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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

▶ 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](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

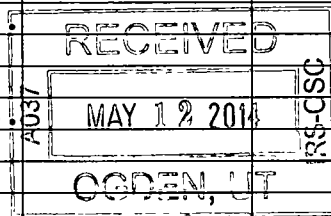
For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>GODFREY A C/COE MEMORIAL PARK C/O TORRINGTON SAVINGS BANK</b>		A Employer identification number <b>06-6090628</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 478</b>	Room/suite	B Telephone number <b>(860) 496-2152</b>
City or town, state or province, country, and ZIP or foreign postal code <b>TORRINGTON, CT 06790</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,183,211.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		<b>130,298.</b>	<b>130,298.</b>		<b>STATEMENT 1</b>
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>18,926.</b>			
b Gross sales price for all assets on line 6a <b>413,917.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>18,926.</b>		
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)					
11 Other income		<b>17.</b>	<b>17.</b>		<b>STATEMENT 2</b>
12 Total. Add lines 1 through 11		<b>149,241.</b>	<b>149,241.</b>		
13 Compensation of officers, directors, trustees, etc		<b>24,841.</b>	<b>14,905.</b>		<b>9,936.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees <b>STMT 3</b>		<b>1,600.</b>	<b>0.</b>		<b>0.</b>
b Accounting fees <b>STMT 4</b>		<b>1,800.</b>	<b>900.</b>		<b>900.</b>
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 5</b>		<b>1,128.</b>	<b>943.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 6</b>		<b>764.</b>	<b>764.</b>		<b>0.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>30,133.</b>	<b>17,512.</b>		<b>10,836.</b>
25 Contributions, gifts, grants paid		<b>233,194.</b>			<b>233,194.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>263,327.</b>	<b>17,512.</b>		<b>244,030.</b>
27 Subtract line 26 from line 12.		<b>-114,086.</b>			
a Excess of revenue over expenses and disbursements			<b>131,729.</b>		
b Net investment income (if negative, enter -0-)				<b>N/A</b>	
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 19 2014 Revenue

Operating and Administrative Expenses



6

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	478.			
	2 Savings and temporary cash investments	50,538.	27,968.	27,968.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock <b>STMT 7</b>	2,459,912.	2,415,066.	3,808,708.	
	c Investments - corporate bonds <b>STMT 8</b>	1,350,506.	1,304,314.	1,328,383.	
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ <b>ACCRUED INCOME</b> )	0.	0.	18,152.	
	16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,861,434.	3,747,348.	5,183,211.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	3,861,434.	3,747,348.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30 <b>Total net assets or fund balances</b>	3,861,434.	3,747,348.		
	31 <b>Total liabilities and net assets/fund balances</b>	3,861,434.	3,747,348.		

**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	3,861,434.
2 Enter amount from Part I, line 27a	2	-114,086.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,747,348.
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	3,747,348.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 413,917.		394,991.	18,926.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			18,926.

<b>2</b> 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	18,926.
<b>3</b> 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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	250,078.	4,558,135.	.054864
2011	201,872.	4,376,368.	.046128
2010	223,212.	4,269,521.	.052280
2009	181,203.	3,894,776.	.046525
2008	202,747.	4,404,610.	.046031

<b>2</b> Total of line 1, column (d)	2	.245828
<b>3</b> 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	.049166
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,801,311.
<b>5</b> Multiply line 4 by line 3	5	236,061.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	1,317.
<b>7</b> Add lines 5 and 6	7	237,378.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	244,030.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
 See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,317.
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	1,317.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,317.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,320.
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	1,320.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	3.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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?		
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) <input type="checkbox"/> <u>CT</u>		
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? <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

N/A

**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 <b>N/A</b>	13	X	
14	The books are in care of <b>TORRINGTON SAVINGS BANK TRUST DEPT</b> Telephone no. <b>860-496-2152</b> Located at <b>30 MASON STREET, TORRINGTON, CT</b> ZIP+4 <b>06790</b>			
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 <b>15</b> <b>0.</b>			
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 <b>N/A</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>		
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.) <b>N/A</b>	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. <b>N/A</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <b>N/A</b>	3b	
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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.**

(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
TORRINGTON SAVINGS BANK	TRUSTEE			
PO BOX 478				
TORRINGTON, CT 06790	1.00	24,841.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	4,874,287.
b	Average of monthly cash balances	1b	140.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,874,427.
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	4,874,427.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,116.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,801,311.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	240,066.

**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	240,066.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,317.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	238,749.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	238,749.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	238,749.

**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	244,030.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	244,030.
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	5	1,317.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	242,713.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				238,749.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				972.
<b>f</b> Total of lines 3a through e	972.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				244,030.
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				238,749.
<b>e</b> Remaining amount distributed out of corpus	5,281.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,253.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,253.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				972.
<b>e</b> Excess from 2013				5,281.

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

**a** The name, address, and telephone number or e-mail 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
<b>a Paid during the year</b>				
CITY OF TORRINGTON 140 MAIN STREET TORRINGTON, CT 06790	NONE	N/A	SUPPORT	233,194.
<b>Total</b>			<b>3a</b>	233,194.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



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



		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

<b>b</b> If "Yes," complete the following schedule.		
<b>(a)</b> Name of organization	<b>(b)</b> Type of organization	<b>(c)</b> Description of relationship
<b>N/A</b>		

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

**Sign Here**  Signature of officer or trustee  Date **5/4/14** Title **Trustee**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DEBRA L. KENNESON	<i>Debra L. Kenneson</i>	4/29/14		P00846511
	Firm's name ▶ PETROVITS, PATRICK, SMITH & COMPANY, LLC			Firm's EIN ▶ 06-1633412	
	Firm's address ▶ 173 PROSPECT STREET TORRINGTON, CT 06790			Phone no. 860-496-8119	

**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	VANGUARD REIT ETF	P	08/10/12	08/06/13
b	CVS CAREMARK CORPORATION	P	07/17/09	08/06/13
c	CHEVRON CORPORATION	P	07/09/10	02/01/13
d	EXPRESS SCRIPTS HOLDING CO	P	04/12/07	02/01/13
e	EXPRESS SCRIPTS HOLDING CO	P	07/09/10	02/01/13
f	GE CAP CORP NT 1.875% 9/16/13	P	07/13/11	09/16/13
g	TEVA PHARMACEUTICAL INDS ADR	P	07/09/10	01/04/13
h	V F CORPORATION	P	08/04/10	08/06/13
i				
j				
k				
l				
m				
n				
o				

(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 41,161.		39,329.	1,832.
b 11,984.		6,486.	5,498.
c 23,262.		14,262.	9,000.
d 19,199.		8,434.	10,765.
e 41,140.		35,105.	6,035.
f 200,000.		202,954.	-2,954.
g 57,096.		80,345.	-23,249.
h 20,075.		8,076.	11,999.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,832.
b			5,498.
c			9,000.
d			10,765.
e			6,035.
f			-2,954.
g			-23,249.
h			11,999.
i			
j			
k			
l			
m			
n			
o			

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	18,926.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TORRINGTON SAVINGS BANK	130,298.	0.	130,298.	130,298.	
TO PART I, LINE 4	130,298.	0.	130,298.	130,298.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	17.	17.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17.	17.	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,600.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,600.	0.		0.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,800.	900.		900.
TO FORM 990-PF, PG 1, LN 16B	1,800.	900.		900.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	185.	0.		0.
FOREIGN TAXES	943.	943.		0.
TO FORM 990-PF, PG 1, LN 18	1,128.	943.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROBATE FEES	764.	764.		0.
TO FORM 990-PF, PG 1, LN 23	764.	764.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	2,415,066.	3,808,708.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,415,066.	3,808,708.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	1,304,314.	1,328,383.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,304,314.	1,328,383.

## ADELAIDE COE GODFREY TRUST F/B/O COE PARK

EIN: 06-6090628

## 2013 FORM 990-PF PART II LINES 2, 10c AND 10b COLUMN (a)

Quantity	Description	Unit Price	Cost
<b>CASH &amp; EQUIVALENTS</b>			
	CASH	LINE 1	<u>478.19</u>
41,992.05	SEI DLY INC MNY MKT FD #32 P	1.000	41,992.05
8,545.98	SEI DLY INC MNY MKT FD #32 I	1.000	8,545.98
		LINE 2	<u>50,538.02</u>
<b>FIXED INCOME SECURITIES</b>			
200,000	BANK AMERICA NT 4.5% 4/1/15	106.593	203,302.00
200,000	BARCLAYS BK NT 4.0% 7/01/16	104.839	200,000.00
200,000	BERKSHIRE HATHAWAY INC 3.2% 2/11/15 NT	105.278	207,006.00
125,000	FNMA 5.25% 9/15/16	117.090	127,758.17
200,000	GE MONEY BK CD 1.65% 7/16/13	100.788	200,000.00
200,000	GE CAP CORP NT 1.875% 9/16/13	100.986	202,954.00
200,000	PEPSICO INC NT 3.1% 1/15/15	104.956	209,486.00
		LINE 10c	<u>1,350,506.17</u>
<b>MUTUAL FUNDS</b>			
5,800	VANGUARD FTSE DEV MKTS ETF	35.230	187,679.54
1,200	VANGUARD MATERIALS ETF	84.210	76,353.48
4,500	VANGUARD MSCI EMERG MKTS ETF	44.530	186,548.10
600	VANGUARD REIT ETF	65.800	39,329.09
			<u>489,910.21</u>
<b>EQUITIES</b>			
400	ACCENTURE PLC	88.500	22,651.92
2,000	AT&T INC	33.710	82,214.20
700	ABBOTT LABS	65.500	46,084.64
1,300	AMERICAN EXPRESS CO	57.480	74,660.68
250	APPLE COMPUTER INC	532.173	46,636.08
4,200	CSX CORP	19.730	69,739.60
2,100	CVS CAREMARK CORPORATION	48.350	63,499.35
900	CATERPILLAR, INC.	89.609	57,856.95
1,200	CHEVRON CORPORATION	108.140	88,825.56
1,100	EXPRESS SCRIPTS HOLDING CO	54.000	43,538.95
1,300	EXXON MOBIL CORP	88.550	77,645.10
2,200	GENERAL ELECTRIC CO	20.990	46,331.78
75	GOOGLE INC CL A	707.380	35,795.34
4,000	INTEL CORP	20.620	80,348.00
650	INTERNATIONAL BUSINESS MACHS	191.550	75,509.35
2,000	J P MORGAN CHASE & CO	43.989	77,131.46
1,500	JOHNSON & JOHNSON	70.100	86,407.98
1,200	MCDONALDS CORP	88.210	84,871.68
2,000	MICROSOFT CORP	26.710	60,772.00
1,200	NEXTERA ENERGY INC	69.190	61,248.48
2,000	ORACLE CORP	33.320	47,104.50
1,500	PNC FINANCIAL SERVICES GROUP	58.310	77,506.49
1,300	PEPSICO INC	68.430	84,184.75
2,000	PFIZER INC	25.079	47,690.40
522	PROCTER & GAMBLE CO	67.890	29,370.31
2,500	THE TJX COMPANIES, INC.	42.450	48,922.94
1,500	TEVA PHARMACEUTICAL INDS ADR	37.340	80,344.50
1,000	TORONTO-DOMINION BANK	84.330	67,916.80
1,200	UNITED TECHNOLOGIES CORP	82.010	72,946.27
700	V F CORPORATION	150.970	58,533.40
1,200	WAL MART STORES INC	68.230	61,371.00
2,200	WILLIAMS COS INC DEL	32.740	34,340.79
			<u>1,970,001.23</u>
		LINE 10b	<u>2,459,911.44</u>

## ADELAIDE COE GODFREY TRUST F/B/O COE PARK

EIN: 06-6090628

## 2013 FORM 990-PF PART II LINES 2, 10c AND 10b COLUMNS (b) AND (c)

Quantity	Description	Unit Price	Cost	Market
<b>CASH &amp; EQUIVALENTS</b>				
	CASH		0 00	0 00
22,015 76	SEI DLY INC MNY MKT FD #32 P	1.000	22,015 76	22,015 76
5 952 18	SEI DLY INC MNY MKT FD #32 I	1 000	5,952 18	5,952 18
	<b>LINE 2</b>		<u>27,967 94</u>	<u>27,967 94</u>
<b>FIXED INCOME SECURITIES</b>				
200,000	BANK AMERICA NT 4 5% 4/1/15	104.618	203,302 00	209,236 00
200 000	BARCLAYS BK NT 4 0% 7/01/16	104 186	200,000.00	208 372 00
200,000	BERKSHIRE HATHAWAY INC 3 2% 2/11/15 NT	103.070	207,006 00	206,140 00
125,000	FNMA 5 25% 9/15/16	112 192	127,768.17	140,240 00
150,000	HEWLETT PACKARD NT3% 9/15/16	104 022	155,785 50	156,033 00
200,000	JP MORGAN CHASE 2% 8/15/17	101 435	200,976.00	202,870.00
200 000	PEPSICO INC NT 3 1% 1/15/15	102.746	<u>209,486 00</u>	<u>205 492 00</u>
	<b>LINE 10c</b>		<u>1,304,313.67</u>	<u>1,328,383 00</u>
<b>MUTUAL FUNDS</b>				
5,800	VANGUARD FTSE DEV MKTS ETF	41 680	187,679.54	241 744 00
1,200	VANGUARD MATERIALS ETF	103.250	76,353 48	123,900 00
4,500	VANGUARD MSCI EMERG MKTS ETF	41 140	<u>186,548 10</u>	<u>185,130 00</u>
			<u>450,581.12</u>	<u>559,774 00</u>
<b>EQUITIES</b>				
400	ACCENTURE PLC	82.220	22,651 92	32,888 00
2,000	AT&T INC	35.160	62,214.20	70,320.00
700	ABBOTT LABS	38 330	22,109 15	26,831 00
700	ABBVIE INC	52 810	23,975 49	36,967 00
1 300	AMERICAN EXPRESS CO	90.730	74,660 68	117,949 00
250	APPLE COMPUTER INC	561.020	46,636 06	140,255 00
4,200	CSX CORP	28 770	69,739.60	120,834 00
1,900	CVS CAREMARK CORPORATION	71.570	57 013 40	135,983 00
900	CATERPILLAR, INC	90 810	57,856 95	81,729 00
1,000	CHEVRON CORPORATION	124 910	74,563.28	124,910 00
1 300	EXXON MOBIL CORP	101.200	77,645.10	131,560.00
2,700	GENERAL ELECTRIC CO	28 030	46,331.78	61,666 00
900	GILEAD SCIENCES INC	75 100	36,508 77	67,590 00
75	GOOGLE INC CL A	1120 710	35,795 34	84,053 25
4,000	INTEL CORP	26.955	80,348.00	103,820 00
650	INTERNATIONAL BUSINESS MACHS	187.570	75,509 35	121,920 50
2,000	J P MORGAN CHASE & CO	58 480	77,131 46	116,960 00
1,500	JOHNSON & JOHNSON	91 590	86,407 98	137,385 00
1 200	MCDONALDS CORP	97 030	84,871 68	116 436 00
2,000	MICROSOFT CORP	37 410	60 772 00	74,820 00
1,200	NEXTERA ENERGY, INC.	85 620	61,248 48	102,744.00
900	NOVARTIS AG SPNSRD ADR	80.380	57,672 04	72,342 00
2,000	ORACLE CORP	38,260	47,104.50	76,520 00
1 500	PNC FINANCIAL SERVICES GROUP	77 580	77,506 49	116,370 00
1,300	PEPSICO INC	82 940	84,184.75	107,822 00
2 000	PFIZER INC	30 630	47,690 40	61,260 00
522	PROCTER & GAMBLE CO	81 410	29,370 31	42,496 02
2,500	THE TJX COMPANIES, INC	63 730	48,922 94	159,325.00
1,000	TORONTO-DOMINION BANK	94.240	67,916.80	94 240 00
1,200	UNITED TECHNOLOGIES CORP	113.800	72,946 27	130,560 00
2,400	V F CORPORATION	62 340	48,457 20	149,616 00
1,200	WAL MART STORES INC	78.690	61,371.00	94,428 00
1 200	WELLS FARGO & CO	45 400	53,011 10	54,480.00
2,200	WILLIAMS COS INC DEL	38 570	<u>34,340 79</u>	<u>84,854 00</u>
			<u>1,964,485 26</u>	<u>3,257,933 77</u>
	<b>LINE 10b</b>		<u>2415066.38</u>	<u>3808707.77</u>