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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BLUESTONE FOUNDATION		A Employer identification number 06-1527223	
Number and street (or P O box number if mail is not delivered to street address) CUMMINGS LOCKWOOD PO BOX 271820		B Telephone number (see instructions) (860) 313-4930	
City or town, state or province, country, and ZIP or foreign postal code WEST HARTFORD, CT 061271820		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,366,342		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	24,937			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,343	18,343		
	4 Dividends and interest from securities.	77,492	77,492		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	37,555			
	b Gross sales price for all assets on line 6a 295,499				
	7 Capital gain net income (from Part IV , line 2) . . .		37,555		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	158,327	133,390		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,524	7,524		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,858	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	155	155		0
	24 Total operating and administrative expenses. Add lines 13 through 23	9,537	7,679		0
	25 Contributions, gifts, grants paid	99,000			99,000
	26 Total expenses and disbursements. Add lines 24 and 25	108,537	7,679		99,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	49,790			
	b Net investment income (if negative, enter -0-)		125,711		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	61,819	66,669	66,669
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,634,483	1,693,019	1,994,670
	c	Investments—corporate bonds (attach schedule).	301,245	287,649	305,003
	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)	1,997,547	2,047,337	2,366,342	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,997,547	2,047,337	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,997,547	2,047,337	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,997,547	2,047,337		

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 1,997,547
2	Enter amount from Part I, line 27a	2 49,790
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 2,047,337
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,047,337

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	37,555
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	88,500	2,123,899	0 041669
2011	90,000	1,939,884	0 046395
2010	89,280	1,724,646	0 051767
2009	81,969	1,530,529	0 053556
2008	99,215	1,817,644	0 054584

2	Total of line 1, column (d).	2	0 247971
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 049594
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,309,008
5	Multiply line 4 by line 3.	5	114,513
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,257
7	Add lines 5 and 6.	7	115,770
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	99,000

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,514
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	2,514
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	2,514
6		Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,098		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	416		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	2,514
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	0
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PAUL L BOURDEAU ESQ Telephone no ▶(860) 313-4930 Located at ▶CUMMINGS LOCKWOOD PO BOX 271820 W HRTFD CT ZIP +4 ▶061271820			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		☒		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER LAPHAM	TRUSTEE 0 00	0	0	0
CUMMINGS LOCKWOOD PO BOX 271820 WEST HARTFORD, CT 06127				
PENELOPE LAPHAM	TRUSTEE 0 00	0	0	0
CUMMINGS LOCKWOOD PO BOX 271820 WEST HARTFORD, CT 06127				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,239,675
b	Average of monthly cash balances.	1b	104,496
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,344,171
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,344,171
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,163
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,309,008
6	Minimum investment return. Enter 5% of line 5.	6	115,450

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	115,450
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,514
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,514
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,936
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	112,936
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	112,936

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	99,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	99,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	99,000
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				112,936
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			53,073	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 99,000				
a Applied to 2012, but not more than line 2a			53,073	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				45,927
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				67,009
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	99,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes

☒ No

b

If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

2014-05-27

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name

CAROL J DEROSIER

Preparer's Signature

Date

Check if self-employed

☐

PTIN

P01246704

Firm's name

CUMMINGS & LOCKWOOD LLC

Firm's EIN

06-0312590

Firm's address

PO BOX 271820 WEST HARTFORD, CT 06127

Phone no

(860) 313-4926

Form 990-PF (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
\$ 70,000 GENWORTH FINANCIAL INC GUARNT 4 95% 10/1/15	P	2012-09-18	2013-09-16
HARTFORD FINANCIAL SERVICES - CASH IN LIEU	P	2011-01-24	2013-04-09
ZOETIS INC - CASH IN LIEU	P	2012-04-05	2013-07-03
\$ 20,000 MERRILL LYNCH & CO NOTES GLB 5 4% 2/5/2013	P	2011-09-27	2013-02-05
600 SHS BARRICK GOLD CORPORATION	P	2010-09-14	2013-03-12
450 SHS EXXON MOBIL CORP	P	2002-03-14	2013-05-06
300 SHS INTERNATIONAL BUSINESS MACHINES	P	2000-09-15	2013-10-18
150 SHS INTERNATIONAL BUSINESS MACHINES	P	2008-03-25	2013-10-18
1,000 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2003-06-06	2013-05-08
500 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2004-03-17	2013-05-08
400 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2005-09-27	2013-05-08
300 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2005-09-27	2013-05-08
200 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2008-01-02	2013-05-08
100 SHS JPM CHASE CAP TR XI CLD CUM DEF 5 875% 6/15/2033	P	2008-01-02	2013-05-08
PPL CORPORATION - CASH IN LIEU	P	2013-07-09	2013-07-09
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
76,140		74,301	1,839
11		12	-1
8		6	2
20,000		20,041	-41
17,334		27,639	-10,305
40,279		19,453	20,826
51,659		37,823	13,836
25,830		17,866	7,964
25,000		25,000	0
12,500		12,570	-70
10,000		9,848	152
7,500		7,379	121
5,000		3,999	1,001
2,500		1,999	501
7		8	-1
1,731			1,731

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,839
			-1
			2
			-41
			-10,305
			20,826
			13,836
			7,964
			0
			-70
			152
			121
			1,001
			501
			-1
			1,731

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ACLU FOUNDATION 125 BROAD ST 18TH FL NEW YORK,NY 10004	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ARCHITECTURE FOR HUMANITY 695 MINNA STREET SAN FRANCISCO,CA 94103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
AUDUBON SOCIETY OF RHODE ISLAND OFFICE OF ADVANCEMENT 12 SANDERSON RD SMITHFIELD,RI 02917	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
BLOCK ISLAND CONSERVANCY PO BOX 84 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
BLOCK ISLAND EARLY LEARNING CENTER 266 BROAD STREET MILFORD,CT 06460	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
BLOCK ISLAND HEALTH SERVICES PO BOX 919 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
BLOCK ISLAND HISTORICAL SOCIETY PO BOX 79 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,000
BLOCK ISLAND VOLUNTEER FIRE & RESCUE DEPARTMENT PO BOX 781 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
CASA OF DOUGLAS COUNTY INC 1000 SE STEPHENS ST ROSEBURG,OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,000
CASCADE FOOTHILLS LIBRARY PO BOX 12 DEXTER,OR 97431	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CENTER FOR WOODEN BOATS 1010 VALLEY ST SEATTLE,WA 98109	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN,MT 59771	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
CHESTNUT HILL HISTORIC SOCIETY 8708 GERMANTOWN AVE PHILADELPHIA,PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
CORNELL LAB OF ORINTHOLOGY (CORNELL UNIVERSITY) 377 PINE TREE ROAD ITHACA,NY 14850	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
Total  3a				99,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DIGNITY HOUSING (DIGNITY & FAIRNESS FOR THE HOMELESS HOUSING DEVELOPMENT) 5227-R GERMANTOWN AVENUE PHILADELPHIA,PA 19144	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2D FLOOR NEW YORK,NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
DOUGLAS COUNTY CHILDREN'S CENTER INC 256 SE STEPHENS ROSEBURG,OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
DOUGLAS COUNTY LIBRARY FOUNDATION 1409 NE DIAMOND LAKE BLVD ROSEBURG,OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	4,000
DOUGLAS COUNTY LOW COST VETERINARY SERVICES 545 W UMPQUA ST SUITE 2 ROSEBURG,OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
DOUGLAS COUNTY MUSEUM FOUNDATION 123 MUSEUM DRIVE ROSEBURG,OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK,NY 10010	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
EUGENE FAMILY YMCA 2055 PATTERSON STREET EUGENE,OR 97405	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
FOOD FOR LANE COUNTY 770 BAILEY HILL RD EUGENE,OR 97402	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
FRIENDS OF DOUGLAS COUNTY 577 MODE RD UMPQUA,OR 97486	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
FRIENDS OF ISLAND FREE LIBRARY (BLOCK ISLAND FREE LIBRARY) PO BOX 1830 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
FRIENDS OF THE WISSAHICKON 8708 GERMANTOWN AVE PHILADELPHIA,PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
WINTERTHUR MUSEUM INC ROUTE 52 WINTERTHUR,DE 19735	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
FRIENDS PEACE TEAMS (AGLI) 1001 PARK AVE ST LOUIS,MO 63104	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
GARDEN CONSERVANCY INC PO BOX 219 COLD SPRING,NY 10516	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
Total  3a				99,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GREEN TREE COMMUNITY HEALTH FOUNDATION CHESTNUT HILL HEALTH CARE FOUNDATION 6 EAST WILLOW GROVE AVENUE PHILADELPHIA,PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE 10TH FLOOR NEWYORK,NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
HIV ALLIANCE 1966 GARDEN AVE EUGENE,OR 97403	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
LEAGUE OF WOMEN VOTERS-EDUCATIONAL FUND 436 7TH AVENUE SUITE 350 PITTSBURGH,PA 15219	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
MANOMET PO BOX 1770 MANOMET,MA 02345	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
MORRIS ARBORETUM OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET SUITE 305 PHILADELPHIA,PA 19104	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
NATIONAL PARKS CONSERVATION ASSOC 777 6TH STREET NW SUITE 700 WASHINGTON,DC 20001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
NATURAL RESOURCES DEFENSE COUNCIL (NRDC) 40 WEST 20TH ST NEWYORK,NY 10011	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
NEW CANAAN HISTORICAL SOCIETY 13 OENOK RIDGE NEW CANAAN,CT 06840	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
OREGON WILD (OREGON NATURAL RESOUCES COUNCIL FUND) 5825 N GREELEY AVENUE PORTLAND,OR 97217	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA,PA 19148	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
PLEASANT HILL FOUNDATION PO BOX 636 PLEASANT HILL,OR 97455	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
POPULATION CONNECTION 2120 L STREET NW SUITE 500 WASHINGTON,DC 20037	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
PRESERVATION ALLIANCE FOR GREATER PHILADELPHIA 1616 WALNUT ST SUITE 1620 PHILADELPHIA,PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
RHODE ISLAND NATURAL HISTORY SURVEY (RINHS) PO BOX 1858 KINSGTON,RI 02881	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	5,000
Total  3a				99,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STUDENT CONSERVATION ASSOCIATION (SCA) 4245 NORTH FAIRFAX DRIVE SUITE 825 ARLINGTON,VA 22203	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
SUNRISE ENTERPRISES OF ROSEBURG INC 4880 GRANGE RD PMB 51 ROSEBURG,OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
THE NATURE CONSERVANCY OF BLOCK ISLAND PO BOX 84 BLOCK ISLAND,RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,500
THE SCHUYLKILL CENTER FOR ENVIRONMENTAL EDUCATION 8480 HAGYS MILL ROAD PHILADELPHIA,PA 19128	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
UMPQUA ACTORS COMMUNITY THEATRE INC (UACT) PO BOX 839 ROSEBURG,OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
UMPQUA VALLEY ARTS ASSOCIATION (UVAA) 1624 W HARVARD AVENUE ROSEBURG,OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
UNIVERSITY OF THE ARTS 320 S BROAD STREET PHILADELPHIA,PA 19102	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
WAVENY CARE CENTER 3 FARM RD NEW CANAAN,CT 06840	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
WHYY INC 150 NORTH SIXTH STREET PHILADELPHIA,PA 19106	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
WOODMERE ART MUSEUM INC 9201 GERMANTOWN AVE PHILADELPHIA,PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
WORLD WILDLIFE FUND 1250 TWENTY-FOURTH ST NW WASHINGTON,DC 20037	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX,NY 10460	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX,NY 10460	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
CHESTNUT HILL FRIENDS MEETINGHOUSE PROJECT 100 E MERMAID LANE PHILADELPHIA,PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
BARNES FOUNDATION 300 NORTH LATCHS LANE MERION STATION,PA 190661729	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
Total  3a				99,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREENER PARTNERS 3215 STUMP HILL ROAD COLLEGEVILLE,PA 19426	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
MCKENZIE RIVER TRUST 1245 PEARL STREET EUGENE,OR 97401	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ARDEN THEATRE COMPANY 40 N2ND STREET PHILADELPHIA,PA 19106	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CALDERA 224 NW13TH AVE STE 304 PORTLAND,OR 97209	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CASA DE BELEN PO BOX 1021 ROSEBURG,OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CONNECTICUT RIVER WATERSHED COUNCIL INC 15 BANK ROW GREENFIELD,MA 01301	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
RARE 1310 N COURTHOUSE ROAD SUITE 110 ARLINGTON,VA 22201	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
SOUTH DOUGLAS FOOD BANK PO BOX 470 RIDDLE,OR 97469	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
PRO-BONE-O PO BOX 1823 EUGENE,OR 97440	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
CLOVIS BOTANICAL GARDEN COMMITTEE INC 1865 HERNDON AVE STE K CLOVIS,CA 93611	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
Total  3a				99,000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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 THE BLUESTONE FOUNDATION	Employer identification number 06-1527223
--	--

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 foundation

Check 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 33¹/₃% 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 for 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 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 990PF, 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 THE BLUESTONE FOUNDATION	Employer identification number 06-1527223
---	---

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
<u>1</u>	LAPHAM CHARITABLE LEAD UNITRUST CUMMINGS LOCKWOOD PO BOX 271820 WEST HARTFORD, CT 06127 	\$ 24,937	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE BLUESTONE FOUNDATION	Employer identification number 06-1527223
---	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(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 THE BLUESTONE FOUNDATION	Employer identification number 06-1527223
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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 <i>exclusively</i> 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
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

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

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

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

**TY 2013 Investments Corporate
Bonds Schedule****Name:** THE BLUESTONE FOUNDATION**EIN:** 06-1527223

Name of Bond	End of Year Book Value	End of Year Fair Market Value
\$100,000 CBS CORP DEBENTURE 7.875% 9/1/2023	107,054	117,969
\$50,000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	49,235	54,189
\$50,000 GTE CA INC DEB 6.75% 5/15/27	50,614	52,675
\$40,000 GENERAL ELEC CAP CORP SRN NOTE 4.25% 8/15/2022	40,860	40,000
\$40,000 BANK OF AMERICA CORP 4.1% 7/24/2023	39,886	40,170

TY 2013 Investments Corporate

Stock Schedule

Name: THE BLUESTONE FOUNDATION

EIN: 06-1527223

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS ALTRIA GROUP INC	48,850	76,780
2,000 SHS AMERICAN FINANCIAL GROUP	50,998	50,700
1,700 SHS ARES CAPITAL CORP	29,732	30,209
300 SHS AT&T INC	8,388	10,548
200 SHS AT&T INC	5,594	7,032
1,000 SHS AT&T INC	24,958	35,160
600 SHS BAXTER INTERNATIONAL INC	32,512	41,730
600 SHS EMERSON ELECTRIC CO	35,002	42,108
200 SHS EMERSON ELECTRIC CO	9,080	14,036
600 SHS GENERAL ELECTRIC	23,617	16,818
600 SHS GENERAL ELECTRIC	30,138	16,818
1,000 SHS GENERAL ELECTRIC	36,158	28,030
1,300 SHS HEALTH CARE REIT INC	59,378	69,641
150 SHS IBM	17,873	28,136
200 SHS IBM	21,883	37,514
200 SHS JOHNSON & JOHNSON	9,340	18,318
400 SHS JOHNSON & JOHNSON	20,179	36,636
400 SHS MCDONALD'S CORP	22,103	38,812
300 SHS MCDONALD'S CORP	22,435	29,109
100 SHS NEXTERA ENERGY INC	4,735	8,562
200 SHS NEXTERA ENERGY INC	9,461	17,124
300 SHS NEXTERA ENERGY INC	14,195	25,686
400 SHS NEXTERA ENERGY INC	22,881	34,248
200 SHS NEXTERA ENERGY INC	11,169	17,124
450 SHS PEPSICO INC	29,913	37,323
150 SHS PEPSICO INC	9,537	12,441
500 SHS SPECTRA ENERGY CORP	13,730	17,810
624 SHS SPECTRA ENERGY CORP	11,794	22,227
156 SHS SPECTRA ENERGY CORP	3,525	5,557
1,400 SHS AMEX TECHNOLOGY SELECT SPDR	36,989	50,036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,209 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	23,158	16,527
1,500 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	22,907	20,505
500 SHS BLACKROCK ENHANCED CAPITAL & INCOME FD	7,642	6,835
2,278.705 SHS BLACKROCK GLOBAL OPPORT FD	23,097	33,451
2,000 SHS TEMPLETON EMRG MKT INC FD	28,587	27,300
3,000 SHS TEMPLETON GLOBAL INCOME	28,776	23,850
1,200 SHS WESTERN ASSET INVT GRADE DEFINED OPPORTUNITY TR	25,190	24,240
350 SHS WESTERN ASSET INV GRADE DEFINED OPPORTUNITY TR	7,548	7,070
100 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	2,322	25
900 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	18,833	225
350 SHS ABBOTT LABS	10,413	13,415
1,900 SHS. ARES CAPITAL CORP SENIOR NOTES 5.875% DUE 10/1/2022	47,903	47,310
430 SHS. DEERE CO	35,736	39,272
700 SHS. DIGITAL RLTY TR INC	48,996	34,384
250 SHS. EXXON MOBIL	21,806	25,300
400 SHS. HOME PROPERTIES INC.	25,728	21,448
300 SHS. KIMBERLY CLARK	25,243	31,338
250 SHS. PHILLIPS 66	7,406	19,283
250 SHS. PHILLIPS 66	7,237	19,283
2,000 SHS. QWEST CORPORATION	50,953	43,880
300 SHS. ROCKWELL AUTOMATION INC	23,932	35,448
1,000 SHS. SECTOR SPDR UTILITIES	37,542	52,260
400 SHS. STRYKER CORP	22,167	30,056
1,500 SHS. TEMPLETON EMERG MKT	25,223	20,475
1,150 SHS. WESTERN ASSET INV GRADE	25,187	23,230
2,200 SHS. WACHOVIA PFD FUNDING PERPETUAL SERIES A 7.25% PFD	62,196	54,978
350 SHS. ABBVIE INC	11,292	18,483
200 SHS. APPLE INC.	97,885	112,204
350 SHS. AUTOMATIC DATA PROC	26,370	28,280
750 SHS. EXXON MOBIL	32,423	75,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,300 SHS. FORD MOTOR CO	17,481	20,059
1,657 SHS. HARTFORD FINL SVCS GROUP	47,607	60,033
50 SHS. IBM	5,956	9,378
200 SHS. KIMBERLY CLARK	18,206	20,892
928 SHS. PFIZER INC.	20,970	28,425
870 SHS. PPL CORPORATION	28,563	26,178
1,400 SHS. PUB SVC ENTERPRISE GRP	42,770	44,856
71 SHS. ZOETIS INC.	1,621	2,321

TY 2013 Legal Fees Schedule

Name: THE BLUESTONE FOUNDATION

EIN: 06-1527223

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUMMINGS & LOCKWOOD LLC, LEGAL FEES	7,524	7,524		0

TY 2013 Other Expenses Schedule

Name: THE BLUESTONE FOUNDATION

EIN: 06-1527223

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH CMA FEE	155	155		0

TY 2013 Substantial Contributors Schedule

Name: THE BLUESTONE FOUNDATION

EIN: 06-1527223

Name	Address
LAPHAM CHARITABLE LEAD UNITRUST	CUMMINGS LOCKWOOD PO BOX 271820 WEST HARTFORD, CT 061271820

TY 2013 Taxes Schedule**Name:** THE BLUESTONE FOUNDATION**EIN:** 06-1527223

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TREASURY, ESTIMATED TAX FOR 2013 FORM 990PF	1,840	0		0
FOREIGN TAX WITHHELD	18	0		0