro Pacific	300,005.25	370,749.67
57,874.044 sh Blkrk Global Fd	1,063,368.70	1,282,488.81
45,486.939 Income Fd America	678,116.39	931,117.64
28,843.000 Pimco Commodity Str	204,549.20	158,636.50
10,000 sh Elements Rogers Agri	101,273.84	81,100.00
Total Mutual Funds	<u>3,124,218.75</u>	<u>3,979,961.94</u>
Other Equity Investments		
2,000 sh Vanguard Intl Emerg Mk	93,228.51	82,960.00
Total Other Equity Investments	<u>93,228.51</u>	<u>82,960.00</u>

Union Foundation 990-PF

Fiscal Year Ending November 30, 2013 ID No. 22-6046454

Part XV, Section 3a

14 April 2014

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Alzheimer's Association, Greater New Jersey Chapter	400 Morris Avenue, Suite 251 Denville, NJ 07834	Capital Fund Support	\$5,000.00
America's Grow-a-Row, Inc.	150 Pittstown Road Pittstown, NJ 08867	Capital Fund Support	\$15,000.00
ASAH	Lexington Square 2125 Route 33 Hamilton Square, NJ 08690	Capital Fund Support	\$6,000.00
Benedictine Academy	840 North Broad Street Elizabeth, NJ 07208-2599	Capital Fund Support	\$15,000.00
Bloomington Hospital Foundation	P.O. Box 1149 Bloomington, IN 47402	Capital Fund Support	\$3,000.00
Bonnie Brae	P.O. Box 825 Liberty Corner, NJ 07938-0825	Capital Fund Support	\$10,000.00
Boys & Girls Clubs of Union County	Corporate Office 1050 Jeanette Avenue Union, NJ 07083	Capital Fund Support	\$12,000.00
Center for Great Expectations	19 Dellwood Lane Somerset, NJ 08873	Capital Fund Support	\$7,500.00
Cheshire Home, Inc.	9 Ridgedale Avenue Florham Park, NJ 07932	Capital Fund Support	\$5,000.00
Children's Institute	One Sunset Avenue Verona, NJ 07044-5118	Capital Fund Support	\$7,500.00
Children's Specialized Hospital Foundation Inc.	150 New Providence Road Mountainside, NJ 07092-2590	Capital Fund Support	\$7,200.00
Community Food Bank of New Jersey	31 Evans Terminal Road Hillside, NJ 07205	Capital Fund Support	\$12,500.00
Community Hope, Inc.	199 Pomeroy Road Parsippany, NJ 07054	Capital Fund Support	\$6,450.00
CONTACT We Care, Inc.	P.O. Box 2376 Westfield, NJ 07091-2376	Capital Fund Support	\$5,000.00
Council of New Jersey Grantmakers	101 West State Street Trenton, NJ 08608	Capital Fund Support	\$5,000.00
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	General Operating Support	\$1,020.00
Covenant House New Jersey	330 Washington Street Newark, NJ 07102	Capital Fund Support	\$8,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
duCret School of Art	1030 Central Avenue Plainfield, NJ 07060-2898	Capital Fund Support	\$12,000.00
Elizabeth Coalition to House the Homeless	118 Division Street Elizabeth, NJ 07201	Capital Fund Support	\$10,000.00
Foundation Center	79 Fifth Avenue New York, NY 10003-3076	General Operating Support	\$1,500.00
Frost Valley YMCA	2000 Frost Valley Road Claryville, NY 12725	Capital Fund Support	\$5,000.00
Future City Inc.	1045 East Jersey Street, Suite 204 Elizabeth, NJ 07201	Capital Fund Support	\$6,000.00
George Street Playhouse	9 Livingston Avenue New Brunswick, NJ 08901-1903	Capital Fund Support	\$17,000.00
Girl Scouts Heart of New Jersey, Inc.	120 Valley Road Montclair, NJ 07042	Capital Fund Support	\$10,000.00
Good Grief, Inc.	38 Elm Street Morristown, NJ 07960	Capital Fund Support	\$5,000.00
Habitat for Humanity, Greater Plainfield Area	2 Randolph Road Plainfield, NJ 07060	Capital Fund Support	\$10,000.00
Historical Society; Elizabeth, New Jersey, Inc.	1045 East Jersey Street, Suite 101 Elizabeth, NJ 07201	Capital Fund Support	\$10,000.00
Holy Trinity Interparochial School	336 First Street Westfield, NJ 07090	Capital Fund Support	\$7,000.00
Homefirst Interfaith Housing and Family Services Inc.	1009 Park Avenue Plainfield, NJ 07060	Capital Fund Support	\$7,500.00
Hope, Inc.	1455 Liberty Avenue Hillside, NJ 07205	Capital Fund Support	\$2,500.00
Housing and Community Development Network of New Jersey	145 West Hanover Street Trenton, NJ 08618	Capital Fund Support	\$5,000.00
The Institute of Music for Children, Inc.	780 Salem Avenue Elizabeth, NJ 07208	Capital Fund Support	\$10,000.00
Jewish Family Service Agency of Central New Jersey	655 Westfield Avenue Elizabeth, NJ 07208	Capital Fund Support	\$8,000.00
JFK Medical Center Foundation	80 James Street Edison, NJ 08820-3938	Capital Fund Support	\$6,000.00
Joseph H. Firth Youth Center	108 Anderson Street Phillipsburg, NJ 08865-3234	Capital Fund Support	\$9,000.00
Judith G. Wharton Music Center	60 Locust Avenue Berkeley Heights, NJ 07922	Capital Fund Support	\$5,000.00
Kean University Foundation	1000 Morris Avenue Union, NJ 07083-0411	Capital Fund Support	\$7,500.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Kent Place School	42 Norwood Avenue Summit, NJ 07902-0308	Capital Fund Support	\$15,000.00
King's Daughters Day School	502 West Front Street Plainfield, NJ 07060	Capital Fund Support	\$6,000.00
Little Sisters of the Poor	St. Joseph's Home for the Elderly 140 Shepherd Lane Totowa, NJ 07512-2170	Capital Fund Support	\$5,000.00
Midland Foundation	P.O. Box 5026 North Branch, NJ 08876	Capital Fund Support	\$7,130.00
Morris Museum	6 Normandy Heights Road Morristown, NJ 07960	Capital Fund Support	\$5,000.00
Mother Seton Regional High School	One Valley Road Clark, NJ 07066-1597	Capital Fund Support	\$8,000.00
Mount Saint Mary Academy	1645 U.S. Highway 22 at Terrill Road Watchung, NJ 07069-6587	Capital Fund Support	\$10,000.00
Muhlenberg Foundation, Inc.	80 James Street Edison, NJ 08820	Capital Fund Support	\$10,000.00
National Shrine of Blessed Kateri Tekakwitha	P.O. Box 627 Fonda, NY 12068	Capital Fund Support	\$7,500.00
Nature Conservancy	200 Pottersville Road Chester, NJ 07930-2432	Capital Fund Support	\$25,000.00
New Jersey Audubon Society	9 Hardscrabble Road Bernardsville, NJ 07924	Capital Fund Support	\$10,000.00
New Jersey Conservation Foundation	Bamboo Brook 170 Longview Road Far Hills, NJ 07931	Capital Fund Support	\$7,500.00
New Jersey SEEDS	494 Broad Street Suite 105 Newark, NJ 07102	Capital Fund Support	\$7,500.00
New Jersey Symphony Orchestra	60 Park Place, 9th floor Newark, NJ 07102	Capital Fund Support	\$6,000.00
New Jersey Theatre Alliance	8 Marcella Avenue West Orange, NJ 07052	Capital Fund Support	\$5,000.00
Oak Knoll School of the Holy Child	44 Blackburn Road Summit, NJ 07901	Capital Fund Support	\$12,500.00
Occupational Center of Union County, Inc.	301 Cox Street Roselle, NJ 07203	Capital Fund Support	\$6,450.00
The Old First Historic Trust, Inc.	42 Broad Street Elizabeth, NJ 07201	Capital Fund Support	\$10,000.00
Oratory Preparatory School	One Beverly Road Summit, NJ 07901-1699	Capital Fund Support	\$12,500.00
Our House Foundation, Inc.	76 Floral Avenue Murray Hill, NJ 07974	Capital Fund Support	\$7,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Our Lady of Guadalupe Academy	227 Centre Street Elizabeth, NJ 07202	Capital Fund Support	\$5,000.00
Overlook Hospital Foundation	P.O. Box 220 Summit, NJ 07902-0220	Capital Fund Support	\$5,000.00
Paper Mill Playhouse	22 Brookside Drive Millburn, NJ 07041	Capital Fund Support	\$15,000.00
Pingry School	131 Martinsville Road Basking Ridge, NJ 07920	Capital Fund Support	\$15,000.00
Planned Parenthood of Greater Northern New Jersey, Inc.	196 Speedwell Avenue Morristown, NJ 07960-3889	Capital Fund Support	\$9,800.00
Public Media NJ, Inc.	P.O. Box 5776 Englewood, NJ 07631	Capital Fund Support	\$7,500.00
The Raptor Trust	1390 White Bridge Road Millington, NJ 07946	Endowment	\$10,000.00
Robert Wood Johnson University Hospital Rahway Foundation	865 Stone Street Rahway, NJ 07065-2797	Capital Fund Support	\$10,000.00
Roselle Catholic High School	350 Raritan Road Roselle, NJ 07203	Capital Fund Support	\$9,900.00
SAGE Eldercare, Inc.	290 Broad Street Summit, NJ 07901	Capital Fund Support	\$6,000.00
St. Joseph Social Service Center	118 Division Street Elizabeth, NJ 07201	Capital Fund Support	\$9,000.00
Saint Peter's University Hospital	P.O. Box 591 New Brunswick, NJ 08903-0591	Capital Fund Support	\$5,000.00
Seton Hall University	University Advancement 457 Centre Street South Orange, NJ 07079-2691	Scholarship Endowment	\$5,000.00
Shakespeare Theatre of New Jersey	36 Madison Avenue Madison, NJ 07940	Capital Fund Support	\$9,000.00
St. Benedict's Preparatory School	520 Dr. Martin Luther King, Jr. Blvd. Newark, NJ 07102	Scholarship Endowment	\$5,000.00
St. Hubert's Animal Welfare Center	P.O. Box 159 Madison, NJ 07940-0159	Capital Fund Support	\$14,250.00
St. John the Apostle School	Valley Road Clark, NJ 07066	Capital Fund Support	\$9,000.00
Summit Area YMCA	490 Morris Avenue Summit, NJ 07901	Capital Fund Support	\$5,000.00
Summit Speech School	705 Central Avenue New Providence, NJ 07974	Capital Fund Support	\$10,000.00
Trinitas Health Foundation	P.O. Box 259 Elizabeth, NJ 07207-0259	Capital Fund Support	\$35,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Trust for Public Land	New Jersey Field Office 20 Community Place, Suite 7 Morristown, NJ 07960	Capital Fund Support	\$10,000.00
United Negro College Fund, Inc.	9-25 Alling Street Second Floor Newark, NJ 07102	Capital Fund Support	\$2,500.00
United Youth of New Jersey Corporation	P.O. Box 2265 Elizabeth, NJ 07207	Capital Fund Support	\$5,000.00
Visual Arts Center of New Jersey	68 Elm Street Summit, NJ 07901	Capital Fund Support	\$6,000.00
Volunteers of America, Greater New York	340 West 85th Street New York, NY 10024	Capital Fund Support	\$5,000.00
Wardlaw-Hartridge School	1295 Inman Avenue Edison, NJ 08820	Scholarship Endowment	\$10,000.00
Westfield Area Y	220 Clark Street Westfield, NJ 07090-4097	Capital Fund Support	\$10,000.00
Westfield Day Care Center	140 Mountain Avenue Westfield, NJ 07090	Capital Fund Support	\$7,000.00
Grand Totals (85 items)			<u>\$723,200.00</u>

UNION FOUNDATION
P.O. BOX 4470
WARREN, NEW JERSEY 07059-0470

(908) 753-2440

GUIDELINES FOR GRANTS

1. The geographic focus of the grants of Union Foundation will be Union County, New Jersey. While non-profit organizations outside of Union County may receive grants, those organizations must include with their grant proposal information and statistics showing how the work of their organization serves Union County residents or impacts them directly.
2. Grants will be focused on capital items, ranging from items of equipment to building funds, and for endowment. Grants will not be given for operating expenses, programs, current scholarships, conferences, meetings or dinners, advertisements in journals or annual funds.
3. Preference will be given to organizations with low administration expenses, that show efforts to encourage individuals to help themselves, and which make efforts to achieve a broad base of funding sources.
4. The Trustees will give primary consideration to types of organizations that the founder of our foundation might have supported. Examples of these would include:
 - a. local hospitals and health organizations;
 - b. organizations engaged in ecological endeavors, particularly land preservation and stewardship, which may be outside Union County;
 - c. educational institutions (preference will particularly be given to pre-collegiate and privately-supported institutions);
 - d. organizations that help the needy, particularly children;
 - e. historic preservation organizations;
 - f. animal welfare organizations.
5. No grants will be made to individuals; all grantees must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and qualified under Sections 509(a)(1) or 509(a)(2) of the Code. With every application, a copy of the organization's most recent Internal Revenue Service exemption letter showing the applicant's status under Section 501(c)(3) and sub-section status under Section 509(a) must be submitted. If an applicant's exemption is under a group ruling (for example, a national church group ruling), a copy of the group ruling and proof of the applicant's inclusion under it must be submitted with the application.
6. Grants will be made once a year, in November. All grant applications must be submitted no later than October 1. It is helpful for applications to be submitted earlier than the deadline date.
7. There is no specific application form to complete. Proposals should be in letter form, generally no more than four pages in length. The proposal and all supporting material must be able to be stapled with a standard stapler.