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

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation CHESTER KITCHINGS FAMILY FOUNDATION			A Employer identification number 06-6044228	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 309		Room/suite	B Telephone number (see instructions) (404) 813-9304	
City or town ESSEX	State CT	ZIP code 06426		
Foreign country name		*Foreign province/state/county	Foreign postal code	
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			C If exemption application is pending, check here ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 57,890,643		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,585,735	1,531,613		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	910,112			
	b Gross sales price for all assets on line 6a 9,435,774				
	7 Capital gain net income (from Part IV, line 2)		910,112		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	26,883	26,883			
12 Total. Add lines 1 through 11	2,522,730	2,468,608	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	302,256	151,128		151,128
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	49,382	6,079		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	265	265		
	24 Total operating and administrative expenses. Add lines 13 through 23	351,903	157,472	0	151,128
	25 Contributions, gifts, grants paid	2,506,000			2,506,000
26 Total expenses and disbursements. Add lines 24 and 25	2,857,903	157,472	0	2,657,128	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-335,173				
b Net investment income (if negative, enter -0-)		2,311,136			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,665,952	938,910	938,910
	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)	15,114,331	20,359,801	43,057,920
	c Investments—corporate bonds (attach schedule)	4,334,694	3,834,694	4,254,836
	11 Investments—land, buildings, and equipment: basis			
Liabilities	Less: accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	12,794,887	8,441,286	9,638,978
	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)	33,909,864	33,574,691	57,890,644
	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	33,909,864	33,574,691	
	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)	33,909,864	33,574,691	
	31 Total liabilities and net assets/fund balances (see instructions)	33,909,864	33,574,691	

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	33,909,864
2	Enter amount from Part I, line 27a	2	-335,173
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	33,574,691
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	33,574,691

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	910,112
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No

(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	2,628,101	49,687,430	0.052893
2011	2,418,535	48,454,317	0.049914
2010	2,437,922	45,175,818	0.053965
2009	1,997,972	40,966,986	0.048770
2008	2,098,165	49,018,862	0.042803

2 Total of line 1, column (d)	2	0.248345
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	0.049669
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	53,094,919
5 Multiply line 4 by line 3	5	2,637,172
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,111
7 Add lines 5 and 6	7	2,660,283
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	2,657,128

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	46,223	
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	46,223	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	46,223	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	42,490	
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	42,490	
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	3,733	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (404) 813-9304 Located at ▶ 303 PEACHTREE STREET 15TH FLOOR ATLANTA GA ZIP+4 ▶ 30308			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? ☐ Yes ☒ No If "Yes," list the years ▶ 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	N/A
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		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4b	X

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 Organizations relying on a current notice regarding disaster assistance check here ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No If "Yes," attach the statement required by Regulations section 53.4945–5(d) 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	<table border="1"> <tr> <td style="width: 100px; height: 100px;"></td> <td style="width: 100px; height: 100px;"></td> <td style="width: 100px; height: 100px;"></td> </tr> <tr> <td>5b</td> <td>N/A</td> <td></td> </tr> <tr> <td>6b</td> <td></td> <td>X</td> </tr> <tr> <td>7b</td> <td>N/A</td> <td></td> </tr> </table>				5b	N/A		6b		X	7b	N/A	
5b	N/A												
6b		X											
7b	N/A												

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
CHESTER W. KITCHINGS, JR P.O. BOX 1310 NEW LONDON, CT 06320	TRUSTEE AS REQ'D	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 ▶

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
SUNTRUST BANKS, INC. 303 PEACHTREE STREET 15TH FLOOR, ATLANTA, GA 30308	CHARITABLE/INVESTMENT MGM	302,256
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 NONE	
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	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	53,194,131
b	Average of monthly cash balances	1b	709,340
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	53,903,471
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	53,903,471
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	808,552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,094,919
6	Minimum investment return. Enter 5% of line 5	6	2,654,746

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	2,654,746
2a	Tax on investment income for 2013 from Part VI, line 5	2a	46,223
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46,223
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,608,523
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,608,523
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	2,608,523

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	2,657,128
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	2,657,128
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,657,128

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				2,608,523
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010	208,271			
d From 2011	29,057			
e From 2012	189,437			
f Total of lines 3a through e	426,765			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,657,128				
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				2,608,523
e Remaining amount distributed out of corpus	48,605			
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	475,370			
b Prior years' undistributed income. Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	475,370			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	208,271			
c Excess from 2011	29,057			
d Excess from 2012	189,437			
e Excess from 2013	48,605			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)**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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1** Information Regarding Foundation Managers:**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines.**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	2,506,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,585,735	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	910,112	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a OTHER INCOME			14	26,883	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		2,522,730	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,522,730

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHILD AND FAMILY AGENCY OF SOUTHEASTERN CONNECTICUT INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 60,000

Name

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 105,000

Name

CONNECTICUT RIVER FOUNDATION AT STEAMBOAT DOCK INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ANNUAL FUND / LAY HOUSE FUND			Amount 60,000

Name

CONNECTICUT RIVER WATERSHED COUNCIL INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution WEBSITE / UNRESTRICTED GIFT			Amount 15,000

Name

JUDY DWORIN PERFORMANCE PROJECT INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 12,000

Name

MYSTIC SEAPORT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 150,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PLANNED PARENTHOOD OF SOUTHEASTERN NEW ENGLAND INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution NEW LONDON FUND FOR ACCESS			Amount 40,000

Name

WORLD OCEAN SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ANNUAL FUND / LAY HOUSE FUND			Amount 25,000

Name

BIG BROTHERS-BIG SISTERS OF SOUTHEASTERN CONNECTICUT INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 15,000

Name

CONNECTICUT COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution SCHOLARSHIP			Amount 30,000

Name

ESSEX LIBRARY ASSOCIATION, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 20,000

Name

HOSPICE OF SOUTHEASTERN CT, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution HOSPICE RESIDENCE			Amount 75,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

OCEAN REEF FOUNDATION, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 40,000

Name

READY TO GROW INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution BOOKS FOR BABIES PROGRAM			Amount 15,000

Name

SEA RESEARCH FOUNDATION, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution OUTREACH PROGRAMMING			Amount 25,000

Name

THE TRUST FOR PUBLIC LAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CAMPAIGN TO SAVE COOGAN FARM			Amount 50,000

Name

YOUNG AUDIENCES OF CONNECTICUT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution WEBSITE MARKETING MATERIALS			Amount 5,000

Name

CAPPELLA CANTORUM INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CONCERT PRODUCTION			Amount 5,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY FOUNDATION OF SOUTHEAST CONNECTICUT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 260,000

Name

COMMUNITY MUSIC SCHOOL INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution SCHOLARSHIP / MUSIC THERAPY			Amount 10,000

Name

CONNECTICUT LEAGUE OF CONSERVATION VOTERS EDUCATION FUND INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution TRANSPORTATION PROGRAM			Amount 12,000

Name

DR MARTIN LUTHER KING SCHOLARSHIP TRUST FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution SCHOLARSHIP			Amount 30,000

Name

JENNINGS ELEMENTARY SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution JAZZ OUTREACH PROGRAM			Amount 20,000

Name

GARDE ARTS CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 70,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HARRIET U ALLYN TEST TR

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

25,000

Name

JAZZREACH PERFORMING ART & EDUCATION ASSOCIATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

LYME ACADEMY OF FINE ARTS INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

BFA SCHOLARSHIP

Amount

20,000

Name

OLD LYME LAND TRUST INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

OLD LYME-PHOEBE GRIFFIN NOYES LIBRARY ASSN

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

15,000

Name

QUEBEC LABRADOR FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

SOUNDS CONSERVANCY PROGRAM

Amount

50,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TRIBUTARY MILL CONSERVANCY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

20,000

Name

UNIVERSITY OF HARTFORD

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

HARTT SCHOOL

Amount

5,000

Name

AMERICAN MUSEUM OF NATURAL HISTORY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GRAET GULL ISLAND PROJECT

Amount

20,000

Name

AVERY-COPP MUSEUM INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

BRING OUR MUSIC BACK INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

2013 CONCERT SEASON

Amount

10,000

Name

CONNECTICUT SPORTS FOUNDATION AGAINST CANCER INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ECSU FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution NEW LONDON HS SCHOLARSHIP			Amount 12,000

Name

FRIENDS OF CHRIST IN INDIA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution SURGICAL CAMP MISSION			Amount 5,000

Name

LAWRENCE AND MEMORIAL HOSPITAL INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 26,000

Name

LYME LAND CONSERVATION TRUST INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution PURCHASE OF WATERSHED PROPERTY			Amount 10,000

Name

MYSTIC ART ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CATALOG DESIGN / PRINTING			Amount 75,000

Name

NEW ENGLAND SCIENCE & SAILING FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution NEW LONDON SCHOOL PARTNERSHIP			Amount 10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW HAVEN SYMPHONY ORCHESTRA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution 2013 YOUNG PEOPLE'S CONCERT			Amount 15,000

Name

NEW LONDON COUNTY HISTORICAL SOCIETY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

VISITING NURSE ASSOCIATION OF SOUTH EASTERN CONNECTICUT INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution TRANSITION NURSING			Amount 20,000

Name

ST JUDE CHILDREN'S RESEARCH HOSPITAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

WELLESLEY HISTORICAL SOCIETY, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 5,000

Name

CENTRAL PARK CONSERVANCY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 20,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LYME-OLD LYME EDUCATION FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

LYMES YOUTH SERVICE BUREAU INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

SALISBURY SCHOOL INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution 2013 ANNUAL FUND			Amount 10,000

Name

ALBANO BALLET COMPANY OF AMERICA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution IN SCHOOL PERFORMANCES			Amount 5,000

Name

AVALONIA LAND CONSERVANCY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

BOYS & GIRLS CLUB OF SOUTHEASTERN CONNECTICUT INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 25,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DENISON PEQUOTSEPOS NATURE CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

EASTERN CONNECTICUT SYMPHONY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution INSTUMENTAL COMPETITION			Amount 10,000

Name

ESSEX LAND TRUST

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 20,000

Name

ESSEX ROTARY SCHOLARSHIP FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

FRIENDS OF HARKNESS MEMORIAL STATE PARK, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 20,000

Name

GROTON OPEN SPACE ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HIGH HOPES THERAPEUTIC RIDING

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP SUPPORT

Amount

20,000

Name

MARVELWOOD PREPARATORY SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

MIDDLESEX HOSPITAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

SHORELINE MEDICAL CENTER

Amount

5,000

Name

NEW LONDON MARITIME SOCIETY INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

NEW LONDON HARBOR LIGHT

Amount

25,000

Name

NEW LONDON PARKS CONSERVANCY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

NATHAN HALE STATUE MAINTANENCE

Amount

10,000

Name

WRITER S BLOCK INK INCORPORATED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BEST PRODUCTION COMPANY INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

OPERATING FUND

Amount

25,000

Name

THE CONNECTICUT AUDUBON SOCIETY, INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

EDUCATION / CONSERVATION INITIATIVES

Amount

5,000

Name

FRIENDS OF FORT TRUMBELL STATE PARK

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

HABITAT FOR HUMANITY OF SOUTHEASTERN CONNECTICUT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

HOME OWNERSHIP PROJECTS

Amount

15,000

Name

LITERACY VOLUNTEERS OF EASTERN CONNECTICUT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

15,000

Name

THE MAURICE C AND WINIFRED GLOVER LA GRUA FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF CONNECTICUT FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

KITCHINGS FAMILY FUND

Amount

25,000

Name

THE ARC NEW LONDON COUNTY INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

COMMUNITY LIFE & ADVOCACY PROGRAM

Amount

10,000

Name

COVENANT SHELTER OF NEW LONDON INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

OPERATING FUND

Amount

10,000

Name

MARTIN HOUSE INCORPORATED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

NEW LONDON MUSIC FESTIVAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

OCEAN COMMUNITY YMCA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

Y CARES PROGRAM

Amount

8,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PUBLIC LIBRARY OF NEW LONDON

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

SUBMARINE FORCE LIBRARY & MUSEUM ASSOC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

WATERFORD COUNTY SCHOOL INCORPORATED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GYM & ACTIVITY CENTER

Amount

20,000

Name

ARTISTS COLLECTIVE INCORPORATED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

OPERATING SUPPORT

Amount

50,000

Name

BOY SCOUTS OF AMERICA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

CAMPERSHIPS

Amount

10,000

Name

CONNECTICUT EARLY MUSIC SOCIETY INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EASTERN CONNECTICUT BALLET INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 15,000

Name

GARDE ARTS CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 50,000

Name

LYMAN ALLYN ART MUSEUM INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

NEW LONDON MAIN STREET CORPORATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution PRESERVING HISTORIC DOWNTOWN			Amount 5,000

Name

STONINGTON FREE LIBRARY ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 10,000

Name

THE ARTS CAFE MYSTIC INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 5,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

APPALACHIAN MOUNTAIN CLUB

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

CHILDRENS MUSEUM OF SOUTHEASTERN CONNECTICUT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

CONNECTICUT FUND FOR THE ENVIROMENT INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

CONNECTICUT LEGAL SERVICES INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

PROPRIETORS OF THE BOSTON ATHENAEUM

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

ROTARY CLUB OF ESSEX FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SHORELINE SOUP KITCHENS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

PANTRY FOOD DISTRIBUTION

Amount

10,000

Name

STONINGTON COMMUNITY CENTER INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

TENNIS COURTS / WARMING HUT

Amount

5,000

Name

TERRI BRODEUR BREAST CANCER FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

THAMES RIVER COMMUNITY SERVICE INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

FAMILY PROGRAM

Amount

10,000

Name

VALLEY SHORE YMCA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

AMAZING KIDS CENTER

Amount

10,000

Name

CON BRIO CHORAL SOCIETY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BOSTON CENTER FOR ADULT EDUCATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

5,000

Name

ESSEX ELEMENTARY SCHOOL FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

20,000

Name

EUGENE ONEILL MEMORIAL THEATER CENTER INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

CABERET & PERFORMANCE CONFERENCE

Amount

30,000

Name

FIRST CONGREGATION CHURCH

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUTH MUSIC PROGRAM / OPERATING

Amount

16,000

Name

INTERDISTRICT SCHOOL FOR ARTS AND COMMUNICATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GYM & PERFORMANCE RENOVATION

Amount

50,000

Name

LYME HISTORICAL SOCIETY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

EXHIBITION SUPPORT

Amount

20,000

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MITCHELL COLLEGE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

25,000

Name

MUSICAL MASTERWORKS INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

OUTREACH PROGRAM

Amount

20,000

Name

PINE POINT SCHOOL INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

KNOX FINANCIAL AID FUND

Amount

60,000

Name

THREE RIVERS COLLEGE FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

NURSING PROGRAM

Amount

20,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount				
Short Term CG Distributions										42,750				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss			
								Capital Gains/Losses		Other sales				
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AIM INVECO BAL RISK COM			7/17/2012		4/10/2013	291,784	316,500					-24,716
2	X	BRISTOL MYERS SQUIBB CO			2/8/2008		9/25/2013	46,574	23,109					23,465
3	X	CAPITAL ONE FINL CORP CO			4/20/2011		3/4/2013	52,069	50,449					1,620
4	X	CHEVRON CORP COM			1/6/2004		1/20/2013	148,774	58,901					89,873
5	X	CHEVRON CORP COM			1/6/2004		1/20/2013	70,011	27,715					42,296
6	X	CHEVRON CORPORATION			1/6/2004		9/25/2013	124,430	43,305					81,125
7	X	CHEVRON CORPORATION			1/6/2004		11/20/2013	122,068	43,305					78,763
8	X	COACH INC COM			4/6/2010		2/27/2013	72,275	60,854					11,421
9	X	COACH INC COM			6/2/2010		2/27/2013	24,092	20,630					3,462
10	X	COACH INC COM			7/6/2010		2/27/2013	48,183	34,588					13,595
11	X	COACH INC COM			7/23/2010		2/27/2013	14,455	11,001					3,454
12	X	COACH INC COM			9/28/2010		2/27/2013	19,273	17,184					2,089
13	X	DFA FIVE YEAR GLOBAL FIXE			11/16/2012		7/17/2013	195,230	200,000					-4,770
14	X	DFA COMMODITY STRATEGY			11/13/2012		7/24/2013	18,151	20,000					-1,849
15	X	DARDEN RESTAURANTS INC			10/26/2011		8/13/2013	24,487	23,257					1,230
16	X	DARDEN RESTAURANTS INC			10/14/2010		11/20/2013	159,358	134,213					25,145
17	X	DISNEY WALT CO NEW			4/3/2007		10/7/2013	32,574	17,333					15,241
18	X	EXPRESS SCRIPTS HLDG			11/15/2010		8/13/2013	32,479	25,979					6,500
19	X	EXPRESS SCRIPTS HLDG			4/20/2011		8/13/2013	64,958	55,962					8,996
20	X	EXPRESS SCRIPTS HLDG			7/6/2010		8/13/2013	32,479	22,960					9,519
21	X	EXPRESS SCRIPTS HLDG			7/6/2010		9/25/2013	31,248	22,960					8,288
22	X	EXPRESS SCRIPTS HLDG			7/23/2010		9/25/2013	31,248	21,125					10,123
23	X	EXPRESS SCRIPTS HLDG			8/25/2010		9/25/2013	31,248	22,760					8,488
24	X	EXPRESS SCRIPTS HLDG			8/31/2010		9/25/2013	31,248	21,745					9,503
25	X	EXPRESS SCRIPTS HLDG			7/2/2009		9/25/2013	31,248	16,661					14,587
26	X	EXPRESS SCRIPTS HLDG			4/2/2009		9/25/2013	129,354	83,991					45,363
27	X	FREEPORT-MCMORAN COPP			8/2/2003		3/4/2013	275,361	123,842					151,519
28	X	HEINZ H J CO COM			12/22/2009		8/13/2013	78,269	29,299					48,970
29	X	HOME DEPOT INC			7/23/2010		8/13/2013	39,134	14,049					25,085
30	X	HOME DEPOT INC			4/30/2009		10/21/2013	74,684	26,980					47,704
31	X	HOME DEPOT INC			1/2/2013		9/31/2013	20	20					0
32	X	HOME DEPOT INC			1/2/2013		4/30/2013	19	21					-2
33	X	EXPRESS SCRIPTS HLDG			7/2/2009		10/7/2013	31,275	16,661					14,614
34	X	EXPRESS SCRIPTS HLDG			12/8/2008		10/21/2013	32,144	15,098					17,046
35	X	EXPRESS SCRIPTS HLDG			12/8/2008		10/24/2013	95,836	45,292					50,544
36	X	EXPRESS SCRIPTS HLDG			1/6/2004		9/25/2013	174,504	82,500					92,004
37	X	EXPRESS SCRIPTS HLDG			1/6/2004		10/21/2013	87,121	41,250					45,871
38	X	EXPRESS SCRIPTS HLDG			12/17/2007		1/24/2013	334,769	329,325					5,444
39	X	EXPRESS SCRIPTS HLDG			2/18/2009		1/24/2013	9,563	7,481					2,082
40	X	EXPRESS SCRIPTS HLDG			7/20/2009		1/24/2013	14,248	12,626					1,622
41	X	EXPRESS SCRIPTS HLDG			5/24/2010		1/24/2013	52,375	50,104					2,271
42	X	EXPRESS SCRIPTS HLDG			10/25/2010		1/24/2013	38,540	37,844					696
43	X	EXPRESS SCRIPTS HLDG			7/18/2011		1/24/2013	49,839	49,028					810
44	X	EXPRESS SCRIPTS HLDG			6/2/2010		3/4/2013	18,681	20,664					-1,983
45	X	EXPRESS SCRIPTS HLDG			7/23/2010		3/4/2013	18,681	20,801					-2,120
46	X	EXPRESS SCRIPTS HLDG			1/2/2013		5/31/2013	18	21					-3
47	X	EXPRESS SCRIPTS HLDG			1/2/2013		6/30/2013	17	22					-5
48	X	EXPRESS SCRIPTS HLDG			1/2/2013		7/31/2013	16	19					-3
49	X	EXPRESS SCRIPTS HLDG			1/2/2013		8/31/2013	17	19					-2
50	X	EXPRESS SCRIPTS HLDG			1/2/2013		9/30/2013	16	20					-4
51	X	EXPRESS SCRIPTS HLDG			1/2/2013		10/31/2013	16	20					-4
52	X	EXPRESS SCRIPTS HLDG			1/2/2013		11/30/2013	15	20					-5
53	X	EXPRESS SCRIPTS HLDG			1/2/2013		12/31/2013	16	20					-4
54	X	EXPRESS SCRIPTS HLDG			7/16/2012		8/14/2013	277,571	300,045					-22,474
55	X	EXPRESS SCRIPTS HLDG			10/15/2012		8/14/2013	44,285	50,000					-5,715
56	X	EXPRESS SCRIPTS HLDG			9/4/2012		5/13/2013	299,892	289,309					10,583
57	X	EXPRESS SCRIPTS HLDG			8/20/2012		7/24/2013	126,466	124,964					1,502
58	X	EXPRESS SCRIPTS HLDG			9/4/2012		7/24/2013	10,755	10,651					104
59	X	EXPRESS SCRIPTS HLDG			7/16/2012		7/24/2013	292,574	257,402					35,172
60	X	EXPRESS SCRIPTS HLDG			4/10/2013		12/12/2013	284,394	300,555					-16,161
61	X	EXPRESS SCRIPTS HLDG			5/13/2013		12/12/2013	91,311	100,216					-8,905
62	X	EXPRESS SCRIPTS HLDG			5/20/2013		12/12/2013	18,175	19,993					-1,818
63	X	EXPRESS SCRIPTS HLDG			7/3/2013		12/12/2013	185,847	198,946					-13,099
64	X	EXPRESS SCRIPTS HLDG			7/24/2013		12/12/2013	184,801	199,905					-15,104
65	X	EXPRESS SCRIPTS HLDG			8/14/2013		12/12/2013	83,125	83,125					-4,018
66	X	EXPRESS SCRIPTS HLDG			12/24/2008		10/17/2013	100,000	99,720					280
67	X	EXPRESS SCRIPTS HLDG			7/9/2009		10/17/2013	500,000	500,000					0
68	X	EXPRESS SCRIPTS HLDG			2/27/2013		11/20/2013	182,986	162,283					20,703

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									9,435,774	8,525,652	910,112
	Short Term CG Distributions	42,750									0	0	0
69	X	NATIONAL OILWELL VARGO II			6/27/2011		2/11/2013	205,776	210,955				-5,179
70	X	NATIONAL OILWELL VARGO II			7/6/2011		2/11/2013	34,296	40,012				-5,716
71	X	PARKER HANNIFIN CORP			2/2/2010		12/10/2013	89,974	28,965				31,009
72	X	PIMCO INVESTMENT GRD CO			6/24/2010		9/23/2013	169,466	179,265				-9,799
73	X	PIMCO INVESTMENT GRD CO			6/9/2010		9/23/2013	130,534	137,339				-6,805
74	X	PIMCO INVESTMENT GRD CO			6/9/2010		10/24/2013	252,959	262,661				-9,702
75	X	PROCTER & GAMBLE CO			8/21/2003		9/25/2013	116,903	48,731				68,172
76	X	UIT			1/1/1901		1/7/2013	32	0				32
77	X	UIT			1/1/1901		2/21/2013	33	0				33
78	X	UIT			1/1/1901		3/12/2013	32	0				32
79	X	SPDR GOLD TR GOLD ETF			10/26/2012		3/19/2013	93,368	100,052				-6,684
80	X	TCW EMERG MKTS INCOME-I			8/15/2012		7/3/2013	94,359	99,472				-5,083
81	X	TCW EMERG MKTS INCOME-I			8/22/2012		7/3/2013	188,354	198,946				-10,582
82	X	TCW EMERG MKTS INCOME-I			7/16/2012		7/3/2013	17,246	17,913				-667
83	X	TCW EMERG MKTS INCOME-I			7/16/2012		8/19/2013	300,000	319,904				-19,904
84	X	TCW EMERG MKTS INCOME-I			5/15/2012		8/23/2013	475,890	496,785				-20,895
85	X	TCW EMERG MKTS INCOME-I			7/16/2012		8/23/2013	148,104	159,073				-10,969
86	X	TEMPLETON GLOBAL BOND F			10/1/2010		7/3/2013	31,121	33,000				-1,879
87	X	TEMPLETON GLOBAL BOND F			10/22/2010		7/3/2013	47,326	50,000				-2,674
88	X	TEMPLETON GLOBAL BOND F			6/13/2011		7/3/2013	231,347	248,000				-16,653
89	X	TEMPLETON GLOBAL BOND F			7/6/2011		7/3/2013	92,683	100,000				-7,317
90	X	TEMPLETON GLOBAL BOND F			2/23/2011		7/3/2013	97,523	101,901				-4,378
91	X	TERADATA CORP DEL COM			4/11/2011		5/20/2013	113,895	100,552				13,343
92	X	US BANCORP PFD-D			12/29/2008		6/3/2013	25,000	25,580				-580
93	X	US BANCORP PFD-D			1/13/2009		6/3/2013	62,500	64,705				-2,205
94	X	VANGUARD REIT ETF			7/24/2013		12/12/2013	226,381	249,092				-22,711
95	X	VANGUARD REIT ETF			8/14/2013		12/12/2013	225,227	236,112				-10,885

Part I, Line 11 (990-PF) - Other Income

		26,883	26,883	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	26,883	26,883	

Part I, Line 16c (990-PF) - Other Professional Fees

		302,256	151,128	0	151,128
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT MANAGEMENT FEES	302,256	151,128		151,128

Part I, Line 18 (990-PF) - Taxes

		49,382	6,079	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	6,079	6,079		
2	PY EXCISE TAX DUE	813			
3	ESTIMATED EXCISE PAYMENTS	42,490			

Part I, Line 23 (990-PF) - Other Expenses

		265	265	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	265	265		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		15,114,331		20,359,801		0		43,057,920	
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
1						43,057,920			
2	ABBOTT LABS COM	0		195,665		0		0	
3	ALLSTATE CORP COM	0		227,552		0		0	
4	AMGEN INC COM	0		296,194		0		0	
5	APACHE CORP COM	0		64,370		0		0	
6	APPLE INC COM	0		125,715		0		0	
7	BB&T CORP COM	0		236,810		0		0	
8	BANK OF AMERICA CORP COM	0		294,156		0		0	
9	BAXTER INTL INC COM	0		367,896		0		0	
10	B/E AEROSPACE INC COM	0		189,214		0		0	
11	BRISTOL MYERS SQUIBB CO COM	0		245,552		0		0	
12	CVS CAREMARK CORP COM	0		253,887		0		0	
13	CAPITAL ONE FINL CORP COM	0		210,683		0		0	
14	CHEVRON CORP COM	0		475,612		0		0	
15	COCA-COLA CO COM	0		21,731		0		0	
16	COMCAST CORP COM CL A	0		236,115		0		0	
17	CORNING INC COM	0		223,420		0		0	
18	WALT DISNEY CO COM	0		329,265		0		0	
19	DOMINION RES INC VA COM	0		81,176		0		0	
20	EMC CORP COM	0		288,706		0		0	
21	EMERSON ELEC CO COM	0		276,224		0		0	
22	EXXON MOBIL CORP COM	0		539,985		0		0	
23	FLUOR CORP COM NEW	0		286,321		0		0	
24	FLOWSERVE CORP COM	0		175,163		0		0	
25	GENERAL ELEC CO COM	0		244,076		0		0	
26	GENERAL MILLS INC COM	0		308,061		0		0	
27	GOLDMAN SACHS GROUP INC COM	0		277,585		0		0	
28	INTEL CORP COM	0		371,002		0		0	
29	INTERNATIONAL BUSINESS MACHS COM	0		270,110		0		0	
30	JP MORGAN CHASE AND COM	0		490,608		0		0	
31	JOHNSON & JOHNSON COM	0		168,856		0		0	
32	KIMBERLY-CLARK CORP COM	0		71,290		0		0	
33	MCDONALDS CORP COM	0		215,806		0		0	
34	MICROSOFT CORP COM	0		469,000		0		0	
35	OCCIDENTAL PETE CORP COM	0		316,678		0		0	
36	ORACLE CORP COM	0		324,504		0		0	
37	PNC FINL SVCS GROUP INC COM	0		195,363		0		0	
38	PACCAR INC COM	0		211,723		0		0	
39	PARKER HANNIFIN CORP COM	0		135,073		0		0	
40	PFIZER INC COM	0		410,973		0		0	
41	PRAXAIR INC COM	0		164,852		0		0	
42	PROCTER & GAMBLE CO COM	0		85,119		0		0	
43	QUALCOMM CORP COM	0		234,205		0		0	
44	SCHLUMBERGER LTD COM	0		391,647		0		0	
45	SOUTHERN CO COM	0		269,429		0		0	
46	TEXAS INSTRS INC COM	0		218,312		0		0	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Nurm. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	UNION PACIFIC CORP COM	0		206,432		0
48	UNITED PARCEL SVC INC CL B COM	0		189,804		0
49	UNITED TECHNOLOGIES CORP COM	0		304,027		0
50	VERIZON COMMUNICATIONS COM	0		328,999		0
51	WAL-MART STORES INC COM	0		301,961		0
52	WELLS FARGO & CO COM NEW	0		405,123		0
53	WILLIAMS COS INC COM	0		168,626		0
54	AT&T INC COM	0		89,406		0
55	TRAVELERS COS INC COM	0		247,755		0
56	GOOGLE INC CL A COM	0		294,742		0
57	HOME DEPOT INC COM	0		202,604		0
58	MACY'S INC COM	0		166,177		0
59	INVESCO LTD BERMUDA COM	0		170,787		0
60	VISA INC CL A COM	0		178,767		0
61	MERCK AND INC COM	0		362,597		0
62	LEAR CORP COM NEW	0		292,444		0
63	LYONDELLBASELL INDS NV CL A COM	0		236,858		0
64	TE CONNECTIVITY LTD COM	0		212,010		0
65	HOLLYFRONTIER CORP COM PAR .01	0		351,290		0
66	BEAM INC COM	0		156,686		0
67	KRAFT FOODS GROUP INC COM	0		56,971		0
68	MONDELEZ INTL INC COM	0		139,255		0
69	ABBVIE INC COM	0		103,676		0
70	CREDIT SUISSE MLP EQUAL WEIGHT	0		854,757		0
71	ISHARES MSCI PACIFIC EX-JAPAN INDEX	0		501,687		0
72	ISHARES MSCI EMERGING MKTS INDEX E	0		64,996		0
73	ISHARES TR MSCI EAFE INDEX ETF	0		700,486		0
74	VANGUARD HIGH DIVIDEND YIELD ETF	0		100,087		0
75	WISDOMTREE JAPAN HEDGED EQUITY E	0		250,096		0
76	ISHARES IBOX \$HIGHYLD CORP BD ETF	0		742,848		0
77	ISHARES INC COMEX GOLD TR	0		93,652		0
78	VANGUARD INDEX REIT VIPER ETF	0		398,511		0

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		4,334,694		3,834,694		0		4,254,836	
Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
1							4,254,836		
2	GENERAL ELEC CAP COR 5.000% 1/08/16			0	500,000			0	
3	AMERICAN EXPRESS CO 5.500% 9/12/16			0	506,280			0	
4	LILLY ELI & CO 5.200% 3/15/17			0	502,400			0	
5	UNITED TECHNOLOGIES 5.375% 12/15/17			0	609,385			0	
6	GOLDMAN SACHS GROUP 5.950% 1/18/1			0	522,750			0	
7	WALGREEN CO 5.250% 1/15/19			0	202,848			0	
8	CISCO SYSTEMS INC 4.950% 2/15/19			0	493,746			0	
9	HONEYWELL INTL 5.000% 2/15/19			0	497,285			0	

Part II, Line 13 (990-PF) - Investments - Other

		12,794,887		8,441,286		9,638,978	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0	9,638,978		
2	ARTISAN INTL VALUE-INVS		0	300,000	0		
3	DFA REAL ESTATE SECS-I		0	455,000	0		
4	DFA EMERGING MKTS VALUE-I		0	425,000	0		
5	TEMPLETON GLOBAL BD-ADV		0	1,048,100	0		
6	DFA LARGE CAP INTL FD-I		0	1,950,000	0		
7	UNIFIED IRON STRATEGIC INCM-I		0	1,000,000	0		
8	RIDGEWORTH FD-SEIX FLT HIGH INCM RC		0	700,000	0		
9	FEDERATED STRATEGIC VALUE-I		0	500,000	0		
10	FPA CRESCENT-I		0	200,000	0		
11	OPPENHEIMER DEVELOPING MKTS INST		0	393,186	0		
12	MAINSTAY FDS TR MARKETFIELD FD I		0	670,000	0		
13	ANGEL OAK MULTI-STRAT INCM-IS		0	800,000	0		

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1	CHESTER W KITCHINGS, JR		P O BOX 1310	NEW LONDON	CT	06320		TRUSTEE		0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/15/2013	2	5,714
3 Second quarter estimated tax payment	6/15/2013	3	21,049
4 Third quarter estimated tax payment	9/15/2013	4	2,087
5 Fourth quarter estimated tax payment	12/15/2013	5	13,640
6 Other payments		6	
7 Total		7	42,490