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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo 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 ROXANNE W. BEARDSLEY CHARITABLE TRUST		A Employer identification number 32-6073332
Number and street (or P.O. box number if mail is not delivered to street address) ONE CONSTITUTION PLAZA	Room/suite	B Telephone number 860-251-5000
City or town, state or province, country, and ZIP or foreign postal code HARTFORD, CT 06103-1919		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,739,950.	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					
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		47,793.	47,793.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		78,922.			
b Gross sales price for all assets on line 6a		623,468.			
7 Capital gain net income (from Part IV, line 2)			78,922.		
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					
12 Total. Add lines 1 through 11		126,715.	126,715.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		21,300.	6,390.	0.	14,910.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		260.	260.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		100.	100.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		21,660.	6,750.	0.	14,910.
25 Contributions, gifts, grants paid		71,000.			71,000.
26 Total expenses and disbursements. Add lines 24 and 25		92,660.	6,750.	0.	85,910.
27 Subtract line 26 from line 12		34,055.			
a Excess of revenue over expenses and disbursements			119,965.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			126,300.	116,762.	116,762.
	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 STMT 5			1,209,156.	1,295,973.	1,623,188.
	c Investments - corporate bonds			43,224.		
	Liabilities	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 ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				1,378,680.	1,412,735.	1,739,950.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,378,680.	1,412,735.	
	30 Total net assets or fund balances			1,378,680.	1,412,735.	
31 Total liabilities and net assets/fund balances			1,378,680.	1,412,735.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,378,680.
2 Enter amount from Part I, line 27a	2	34,055.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,412,735.
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	1,412,735.

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 SCHEDULE ATTACHED	P		
b SEE SCHEDULE ATTACHED	P		
c SEE SCHEDULE ATTACHED	P		
d SEE SCHEDULE ATTACHED	P		
e CAPITAL GAINS DIVIDENDS			

(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 113,987.		120,076.	<6,089.>
b 105,305.		97,933.	7,372.
c 60,767.		60,959.	<192.>
d 342,541.		265,578.	76,963.
e 868.			868.

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			<6,089.>
b			7,372.
c			<192.>
d			76,963.
e			868.

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	78,922.
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

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	85,627.	1,592,891.	.053756
2011	65,232.	1,582,114.	.041231
2010	41,170.	964,336.	.042693
2009			
2008			

2 Total of line 1, column (d)	2	.137680
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	.045893
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,675,014.
5 Multiply line 4 by line 3	5	76,871.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,200.
7 Add lines 5 and 6	7	78,071.
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	85,910.

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	1,200.
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	1,200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,200.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	360.
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	360.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	840.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ N/A				
14	The books are in care of ▶ SHIPMAN & GOODWIN LLP Telephone no ▶ 860-521-5000			
	Located at ▶ ONE CONSTITUTION PLAZA, HARTFORD, CT ZIP+4 ▶ 06103-1919			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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	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) N/A	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 ▶		
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) N/A	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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

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

6b

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JAMES T BETTS C/O SHIPMAN & GOODWIN LLP 1 CONSTITUT HARTFORD, CT 06103-1919	TRUSTEE 1.00	0.	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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,577,211.
b	Average of monthly cash balances	1b	123,311.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,700,522.
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	1,700,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,508.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,675,014.
6	Minimum investment return. Enter 5% of line 5	6	83,751.

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	83,751.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,200.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,200.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,551.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	82,551.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,551.

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	85,910.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,910.
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	1,200.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,710.

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				82,551.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			13,120.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 85,910.				
a Applied to 2012, but not more than line 2a			13,120.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				72,790.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				9,761.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	26,000.
DUNCASTER FOUNDATION INC. 40 LOEFFLER ROAD BLOOMFIELD, CT 06002	NONE	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	3,000.
DUNCASTER, INC. 40 LOEFFLER ROAD BLOOMFIELD, CT 06002	NONE	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	3,000.
EMMA WILLARD SCHOOL 285 PAWLING AVENUE TROY, NY 12180	NONE	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	13,000.
HARTFORD HOSPITAL 80 SEYMOUR STREET HARTFORD, CT 06102	NONE	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	13,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	71,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.


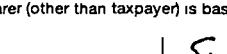
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| 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 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I prepared 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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 5.5.14		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name JAMES T. BETTS		Preparer's signature 		Date 5.5.14	
	Firm's name ▶ SHIPMAN & GOODWIN LLP		Check <input type="checkbox"/> if self-employed		PTIN P00115617	
	Firm's address ▶ ONE CONSTITUTION PLAZA HARTFORD, CT 06103-1919				Firm's EIN ▶ 06-0640174	
		Phone no (860) 251-5000				

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

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
DIVIDENDS	48,661.	868.	47,793.	47,793.	47,793.
TO PART I, LINE 4	48,661.	868.	47,793.	47,793.	47,793.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHIPMAN & GOODWIN LLP	21,300.	6,390.	0.	14,910.
TO FM 990-PF, PG 1, LN 16A	21,300.	6,390.	0.	14,910.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	260.	260.	0.	0.
TO FORM 990-PF, PG 1, LN 18	260.	260.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET CORP. MAINT FEE	100.	100.	0.	0.
TO FORM 990-PF, PG 1, LN 23	100.	100.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
200 SHS 3M COMPANY	16,042.	28,050.
1000 SHS ABBOTT LABORATORIES	24,302.	38,330.
700 SHS AUTOMATIC DATA PROCESSING	28,868.	56,559.
600 SHS CHEVRON CORP.	46,241.	74,946.
6300 SHS GUGGENHEIM HI YIELD ETF 2015	167,262.	168,714.
2000 SHS INTEL CORP	41,527.	51,910.
200 SHS IBM	25,894.	37,514.
600 SHS JOHNSON & JOHNSON	39,049.	54,954.
400 SHS KRAFT FOODS GROUP INC	14,272.	21,564.
500 SHS MCDONALDS CORP.	35,997.	48,515.
1000 SHS MERCK & CO INC.	36,049.	50,050.
10000 SHS MERRIMACK PHARMACEUTICALS	50,057.	53,310.
1500 SHS MICROSOFT CORP.	39,871.	56,115.
1000 SHS MONDELEZ INTL INC	19,703.	35,300.
600 SHS OCCIDENTAL PETROLEUM CORP.	50,062.	57,060.
1500 SHS PFIZER INC	24,068.	45,945.
500 SHS PROCTER & GAMBLE	30,517.	40,705.
2000 SHS REALTY INCOME CORP.	67,232.	74,660.
700 SHS SCHLUMBERGER LTD	44,963.	63,077.
700 SHS UNITED TECHNOLOGIES CORP.	51,966.	79,660.
1000 SHS VANGUARD EMERGING MARKETS ETF	43,899.	41,140.
500 SHS VERIZON COMMUNICATIONS INC	15,116.	24,570.
500 SHS WISDOMTREE EM MARKETS EQ INC FD	25,499.	25,515.
600 SHS PIMCO HIGH YIELD CORP BOND INDEX	62,903.	63,816.
1000 SHS COACH INC	51,197.	56,130.
500 SHS WALT DISNEY CO	32,789.	38,200.
1000 SHS WELLS FARGO & CO	41,611.	45,400.
400 SHS CATEPILLAR INC	33,449.	36,324.
300 SHS DEERE & CO	24,804.	27,399.
80 SHS APPLE INC	35,241.	44,882.
800 SHS EBAY INC	42,217.	43,892.
600 SHS DU PONT EI DE NEMOURS	32,159.	38,982.
ADJUSTMENT RETURN OF CAPITAL	1,147.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,295,973.	1,623,188.

2013 Tax Information Statement

Page 7 of 21

Payer's Name and Address:
BETTS NOMINEE LLC
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103

Account Number: 33111160
Recipient's Tax ID Number: XX-XXX3332
Payer's Federal ID Number: 45-3354836
Payer's State ID Number: CT
State: CT

Recipient's Name and Address:
ROXANNE W BEARDSLEY CHARITABLE TRUST
C/O SHIPMAN & GOODWIN LLP
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103-1919

☐ Corrected ☐ 2nd TIN notice

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

CUSIP		Description (Box 8)		Stock or Other Symbol (Box 1d)		Stocks Bonds, etc. (Box 2a)		Cost or Other Basis (Box 3)		Wash Sale Loss Disallowed (Box 5)		Net Gain or Loss (Box 4)		Federal Income Tax Withheld (Box 15)	
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)													
Short Term Sales Reported on 1099-B															
237194105	06/27/2013	07/06/2012	DARDEN RESTAURANTS INC COM	DRI		4,994.92		5,060.82		0.00		-65.90		0.00	
100.0000															
35906A108	06/27/2013	09/26/2012	FRONTIER COMMUNICATIONS	FTR		15,719.72		19,054.69		0.00		-3,334.97		0.00	
4000.0000															
110122108	08/08/2013	09/26/2012	BRISTOL MYERS SQUIBB CO COM	BMJ		43,948.23		33,730.00		0.00		10,218.23		0.00	
1000.0000															
49456B101	09/06/2013	06/27/2013	KINDER MORGAN INC	KMI		21,469.30		22,907.28		0.00		-1,437.98		0.00	
600.0000															
49456B101	09/10/2013	06/27/2013	KINDER MORGAN INC	KMI		7,354.17		7,635.76		0.00		-281.59		0.00	
200.0000															
49456B101	09/10/2013	08/08/2013	ATOSSA GENETICS INC COM	ATOS		14,708.34		15,143.52		0.00		-435.18		0.00	
400.0000															
04962H100	10/09/2013	05/08/2013	ATOSSA GENETICS INC COM	ATOS		1,930.76		5,141.40		0.00		-3,210.64		0.00	
1000.0000															
04962H100	10/09/2013	05/07/2013				3,861.53		11,402.20		0.00		-7,540.67		0.00	
2000.0000															

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2013 Tax Information Statement

Payer's Name and Address:
 BETTS NOMINEE LLC
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103

Account Number: 33111160
Recipient's Tax ID Number: XX-XXX3332
Payer's Federal ID Number: 45-3354836
Payer's State ID Number: CT

Recipient's Name and Address:
 ROXANNE W BEARDSLEY CHARITABLE TRUST
 C/O SHIPMAN & GOODWIN LLP
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103-1919

☐ Corrected ☐ 2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
 Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)					
Total Short Term Sales Reported on 1099-B										
Report on Form 8949, Part I, with Box A checked										
Long Term Sales Reported on 1099-B										
00287Y109	ABBVIE INC COM		ABBV							
400.0000	03/15/2013	03/24/2011	15,196.30	10,017.91	0.00		5,178.39	0.00	0.00	
25179M103	DEVON ENERGY CORPORATION NEW		DVN							
200.0000	03/15/2013	02/25/2011	11,662.34	18,029.60	0.00		-6,367.26	0.00	0.00	
913017109	UNITED TECHNOLOGIES CORP COM		UTX							
200.0000	08/08/2013	04/26/2011	21,273.62	17,499.64	0.00		3,773.98	0.00	0.00	
594918104	MICROSOFT CORP COM		MSFT							
500.0000	10/10/2013	10/11/2011	16,911.21	13,519.40	0.00		3,391.81	0.00	0.00	
237194105	DARDEN RESTAURANTS INC COM		DRI							
300.0000	12/19/2013	09/15/2011	15,098.21	13,562.40	0.00		1,535.81	0.00	0.00	
237194105	DARDEN RESTAURANTS INC COM		DRI							
500.0000	12/19/2013	07/06/2012	25,163.69	25,304.09	0.00		-140.40	0.00	0.00	
Total Long Term Sales Reported on 1099-B										
			105,305.37	97,933.04	0.00		7,372.33	0.00	0.00	

2013 Tax Information Statement

Page 9 of 21

Payer's Name and Address:
 BETTS NOMINEE LLC
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103

Account Number: 33111160
Recipient's Tax ID Number: XX-XXX3332
Payer's Federal ID Number: 45-3354836
Payer's State ID Number: CT
State: ☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 ROXANNE W BEARDSLEY CHARITABLE TRUST
 C/O SHIPMAN & GOODWIN LLP
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103-1919

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
72201R833	PIMCO ENHANCED SHORT MAT ETF	MINT	60,766.94	60,959.40	0.00	-192.46	0.00	0.00
Total Short Term Sales Reported on 1099-B			60,766.94	60,959.40	0.00	-192.46	0.00	0.00
Report on Form 8949, Part I, with Box B checked								
Long Term Sales Reported on 1099-B								
00287Y109	ABBVIE INC COM	ABBV	15,196.30	11,356.00	0.00	3,840.30	0.00	0.00
00287Y109	ABBVIE INC COM	ABBV	7,598.14	4,979.72	0.00	2,618.42	0.00	0.00
25179M103	DEVON ENERGY CORPORATION NEW	DVN	5,831.17	7,190.00	0.00	-1,358.83	0.00	0.00
100.0000	03/15/2013 02/22/2010	DVN	5,831.16	6,136.00	0.00	-304.84	0.00	0.00
25179M103	DEVON ENERGY CORPORATION NEW	DVN	5,831.16	6,136.00	0.00	-304.84	0.00	0.00
100.0000	03/15/2013 05/26/2010	DVN	5,831.16	6,136.00	0.00	-304.84	0.00	0.00

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2013 Tax Information Statement

Page 10 of 21

Recipient's Name and Address:

ROXANNE W BEARDSLEY CHARITABLE TRUST
C/O SHIPMAN & GOODWIN LLP
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103-1919

Account Number:

33111160

Recipient's Tax ID Number:

XX-XXX3332

Payer's Federal ID Number:

45-3354836

Payer's State ID Number:

CT

Payer's Name and Address:

BETT'S NOMINEE LLC
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103

☐ Corrected

☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Stocks Bonds, etc (Box 2a)	Cost or Other Basis			
464288513	ISHARES IBOXX HI YIELD CORP BOND ETF	HYG				
300.0000	03/15/2013 05/26/2010	28,286.97	25,376.79	2,910.18	0.00	0.00
464288513	ISHARES IBOXX HI YIELD CORP BOND ETF	HYG				
200.0000	03/15/2013 10/07/2010	18,857.98	17,847.40	1,010.58	0.00	0.00
459200101	INTL BUSINESS MACHINES CORP CAP	IBM				
100.0000	04/23/2013 05/03/2010	19,123.72	12,947.00	6,176.72	0.00	0.00
032654105	ANALOG DEVICES INC COM	ADI				
500.0000	06/27/2013 05/26/2010	22,604.60	14,359.50	8,245.10	0.00	0.00
25746U109	DOMINION RES INC VA NEW	D				
1000.0000	06/27/2013 01/06/2010	56,387.01	38,510.00	17,877.01	0.00	0.00
26441C204	DUKE ENERGY CORP NEW	DUK				
1000.0000	06/27/2013 01/06/2010	67,566.82	50,250.00	17,316.82	0.00	0.00
05545E209	BHP BILLITON PLC ADR	BBL				
300.0000	08/08/2013 05/26/2010	17,981.83	16,094.40	1,887.43	0.00	0.00
48660P104	KAYNE ANDERSON ENERGY	KYE				
500.0000	08/08/2013 05/26/2010	14,997.73	9,804.20	5,193.53	0.00	0.00
48660P104	KAYNE ANDERSON ENERGY	KYE				
500.0000	08/08/2013 02/22/2010	14,997.74	10,285.20	4,712.54	0.00	0.00
97717X867	WISDOMTREE EM MKTS LOCAL DEBT	ELD				
500.0000	08/08/2013 08/26/2010	23,929.58	25,325.80	-1,396.22	0.00	0.00

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2013 Tax Information Statement

Page 11 of 21

Account Number: 33111160
Recipient's Tax ID Number: XX-XXX3332
Payer's Federal ID Number: 45-3354836
Payer's State ID Number: CT
State: ☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 ROXANNE W BEARDSLEY CHARITABLE TRUST
 C/O SHIPMAN & GOODWIN LLP
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103-1919

Payer's Name and Address:
 BETTS NOMINEE LLC
 ONE CONSTITUTION PLAZA
 HARTFORD, CT 06103

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
					Stocks Bonds, etc (Box 2a)	Cost or Other Basis				
92343V104		VERIZON COMMUNICATIONS INC			VZ					
500.0000			10/10/2013	01/06/2010	23,350.09	15,116.08	0.00	8,234.01	0.00	0.00
Total Long Term Sales Reported on 1099-8					342,540.84	265,578.09	0.00	76,962.75	0.00	0.00

Report on Form 8949, Part II, with Box E checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.