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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

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▶ 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 , 2013, and ending , 20

Name of foundation CHELSEA GROTON FOUNDATION, INC		A Employer identification number 06-1520330
Number and street (or P O box number if mail is not delivered to street address) ONE FRANKLIN SQUARE	Room/suite	B Telephone number (see instructions) (860) 823-4800
City or town, state or province, country, and ZIP or foreign postal code NORWICH, CT 06360-5825		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,312,582.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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)	114,509.	ATCH 1		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		ATCH 2
	4 Dividends and interest from securities	29,605.	29,605.		ATCH 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	232,085.			
	b Gross sales price for all assets on line 6a	528,911.			
	7 Capital gain net income (from Part IV, line 2)		232,085.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 4	28.	28.			
12 Total. Add lines 1 through 11	376,231.	261,722.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 5	3,450.	1,725.		1,725.
	c Other professional fees (attach schedule) *	4,211.	4,211.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	10,159.			
	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	17,820.	5,936.		1,725.
	25 Contributions, gifts, grants paid	150,405.			150,405.
26 Total expenses and disbursements. Add lines 24 and 25	168,225.	5,936.	0	152,130.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	208,006.				
b Net investment income (if negative, enter -0-)		255,786.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		6,585.	2,334.	2,334.
	2	Savings and temporary cash investments		70,696.	77,489.	77,489.
	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				
	10	a Investments - U S and state government obligations (attach schedule)				
		b Investments - corporate stock (attach schedule) ATCH 8		1,580,137.	1,659,560.	2,352,674.
		c Investments - corporate bonds (attach schedule) ATCH 9		755,943.	883,093.	880,085.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,413,361.	2,622,476.	3,312,582.	
Liabilities	17	Accounts payable and accrued expenses		-4,487.	-3,378.	
	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)		-4,487.	-3,378.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		2,417,848.	2,625,854.	
	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)		2,417,848.	2,625,854.	
31	Total liabilities and net assets/fund balances (see instructions)		2,413,361.	2,622,476.		

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	2,417,848.
2	Enter amount from Part I, line 27a	2	208,006.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,625,854.
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	2,625,854.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(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	232,085.	
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	0	

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	125,250.	2,476,625.	0.050573
2011	125,746.	2,421,896.	0.051920
2010	96,590.	2,257,725.	0.042782
2009	94,661.	2,009,043.	0.047117
2008	138,511.	2,300,867.	0.060199
2 Total of line 1, column (d)			2 0.252591
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 0.050518
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,953,746.
5 Multiply line 4 by line 3			5 149,217.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,558.
7 Add lines 5 and 6			7 151,775.
8 Enter qualifying distributions from Part XII, line 4 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.			8 152,130.

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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,558.
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	2,558.
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	2,558.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	5,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,442.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 2,442. Refunded <input type="checkbox"/> Refundable <input type="checkbox"/>	11	

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 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		X
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 <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> RICHARD MORELLI Telephone no <input type="checkbox"/> 860-823-4800			
	Located at <input type="checkbox"/> ONE FRANKLIN SQUARE NORWICH, CT ZIP+4 <input type="checkbox"/> 06360-5825			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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 <input type="checkbox"/>			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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.) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b**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**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
ATCH 10		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
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

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 N/A	
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	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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 2,978,318.
b	Average of monthly cash balances	1b 20,409.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 2,998,727.
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 2,998,727.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 44,981.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,953,746.
6	Minimum investment return. Enter 5% of line 5	6 147,687.

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	1 147,687.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,558.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,558.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 145,129.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 145,129.
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.	7 145,129.

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 152,130.
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.	4 152,130.
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 2,558.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 149,572.

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.

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Page **9****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				145,129.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,529.			
b From 2009				
c From 2010				
d From 2011	5,339.			
e From 2012	6,139.			
f Total of lines 3a through e	13,007.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>152,130.</u>				
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				145,129.
e Remaining amount distributed out of corpus	7,001.			
5 Excess distributions carryover applied to 2013. (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	20,008.			
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				
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 2008 not applied on line 5 or line 7 (see instructions)	1,529.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	18,479.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	5,339.			
d Excess from 2012	6,139.			
e Excess from 2013	7,001.			

Form **990-PF** (2013)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 15				
Total			▶ 3a	150,405.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

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.)

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
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[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

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.

Sign Here

Signature of officer or trustee: [Signature] Date: 5/6/14 Title: Secretary

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 <input type="checkbox"/> if self-employed	PIN
	WILLIAM R FLEMING	<i>William R Fleming</i>	05/01/2014		P00368409
	Firm's name	Firm's EIN			
	► PRICEWATERHOUSECOOPERS LLP	► 13-4008324			
	Firm's address	Firm's phone no.			
	► 185 ASYLUM STREET, SUITE 2400 HARTFORD, CT 06103-3404	860-241-7000			

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**

CHELSEA GROTON FOUNDATION, INC

Employer identification number

06-1520330

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 **CHELSEA GROTON FOUNDATION, INC**Employer identification number
06-1520330**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	CHELSEA GROTON BANK ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	\$ 108,056.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	VARIOUS @ LESS THAN \$5,000	\$ 6,453.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number
06-1520330

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,600 AUTOMATIC DATA PROCESSING TAX BASIS = \$108,056 TAX BASIS RECORDED AS BOOK VALUE FMV = \$199,911	\$ 199,911.	11/15/2013
(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
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -

Name of organization **CHELSEA GROTON FOUNDATION, INC**

Employer identification number

06-1520330

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
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

CHELSEA GROTON FOUNDATION, INC

06-1520330

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
CHELSEA GROTON BANK ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	11/15/2013	108,056.
VARIOUS @ LESS THAN \$5,000	VARIOUS	6,453.
TOTAL CONTRIBUTION AMOUNTS		<u>114,509.</u>

ATTACHMENT 2

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BROWN BROTHERS HARRIMAN MMF	4.	4.
TOTAL	<u>4.</u>	<u>4.</u>

ATTACHMENT 3

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIXED INCOME FUNDS	15,727.	15,727.
DOMESTIC EQUITY FUNDS	8,371.	8,371.
INTL EQUITY FUNDS	5,507.	5,507.
TOTAL	<u>29,605.</u>	<u>29,605.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MFS LITIGATION SETTLEMENT	28.	28.
TOTALS	<u>28.</u>	<u>28.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICewaterhouseCOOPERS	3,450.	1,725.		1,725.
TOTALS	<u>3,450.</u>	<u>1,725.</u>		<u>1,725.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY BROWN BROTHERS HARRIMAN	4,211.	4,211.
TOTALS	<u>4,211.</u>	<u>4,211.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ACCRUED EXCISE TAX	10,159.
TOTALS	<u>10,159.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DOMESTIC EQTY FDS [ATCH 16]	1,325,000.	1,149,422.	1,860,736.
INTL EQUITY FDS [ATCH 16]	255,137.	510,138.	491,938.
TOTALS	<u>1,580,137.</u>	<u>1,659,560.</u>	<u>2,352,674.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME FDS [ATCH 16]	755,943.	883,093.	880,085.
TOTALS	<u>755,943.</u>	<u>883,093.</u>	<u>880,085.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CAPITAL GAINS DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	59,567.	
255,000.		BBH CORE SELECT FUND CLASS N PROPERTY TYPE: SECURITIES 175,578.				P	VARIOUS	06/25/2013
		BBH BROAD MKT LTD DUR FD CL N PROPERTY TYPE: SECURITIES 19,009.				P	VARIOUS	VARIOUS
20,000.							991.	
54,000.		PIMCO TOTAL RETURN FD INST PROPERTY TYPE: SECURITIES 53,750.				P	12/03/2007	10/16/2013
		AUTOMATIC DATA PROCESSING PROPERTY TYPE: SECURITIES 108,056.				D	11/15/2013	11/15/2013
199,911.							91,855.	
TOTAL GAIN(LOSS)							<u>232,085.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ERIC JANNEY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
HARRY COLONIS ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
LORI-ELLEN WESOLOWSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
LAUREEN TRACEY-DUFFICY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
JEFFREY GODLEY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
ZUZANNA OLSZEWSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
MARY ELLEN JUKOSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
MICHAEL RAUH ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
ANNE WILKINSON ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
ANNE L OGDEN ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
DENISE STAPIENSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
D BEN BENOIT ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
GRAND TOTALS		0	0	0	0

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BOARD OF TRUSTEES

CHELSEA GROTON FOUNDATION
ONE FRANKLIN SQUARE
NORWICH, CT 06360
860-823-4800

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WRITTEN APPLICATION INCLUDING PROOF OF 501(C)(3) STATUS, MISSION
STATEMENT, COMPLETE BUDGET FOR PROJECT DESCRIBED, COPY OF OPERATING
BUDGET, AUDITED FINANCIAL STATEMENTS AND FORM 990.

ATTACHMENT 13

990PF, PART XV - SUBMISSION DEADLINES

GRANT APPLICATIONS SHOULD BE SUBMITTED IN THE SPRING AND FALL. AWARDS
WILL BE GRANTED SHORTLY THEREAFTER.

ATTACHMENT 14

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION SUPPORTS SCIENTIFIC, EDUCATIONAL AND CHARITABLE
ORGANIZATIONS SERVING SOUTHEASTERN CONNECTICUT.

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
2013 GRANT AWARD RECIPIENTS ATTACHED	N/A		VARIOUS	150,405.
	PC			
TOTAL CONTRIBUTIONS PAID				<u>150,405.</u>

Chelsea Groton Foundation 2013 Grant Award Recipients (Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1151	American Legion Veterans Housing, Inc.	7 South Main Street Jewett City, CT 06351	Help restore and refurbish the LaFlamme-Kusek American Legion Post #15 into a facility that will provide direct care and support of homeless military Veterans in our community	\$ 2,500.00	75-3265862 *
1372	Catholic Charities, Diocese of Norwich	331 Main Street Norwich, CT 06360	Funds will be used towards the operating budget of the Emergency Basic Needs Program which assists individuals and families during crisis with basic human needs and help them become self-sufficient to lead more stable lives.	\$ 3,500.00	06-0646609
1361	Center for Hospice Care SE CT	227 Dunham Street Norwich, CT 06360	Funds will be used to support the Special Care Fund which provides care and services to patients and families with no insurance, underinsured, unable to pay; provides therapies and services to patients; provides bereavement counseling and programs to anyone in the community even if loved one was not cared for by hospice program.	\$ 3,000.00	22-2667260
1299	Central Baptist Church	2 Union Square Norwich, CT 06360	Funds will be used toward the Supplemental Nutrition Assistance Program to help reduce food insecurity for the local population of people and children in Norwich.	\$ 2,000.00	06-0655498
1333	Child and Family Agency of SE CT	255 Hempstead Street New London, CT 06320	Funds will be used to help pay for a portion of a salary for one staff member at one of the child care centers.	\$ 1,000.00	23-7212022
1363	Children's Museum of SE CT	409 Main Street Niantic, CT 06357	Funds will be used for Science Saturdays which is an eight month program focusing on a different aspect of science.	\$ 500.00	11-2113076
1338	Chorus of Westerly	119 High Street Westerly, RI 02891	Funds will be used to fund a portion of a free community arts concert – Summer Pops 2013 – in Westerly, Rhode Island.	\$ 1,000.00	05-6019151
1336	Community Foundation of Eastern Connecticut AGENT FOR: Southeastern Connecticut Cultural Coalition	147 State Street New London, CT 06320	Funds will be used for graphic and design services for the creation of its visual identity and website.	\$ 1,000.00	06-1080097
1310	Covenant Shelter of New London, Inc.	P. O. Box 1653 New London, CT 06320	Funds will be used for 1.3 months of case management services for an average monthly case load of 47 homeless men, women, and children of which the primary purpose is to increase individual and family self-sufficiency and lower rates of homelessness recidivism.	\$ 6,000.00	06-1085545
1373	Covenant Shelter of New London, Inc.	P. O. Box 1653 New London, CT 06320 42 Jay Street New London, CT 06320	Funds will be used for 1.3 months of case management services for an average monthly case load of 47 homeless men, women, and children of which the primary purpose is to increase individual and family self-sufficiency and lower rates of homelessness recidivism.	\$ 1,000.00	06-1085545
1342	CT Radio Information System	315 Windsor Avenue Windsor, CT 06095	Funds will be used to expand outreach to people who are blind or print handicapped in catchment area by installing internet radios in 6 of the 14 assisted living and retirement homes.	\$ 500.00	06-0987696
1365	CT Storytelling Center, Inc.	270 Mohegan Avenue, Campus Box 5295 New London, CT 06320	Funds will be used to provide emergent literacy based storytelling residency for New London preschool classrooms.	\$ 500.00	06-1467199
1291	Denison Pequotsepos Nature Center, Inc.	109 Pequotsepos Road Mystic, CT 06355	Funds will be used to help purchase the Coogan Farm for conservation, environmental education, and recreation for all creating a new history and nature park in Mystic.	\$ 3,000.00	06-0884024

Chelsea Groton Foundation					
2013 Grant Award Recipients					
(Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1300	Eastern Connecticut Ballet, Inc	435 Boston Post Road East Lyme, CT 06333	Funds will be used to provide tickets for families and children at \$25 per ticket selected by 14 dedicated social service agencies, US National Guard, US Navy, and US Coast Guard who are facing financial hardships to attend The Nutcracker held at the Garde Arts Theater.	\$ 1,000.00	22-3147794
1301	Eastern Connecticut Ballet, Inc.	435 Boston Post Road East Lyme, CT 06333	Funds will be used to provide tickets for school children at \$10 per ticket to attend The Nutcracker held at the Garde Arts Theater.	\$ 1,000.00	22-3147794
1293	Eastern Connecticut Housing Opportunities, Inc	228 State Street, Suite 5 New London, CT 06320	Funds will be used to help offset cost of administering a down payment program for first-time, low-income homebuyers in New London County.	\$ 3,000.00	06-1275523
1308	Falcon Music Boosters, Inc.	101 Groton Loing Pt Rd Groton, CT 06340	Funds will be used to purchase musical equipment that will enhance the quality of music played by Fitch Falcon band musicians as well as replace other badly worn or depleted equipment.	\$ 2,000.00	06-1414798
1347	Furniture Bank of SE CT	P. O. Box 124 Gales Ferry, CT 06335 8 Monticello Court Gales Ferry, CT 06335	Funds will be used to purchase twin and full-size beds, cribs, and toddler beds for families in Southeastern Connecticut who are experiencing financial hardship.	\$ 2,000.00	55-0890897
SPOT	Greater Westerly Chamber Foundation	1 Chamber Way Westerly, RI 02891	To provide funds to small businesses in Misquamicut that were devastated by Hurricane Sandy.	\$ 2,500.00	05-0494495
1325	Lawrence & Memorial Hospital, Inc.	365 Montauk Avenue New London, CT 06320	Funds will be allocated directly to the Lawrence & Memorial Cancer Center Capital Campaign account and will help offset the cost of developing the site location, building the structure, and outfitting the facility to prepare for its opening to the public in late September, 2013.	\$ 20,000.00	06-0646704
1329	Lighthouse Voc-Ed Center, Inc.	P. O. Box 271 Old Mystic, CT 06372	Funds will be used for one month of funding for the monthly respite program for families in the southeastern Connecticut region which allows parents to be afforded respite time away from their child with special needs in an environment with trained staff who are able to provide a structured program.	\$ 600.00	06-1352951
1355	Lions Low Vision Center of Eastern CT	P. O. Box 43 Colchester, CT 06415 12 Summit Street East Hampton, CT 06424	Funds will be used for devices and aids for clients and Optician Stipend for people in New London County.	\$ 500.00	06-1362765
1315	Lyman Allyn Art Museum	625 Williams Street New London, CT 06320	Funds will be used to provide busing for students K-12 in New London public schools to attend the museum for a customized tour in their curriculum and hands-on art or writing project expanding on what was learned on the tour of the exhibitions.	\$ 1,500.00	06-0888653
1368	Malta, Inc.	20 Grove Avenue Groton, CT 06340	Funds will be used to provide food, socks, undergarments, and toiletries for year round outreach to the poor and homeless in Norwich, Groton, and New London as well as provide heat and electricity for upcoming winter to four transitional living apartments located in Groton.	\$ 3,000.00	06-1554478
1357	Martin House, Inc.	P. O. Box 857 Norwich, CT 06360 401 West Thames Street, Building 700 Norwich, CT 06360	Funds will be used to provide three nutritious meals each day, seven days a week to Martin House residents.	\$ 3,500.00	06-1064857

Chelsea Groton Foundation 2013 Grant Award Recipients (Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1344	Mitchell College	437 Pequot Avenue New London, CT 06320	Funds will be used for the Target Your Talent career development event to take place November 13, 2013 designed for Connecticut college students and high school seniors to prepare them for the professional world of work.	\$ 3,500.00	06-0662150
1295	Mystic & Noank Library	40 Library Street Mystic, CT 06355	Funds will be used to update the library's collection of non-fiction children's books to meet the Common Core State Standards.	\$ 500.00	06-0709292
1341	Mystic Area Shelter & Hospitality, Inc.	119 High Street Mystic, CT 06355	Funds will be used to support their program to divert from emergency shelter and prevent the homelessness of families with children at imminent risk of homelessness in the shoreline portion of New London County.	\$ 2,500.00	06-1536185
1327	Mystic Art Association	9 Water Street Mystic, CT 06355	Funds will be used for training of faculty and staff in First Aid, CPR and EpiPen administration so they may be better prepared to respond to emergencies in their classrooms on site and during off-site programming.	\$ 805.00	06-6000563
1366	Natchaug Hospital, Inc.	189 Storrs Road Mansfield Center, CT 06250	Funds will be used to purchase furnishings and equipment for classrooms as the Clinical Day Treatment special education program expanding at new Joshua Center Thames Valley in Norwich.	\$ 1,000.00	06-0966963
1345	New London Area Food Coalition, Inc.	106 Truman Street New London, CT 06320	Funds will be used to purchase food for clients.	\$ 1,000.00	06-1286474
1337	New London Community Meal Center, Inc.	P. O. Box 945 New London, CT 06320	Funds will be used to purchase food and supplies from local supermarkets to provide for the hungry people in the City of New London and its surround communities.	\$ 4,000.00	22-2768679
1304	New London Youth Affairs	120 Broad Street New London, CT 06320	Funds will be used for the entrepreneurship component of the Teens in Action Program which provides various opportunities including workforce development, academic enhancement, community service, leadership, and life skills to high school aged New London youth.	\$ 1,000.00	06-6001880
1369	Noank Group Homes & Support Services, Inc.	306 Thames Street Groton, CT 06340	Funds will be used to support the use of the intervention Phototherapy which has good outcomes in treating severe trauma for adolescent girls living in group homes in Noank and Ledyard having severe trauma in their lives.	\$ 1,500.00	23-7168334
1349	Noank Mystic Community Band	P. O. Box 9266 Noank, CT 06340	Funds will be used to sponsor a concert in the eighteenth annual Summer Sounds concert series taking place at the Mystic River Park between June and August of 2014.	\$ 500.00	06-1007236
1343	Norwich Community Care Team	80 Broadway Norwich, CT 06360	Funds will be used for the Shelter Diversion and Rapid Re-Housing Program which will convert dollars used to run the shelter into dollars for rental assistance for shelter diversion and rapid re-housing of homeless adults in our community.	\$ 2,500.00	06-6001888 (City of Norwich)
1297	Norwich Safety Net Team	80 Broadway Norwich, CT 06360	Funds will be used for two Safety Net Team programs: the Pharmacy Fund which provides prescriptions for people who do not have insurance or do not qualify for public medical assistance and are unable to afford their medication; and Hygiene Closet which provides hygiene times to low-income Norwich individuals and families.	\$ 1,000.00	06-6001888

Chelsea Groton Foundation					
2013 Grant Award Recipients					
(Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1313	Norwich Youth and Family Services	80 Broadway Norwich, CT 06360	Funds will be used for the Summer Jam and Learn Diversion Program which provides a safe, culturally diverse and positive atmosphere for identified at risk youth to prepare them for more positive school and community interrelations in the fall and divert their involvement in the juvenile justice system.	\$ 500.00	06-6001888
1246	Odd Fellows Home of Connecticut	Odd Fellows Home of Connecticut	Funds will be used for the land development project.	\$ 5,000.00	06-0646771
1346	OIC of New London County, Inc.	106 Truman Street New London, CT 06320	Funds will be used to support the Employment Training Program modernizing its vocational training programs to assure they are providing the most rigorous and relevant training available.	\$ 2,500.00	23-7066023
1350	Pregnancy Support Center, Inc.	32 Huntington Street New London, CT 06320	Funds will be used for the Crisis Pregnancy Program which provides education, services, and material support to women and teenage girls facing unplanned pregnancies	\$ 1,500.00	06-1287502
1319	Primera Iglesia Bautista Hispana	35 Redden Avenue New London, CT 06320	Funds will be used for programming costs of the College Access Program which aims to increase New London's number of low-income and/or first-generation student entering and completing college.	\$ 2,000.00	06-1048752
1360	Riverfront Children's Center, Inc.	476 Thames Street Groton, CT 06340	Funds will be used to purchase new equipment and learning materials for all the classrooms replacing worn and unsafe equipment in the building.	\$ 2,000.00	06-0732017
1335	S.T.E.P.S., Inc.	P. O. Box 1907 Groton, CT 06340	Funds will be used towards the book club program entitled "Cove to Cove" whose goals are to engage students in directed reading during the summer months, to encourage communication between readers and outside reads, to facilitate discussion of relevant topics in teens' lives, to analyze and evaluate literary content, to explain and support personal connections to the text, and to appreciate the writer's craft.	\$ 1,000.00	80-0193566
1324	Safe Futures, Inc.	16 Jay Street New London, CT 06320	Funds will be used to purchase new technology (laptop, projector, and two additional sets of Clickers) for the Violence is Preventable Program to ensure that every middle and high school class will be surveyed electronically without having to rely upon equipment that may or may not be present in each classroom.	\$ 4,000.00	06-0950718
1367	Safe Futures, Inc.	16 Jay Street New London, CT 06320	Funds will be used to support the costs of operating the Genesis House Emergency Shelter program for 2013-2014 program year which provides emergency shelter and supportive services to victims and children who flee from an abusive home or are at risk of homelessness due to domestic violence	\$ 2,000.00	06-0950718
1326	Shoreline Soup Kitchens	P. O. Box 804 Essex, CT 06426	Funds will be used to purchase food for distribution to needy residents of the greater New London-Norwich area through the Niantic food pantry whose goal is to provide all who attend with enough food for three meals for three days for all members in a registered family's household	\$ 2,500.00	06-1412728
1253	Southeastern Council of Alcoholism & Drug Dependence (SCADD)	37 Camp Mooween Road Lebanon, CT 06249	Used for complete remodel and renovation of kitchen located in Altruism House.	\$ 2,500.00	06-0860926 **
1359	St. Vincent de Paul Place Norwich, Inc.	120 Cliff Street Norwich, CT 06360	Funds will be used to purchase food and supplies for the Served-Meals Program which provides breakfast and a mid-day main meal to anyone in need.	\$ 3,500.00	06-0687373

Chelsea Groton Foundation					
2013 Grant Award Recipients					
(Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1298	Thames Area Citizen Advocacy Program, Inc.	80 Broadway Norwich, CT 06360	Funds will be used for the advocate/protégé relationship which has resulted in improved involvement with other fellow residents and activities, better access to community healthcare, and allows the residents to stay healthier longer.	\$ 500.00	06-1279023
1358	Thames River Community Service, Inc.	One Thames River Place Norwich, CT 06360	Funds will be used to meet rising expenses that cannot be passed on to residents of low income who they serve.	\$ 2,500.00	22-3096914
1322	The Arc New London County	125 Sachem Street Norwich, CT 06360	Funds will be used for the new Aquaponics System which is an innovative new training program in the field of agricultural science where people will participate in the construction and implementation of this microbusiness in learning specialized skills that will make them stand out from the average worker and increase their marketability in the community.	\$ 2,000.00	06-6010477
1370	The Arc of New London County	125 Sachem Street Norwich, CT 06360	Funds will be used toward the retrofitting of an unused garage to house the Aquaponics System at the Employment Transition Center.	\$ 500.00	06-6010477
1294	United Cerebral Palsy of Eastern Connecticut	42 Norwich Road Quaker Hill, CT 06375	Funds will be used for operating costs associated with the Disability Support Program which provides support to under-served families who otherwise would receive little to no assistance in identifying and coordinating disability related services.	\$ 4,000.00	06-0792820
1354	United Cerebral Palsy of Eastern CT	42 Norwich Road Quaker Hill, CT 06375	Funds will be used for operating costs associated with the Disability Support Program which provides support to under-served families who would receive little to no assistance in identifying and coordinating disability related services.	\$ 1,000.00	06-0792820
1348	United Community & Family Services	47 Town Street Norwich, CT 06360	Funds will be used for Adult day services designed to serve adults who are socially isolated, physically or cognitively impaired and in need of daytime supervision.	\$ 1,000.00	06-0653142
1352	United Way of SE CT	P O Box 429 New London, CT 06320 374 Broad Street New London, CT 06320	Funds will be used to partially fund the mobile food pantry deployment expansion plan for 2013-2014 purchasing perishable and healthful foods for distribution.	\$ 3,000.00	06-0771393
1306	United Way of Southeastern Connecticut	P. O. Box 375 Gales Ferry, CT 06335	Funds will be used to purchase nutritional food in order to support the Gemma E. Moran United Way Labor Food Center who distributes food to the 96 programs servicing those in need in New London County.	\$ 3,500.00	06-0771393
1320	Visiting Nurse Association of SE CT	403 Frontage Road Waterford, CT 06385	Funds will be used to help underwrite the costs of the Free and Subsidized Homecare Program which supports medically fragile members of the community who have insufficient resources to pay for their care and who meet the financial criteria for residents of New London and Montville.	\$ 3,000.00	06-0646616
1220	Waterford Country School, Inc.	P. O. Box 408 Quaker Hill, CT 06375	Funds will be used help construct a new multi-purpose facility, the Otto Graham Gymnasium.	\$ 5,000.00	06-0861862
1312	Westerly Area Rest Meals – WARM Inc	56 Spruce Street Westerly, RI 02891	Funds will be used to help pay the salary of WARM's Food Services Coordinator who manages the soup kitchen.	\$ 1,500.00	22-2887878
1353	Westerly Area Rest Meals-WARM, Inc.	56 Spruce Street Westerly, RI 02891	Funds will be used to help pay the salary of WARM's Food Services Coordinator who manages the soup kitchen.	\$ 1,500.00	22-2887878
1356	Wheeler School and Library	P. O. Box 217 N. Stonington, CT 06359 101 Main Street N. Stonington, CT 06359	Funds will be used for an one hour enrichment program for North Stonington Elementary School students that supports their grade and curriculum.	\$ 1,500.00	06-0728869

Chelsea Groton Foundation					
2013 Grant Award Recipients					
(Funds awarded Spring & Fall 2013)					
Grant #	Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
1249	William W. Backus Hospital	326 Washington Street Norwich, CT 06360	Used toward Community Connections Campaign, new Backus Plainfield Emergency Care Center, MyHealthDirect, Backus Community CareVan, and Targeted Care.	\$ 5,000.00	06-0250773 ***
*	\$20,000 payable over 5 year period				
	American Legion Veterans Housing 3rd installment		TOTAL	\$150,405.00	
	Odd Fellows Home of Connecticut 2nd installment				
	Waterford Country School, Inc. 2nd installment				
**	\$2,500 2nd installment				
***	\$5,000 2nd installment				

CHELSEA GROTON BANK
INVESTMENT PORTFOLIO ACCOUNTING 7.70

LAST INTEREST ACCRUAL DATE: 12/31/2013

SECURITY ID/LOT NO. PORTFOLIO: FOUN	DESCRIPTION	FAS115 CLASS	MATURITY/ CALL DATE	PAR VALUE	BOOK VALUE	MARKET VALUE	MARKET GAIN/LOSS	MARKET DATE
SECURITY TYPE: F_DOMEQ								
05528X604/002	BBH CORE SELECT FUND CLASS N	AFS	12/31/9999	574,421.83	574,421.83	913,270.89	338,849.06	12/31/2013
05528X604/003	BBH CORE SELECT FUND CLASS N	AFS	12/31/9999	500,000.00	500,000.00	832,684.83	332,684.83	12/31/2013
543069207/001	LONGLEAF PARTNERS SMALL CAP FUND	AFS	12/31/9999	75,000.00	75,000.00	114,780.77	39,780.77	12/31/2013
TOTAL FOR SECURITY TYPE F_DOMEQ				1,149,421.83	1,149,421.83	1,860,736.49	711,314.66	
SECURITY TYPE: F_FXDINC								
05528X802/001	BBH BROAD MARKET/LTD DURATION FUND	AFS	12/31/9999	30,303.97	30,303.97	31,714.89	1,410.92	12/31/2013
05528X802/002	BBH BROAD MARKET/LTD DURATION FUND	AFS	12/31/9999	40,000.00	40,000.00	41,401.36	1,401.36	12/31/2013
05528X802/003	BBH BROAD MARKET/LTD DURATION FUND	AFS	12/31/9999	35,000.00	35,000.00	35,238.55	238.55	12/31/2013
05528X802/004	BBH BROAD MARKET/LTD DURATION FUND	AFS	12/31/9999	201,305.90	201,305.90	200,144.52	-1,161.38	12/31/2013
05528X802/005	BBH BROAD MARKET/LTD DURATION FUND	AFS	12/31/9999	199,910.00	199,910.00	199,331.62	-578.38	12/31/2013
693390700/001	PIMCO TOTAL RETURN FUND INST	AFS	12/31/9999	256,573.51	256,573.51	254,904.39	-1,669.12	12/31/2013
693390700/002	PIMCO TOTAL RETURN FUND INST	AFS	12/31/9999	75,000.00	75,000.00	73,893.98	-1,106.02	12/31/2013
693390700/003	PIMCO TOTAL RETURN FUND INST	AFS	12/31/9999	45,000.00	45,000.00	43,455.29	-1,544.71	12/31/2013
TOTAL FOR SECURITY TYPE F_FXDINC				883,093.38	883,093.38	880,084.60	-3,008.78	
SECURITY TYPE: F_INTEQ								
05528X307/002	BBH INTERNATIONAL EQUITY FUND	AFS	12/31/9999	220,909.06	220,909.06	186,208.72	-34,700.34	12/30/2013
77956H500/001	T ROWE PRICE INTL FDS NEW ASIA	AFS	12/31/9999	34,228.55	34,228.55	38,402.13	4,173.58	12/31/2013
77956H500/002	T ROWE PRICE INTL FDS NEW ASIA	AFS	12/31/9999	55,000.00	55,000.00	58,860.28	3,860.28	12/31/2013
921943106/001	AIT GLOBAL EMERGING MARKETS	AFS	12/31/9999	200,000.00	200,000.00	208,466.82	8,466.82	12/31/2013
TOTAL FOR SECURITY TYPE F_INTEQ				510,137.61	510,137.61	491,937.95	-18,199.66	
TOTAL FOR FAS 115 CLASS AFS				2,542,652.82	2,542,652.82	3,232,759.04	690,106.22	
TOTAL FOR PORTFOLIO FOUN				2,542,652.82	2,542,652.82	3,232,759.04	690,106.22	