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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation THE MAXIMILIAN E. AND MARION O. HOFFMAN FOUNDATION, INC.		A Employer identification number 22-2648036
Number and street (or P.O. box number if mail is not delivered to street address) 970 FARMINGTON AVENUE	Room/suite 203	B Telephone number 860-521-2949
City or town, state or province, country, and ZIP or foreign postal code WEST HARTFORD, CT 06107		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 65,203,294.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		830.	830.		STATEMENT 1
4 Dividends and interest from securities		1,032,980.	1,032,980.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,880,037.			
b Gross sales price for all assets on line 6a 44,474,951.					
7 Capital gain net income (from Part IV, line 2)			6,880,037.		
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		439,782.	439,782.		STATEMENT 3
12 Total. Add lines 1 through 11		8,353,629.	8,353,629.		
13 Compensation of officers, directors, trustees, etc.		391,300.	231,845.		159,455.
14 Other employee salaries and wages		63,400.	31,700.		31,700.
15 Pension plans, employee benefits		114,952.	114,952.		0.
16a Legal fees					
b Accounting fees STMT 4		26,175.	26,175.		0.
c Other professional fees STMT 5		90,904.	90,904.		0.
17 Interest					
18 Taxes STMT 6		104,821.	17,818.		12,503.
19 Depreciation and depletion		601.	0.		
20 Occupancy		42,445.	0.		0.
21 Travel, conferences, and meetings		1,894.	1,894.		0.
22 Printing and publications					
23 Other expenses STMT 7		25,567.	11,752.		13,815.
24 Total operating and administrative expenses. Add lines 13 through 23		862,059.	527,040.		217,473.
25 Contributions, gifts, grants paid		2,859,950.			2,859,950.
26 Total expenses and disbursements. Add lines 24 and 25		3,722,009.	527,040.		3,077,423.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,631,620.			
b Net investment income (if negative, enter -0-)			7,826,589.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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		3.		
	2	Savings and temporary cash investments		1,116,165.	1,214,064.	1,214,064.
	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 9	45,865,688.	49,271,743.	51,287,841.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	10,691,303.	11,819,572.	12,695,134.	
14	Land, buildings, and equipment: basis ▶	63,811.				
	Less: accumulated depreciation	STMT 11 ▶	61,906.	2,505.	1,905.	
					1,905.	
15	Other assets (describe ▶ SECURITY DEPOSIT)		4,350.	4,350.	4,350.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		57,680,014.	62,311,634.	65,203,294.	
Liabilities	17	Accounts payable and accrued expenses		63,705.	63,705.	
	18	Grants payable				
	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)		63,705.	63,705.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		57,616,309.	62,247,929.		
30	Total net assets or fund balances		57,616,309.	62,247,929.		
31	Total liabilities and net assets/fund balances		57,680,014.	62,311,634.		

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	57,616,309.
2	Enter amount from Part I, line 27a	2	4,631,620.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	62,247,929.
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	62,247,929.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 44,474,951.		37,594,914.	6,880,037.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,880,037.

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	6,880,037.
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	3,124,225.	62,469,261.	.050012
2011	3,176,266.	63,567,094.	.049967
2010	3,222,014.	63,954,210.	.050380
2009	3,040,384.	64,331,865.	.047261
2008	3,144,748.	62,878,163.	.050013

2 Total of line 1, column (d)	2	.247633
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	.049527
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	64,006,446.
5 Multiply line 4 by line 3	5	3,170,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,266.
7 Add lines 5 and 6	7	3,248,313.
8 Enter qualifying distributions from Part XII, line 4	8	3,077,423.

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.

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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	156,532.
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	156,532.
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	156,532.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	95,483.	
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	95,483.	
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	61,049.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
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
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	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	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>CT, NY</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? If "No," attach explanation	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JUNE KWIATKOWSKI Telephone no. ► 860-521-2949 Located at ► 970 FARMINGTON AVE., WEST HARTFORD, CT ZIP+4 ► 06107			
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 ►		
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? ☐ 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) 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

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

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? N/A

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

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
SEE STATEMENT 12		391,300.	48,442.	45,782.

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
ISABELLA J. KWIATKOWSKI - 382 WARD STREET, WALLINGFORD, CT 06492	BOOKKEEPER 40.00	63,400.	9,510.	2,804.

Total number of other employees paid over \$50,000 0

Part VIII

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

3

Five highest-paid independent contractors for professional services. 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	
		0.
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	63,442,483.
b	Average of monthly cash balances	1b	1,538,680.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	64,981,163.
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	64,981,163.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	974,717.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,006,446.
6	Minimum investment return. Enter 5% of line 5	6	3,200,322.

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	3,200,322.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	156,532.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	156,532.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,043,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,043,790.
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	3,043,790.

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	3,077,423.
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	3,077,423.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,077,423.

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				3,043,790.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,859,247.	
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: ► \$ 3,077,423.				
a Applied to 2012, but not more than line 2a			2,859,247.	
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				218,176.
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				2,825,614.
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				

N/A

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

- 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.

- 3 Subtract line 2d from line 2c
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.

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:

MARION BARRAK, 860-521-2949

970 FARMINGTON AVE, SUITE 203, WEST HARTFORD, CT 06107

- b. The form in which applications should be submitted and information and materials they should include:**

PREScribed APPLICATION FORM WHICH MAY BE OBTAINED FROM THE FOUNDATION

- c Any submission deadlines:**

YES

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

NONE OTHER THAN POLITICAL LIMITATIONS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED LIST FOR DETAIL	NONE	PUBLIC CHARITY	GENERAL	2,859,950.
Total				2,859,950.
b Approved for future payment				
NONE				
Total				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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	830.		
4 Dividends and interest from securities			14	1,032,980.		
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			14	439,782.		
8 Gain or (loss) from sales of assets other than inventory			18	6,880,037.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		8,353,629.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13 8,353,629.		

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

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

[illegible]

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| 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		

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 Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JUDITH E. SAUNDERS, CPA	Preparer's signature <i>Judith E. Saunders</i>	Date 11/13/14	Check ☐ if self-employed	PTIN P00358546
	Firm's name ▶ FILOMENO & COMPANY, P.C., CPA'S			Firm's EIN ▶ 06-0934773	
	Firm's address ▶ 80 SOUTH MAIN STREET WEST HARTFORD, CT 06107			Phone no. 860.561.0020	

Form **990-PF** (2013)

GRANT LIST 2014
TOTAL OF GRANTS APPROVED \$2,859,950

1) Multi -year ---- 2 of 2	CHURCH OF SAINT RITA, 1620 Whitney Avenue, Hamden, Connecticut, 06517-2024 (Support one year of the Elderly Ministry.) REF. 009/13 Contact: Rev. Phillip J. Sharkey, Pastor Approved: 10/31/12. 2 grants of \$2,250 (Total \$4,500 over two years.) Implemented: 6/11/14 CK # 5518 # 2 of 2	\$2,250 2 of 2
2) Multi -year 2 of 2	PROVIDENCE COLLEGE 1 Cunningham Street, Providence, RI 02918-0001 (Support for the Dominican Scholarship Fund.) REF. 012/13 Contact: Brother Brian Carty, FSC Approved: October 31, 2012. 2 grants of \$125,000 (Total \$250,000 over two years) Implemented: 6/3/14 CK # 5495 # 2 of 2	\$125,000 2 of 2
3) Multi -year 2 of 5	THE HOSPITAL OF CENTRAL CONNECTICUT AT NEW BRITAIN GENERAL AND BRADLEY MEMORIAL HOSPITAL 100 Grand Street, New Britain, Connecticut, 06050 (Funding for the Maximilian E & Marion O. Hoffman Foundation Inc., Breast Care Center.) REF. 062/13 Approved: May 14, 2013 \$1.5 million to be paid over five years. Implemented: 6/18/14 CK #5528 #2 of 5 \$250,000	\$250,000 # 2 of 5
4) Multi -year 2 of 2	MALTA HOUSE OF CARE, INC. 19 Woodland Street, Suite 37, Hartford, Connecticut, 06105 (Funding to provide free primary care to disadvantaged populations.) Contact: Barbara Bartucca, Executive Director REF. 053/13 Approved: May 14, 2013.) Implemented: 6/11/14 CK # 5516 # 2 of 2	\$75,000 # 2 of 2
5) Multi -year 1 of 4	SAINT FRANCIS HOSPITAL AND MEDICAL 114 Woodland Street, Hartford, Connecticut, 06105-1299 (Funding for the Maximilian E. & Marion O. Hoffman Foundation Comprehensive Breast Health Center) REF. 019/09 Contact: Christopher Dadlez, President. Approved: February 06, 2014. 4 grants of \$375,000 (Total \$1,500,000 over four years.) Implemented: 6/2/14 CK # 5484 # 1 of 4	\$375,000 1 of 4
6) Multi -year 1 of 5	ARCHDIOCESE OF THE SYRIAN ORTHODOX CHURCH OF ANTIOCH FOR THE EASTERN UNITED STATES, 260 Teaneck Avenue, Teaneck, NJ 07666. (Funding for renovations at the Archdiocesan Center.) Contact: Patriarch Mor Cyril Afrem Karim Ref. 042/14 Approved: May 14, 2014. 5 grants of \$200,000 (Total \$1,000,000 over five years). Implemented: 6/3/14 CK # 5491 # 1 of 5	\$200,000 1 of 5

7) Multi - year 1 of 5	CONNECTICUT SCIENCE CENTER, INC., 250 Columbus Boulevard, Hartford, CT 06103 <i>(Funding for permanent naming for the Science Theater and for Hoffman Field Trip Scholarship Program).</i> Contact: Matt Fleury, President & CEO Ref. 047/14 Approved: May 14, 2014. 4 grants of \$250,000 (\$1,000,000 over 4 years). Implemented: 6/3/14 CK # 5494 #1 of 5	\$200,000 1 of 5
8)	SAINT BERNADETTE SCHOOL 20 Burr Street, New Haven, Connecticut, 06512 <i>(Funding to help expand the school's iPad program.)</i> Contact: Sherry A. Steines, Principal. Ref. 001/14 Approved: October 30, 2013. Implemented: 12/3/13 CK # 5360	\$25,000
9)	SAINT MARK SCHOOL, Archdiocese of Bridgeport, 500 Wigwam Lane, Stratford, Connecticut, 06614. <i>(Support to match incentive to the school's Annual Fund.)</i> Contact: Gene Holmes, Principal. Ref. 002/14 Approved: October 30, 2014. Implemented: 12/4/13 CK # 5367	\$10,000
10)	MERIDEN CHILDREN'S FIRST INITIATIVE, INC., 165 Miller Street, Meriden, Connecticut, 06450 <i>(Support for the Meriden Family Zones pilot project.)</i> Contact: David Radcliffe, Director. Ref. 003/14 Approved: October 30, 2013. Implemented: 12/3/13 CK# 5361	\$5,000
11)	DANBURY MUSIC CENTER, INC., 256 Main Street, Danbury, Connecticut,, 06810 <i>(Support to enable low-income families to participate in the Music Center's Annual Performances.)</i> Contact: Nancy K. Sudik, Executive Director Ref. 004/14 Approved: October 30, 2013. Implemented: 12/4/13 CK# 5368	\$5,000
12)	AID TO ORPHANS RELIEF FOUNDATION, INC., 1952 Whitney Avenue, Hamden, Connecticut, 06517 <i>(To help expand their Nutritional/Medical Supplies Shipment program.)</i> Contact: Margaret Chusteck, MD. MBA, Executive Director Ref. 005/14 Approved: October 30, 2013. Implemented: 12/3/13 CK# 5362	\$5,000
13)	NEW MILFORD HOSPITAL, INC., 21 Elm Street, New Milford, Connecticut, 06776 <i>(Support for construction of a new Emergency Department)</i> Contact: Deborah Weymouth, FACHE, SVP, Executive Director Ref. 006/14 Approved: October 30, 2013. Implemented: 12/11/13 CK# 5372	\$50,000
14)	HOLY FAMILY HOME AND SHELTER, INC., PO BOX 884, 88 Jackson Street, Willimantic, Connecticut, 06226 <i>(Support to help re-shingle the roof of the shelter building.)</i> Contact: Bonnie Reilen, Executive Director Ref. 008/14 Approved: October 30, 2013. Implemented: 12/4/13 CK# 5369	\$50,000

15)	EAST CATHOLIC HIGH SCHOOL, 115 New State Road, Manchester, Connecticut, 06042-1820 (Funding to help update the school's heating system.) Contact: Jason S. Hartling, Principal Ref. 009/14 Approved: October 30, 2013. Implemented: 12/4/13 CK# 5370	\$50,000
16)	BOYS AND GIRLS CLUBS OF HARTFORD, INC., 170 Sigourney Street, Hartford, Connecticut, 06105 (Funding for Teen Initiative programs.) Contact: Samuel S. Gray, President & CEO. Ref. 010/14 Approved: October 30, 2013. Implemented: 12/3/13 CK# 5363	\$50,000
17)	YOUNG AUDIENCES OF CONNECTICUT, INC., 3074 Whitney Avenue, Bldg. 2, 2nd Floor, Hamden, Connecticut, 06518 (Funding support for two "Positive Arts" after-school residences.) Contact: Eileen M. Carpinella, Executive Director Ref. 011/14 Approved: October 30, 2013. Implemented: 12/4/13 CK# 5364	\$5,000
18)	NATCHAUG HOSPITAL, INC., 189 Storrs Road, Mansfield, Connecticut, 06250. (Funding to create a new Joshua Center in Norwich, CT for at-risk school age youth.) Contact: Stephen W. Larcen, Ph.D. President & CEO Approved: October 30, 2013. Implemented: 12/4/13 CK# 5366	\$25,000
19)	THE HUGO KAUDER SOCIETY, INC., 421 Humphrey Street, New Haven, Connecticut, 06511. (To help complete a CD , DVD and short trailer of Hugo Kauder's "Merlin".) Contact: Roan Richter, Manager. Approved: October 30, 2013. Implemented: 12/11/13 CK# 537	\$6,700
20)	WATERFORD COUNTRY SCHOOL, INC., 78 Hunts Brook Road, Quaker Hill, Connecticut, 06375 (Funding to help enhance the physical education program at the school.) R Contact: William R. Martin, Executive Director Ref. 014/14 Approved: October 30, 2013. Implemented: 12/17/13 CK# 5380	\$25,000
21)	THE ARC OF FARMINGTON VALLEY, PO BOX 1099, 225 Commerce Drive, Canton, Connecticut, 06019. (Funding for the Emergency/Relocation Shelter in Canton.) Contact: Stephen E. Morris, Executive Director. Ref. 016/14 Approved: February 06, 2014. Implemented: 4/14/14 CK# 5441	\$10,000
22)	NEW HAVEN SYMPHONY ORCHESTRA, INC., 105 Court Street, New Haven, Connecticut, 06511. (Support for the comprehensive Music Education Program.) Contact: Elaine C. Carroll, Executive Director. Ref. 017/14 Approved: February 06, 2014. Implemented: 4/14/14 CK# 5442	\$5,000

23)	SAINT MARY'S SYRIAC ORTHODOX CHURCH, 1 Industrial Drive, Shrewsbury, Massachusetts, 01545 (Support for Church renovations.) Contact: Fr. Maroutha Hanna, Pastor. Ref. 018/14 Approved: February 06, 2014. Implemented: 6/2/14 CK# 5482	\$50,000
24)	NORTHWEST CONNECTICUT CENTER FOR THE ARTS, INC., d/b/a/ WARNER THEATRE 68 Main Street, PO BOX 1012, Torrington, Connecticut, 06790 (Funding for the Warner Theatre's arts educational programs.) Contact: Lynn Geloromino, General Manager. Ref. 021/14 Approved: February 06, 2014. Implemented: 4/14/14 CK# 5435	\$5,000
25)	JUBILEE HOUSE, INC., 40 Clifford Street, Hartford, Connecticut, 06114. (Funding for the literacy development program for low-income adults.) Contact: Sister Maureen Faenza, CSJ, Co-Director Approved: February 06, 2014. Implemented: 4/14/14 CK# 5436	\$10,000
24)	SAINT TIMOTHY MIDDLE SCHOOL 225 King Philip Drive, West Hartford, Connecticut, 06116. (Funding for technology upgrades:\$66,877.44; Scholarship: \$8,122.56.) Contact: Mrs. Tara Bellefleur, M. Ed., BCBA, Principal. Ref. 024/14 Approved: February 06, 2014. Implemented: 6/2/14 CK# 5485	\$75,000
26)	SAINT THOMAS SCHOOL 133 Bristol Street, Southington, Connecticut, 06489. (Funding to help purchase laptop computers.) Contact: Mary Pat Wirkus, Principal. Ref. 25/14 Approved: February 06, 2014. Implemented: 4/23/14 CK # 5435	\$25,000
26)	WEST HARTFORD SYMPHONY ORCHESTRA, INC., PO BOX 3700036, West Hartford, Connecticut, 06137 (Funding for "Ellis Island: Dream of America" concert.) Contact: Ron Reisner, President. Ref. 026/14 Approved: February 06, 2014. Implemented: 4/14/14 CK # 5437	\$2,000
28)	TRINITY EPISCOPAL DAY SCHOOL ON ASYLUM HILL, INC., 120 Sigourney Street, Hartford, Connecticut, 06105 (Support for the school's educational endeavors.) Contact: Myron E. Congdon, Director Approved: February 06, 2014. Implemented: 6/2/14 CK # 5483	\$35,000
29)	SAINT JOSEPH SCHOOL, 335 Center Street, Bristol, Connecticut, 06010 (General support funding.) Contact: Mark. J. Monnerat, Principal. Ref. 029/14 Approved: February 06, 2014. Implemented: 4/23/14 CK # 5483	\$20,000

30)	NORWALK SYMPHONY SOCIETY, INC., 83 Wall Street, Suite 1, Norwalk, Connecticut, 06850 (Funding for a concert version of George Bizet's Carmen.) Contact: Jane Shelby, Interim Executive Director. Ref. 030/14 Approved: February 06, 2014. Implemented: 4/14/14 CK # 5438	\$5,000
31)	SAINT ANTHONY SCHOOL, 35 Oak Street, Winsted, Connecticut, 06098 (Funding to help upgrade school technology.) Contact: Mrs. Patricia Devanney, Principal. Ref. 031/14 Approved: February 04, 2014. Implemented: 6/2/14 CK # 5487	\$25,000
32)	SAINT BARSAWMO SYRIAN ORTHODOX CHURCH 283 Squawbrook Road, Wyckoff, New Jersey, 07481 (Funding for expansion and renovations at the church.) Contact: Neil N. Aydin, President Board of Trustees. Ref. 032/14 Approved: February 06, 2014. Implemented: 6/3/14 CK # 5492	\$100,000
33)	CHRYSALIS CENTER, INC., 255 Homestead Avenue, PO BOX 320613, Hartford, Connecticut, 06132 (Funding for the capital campaign.) Contact: Sharon L. Castelli, CEO. Ref. 035/14 Approved: February 06, 2014. Implemented: 5/28/14 CK # 5470	\$25,000
34)	HARTFORD OPERA THEATER, INC., 60 Fuller Drive, West Hartford, Connecticut, 06117 (Funding for the 2014 production of "A Little Night Music, by Sondheim".) Contact: Noelle Karnolt, CEO/Executive Director. Approved: February 06, 2014. Implemented: 4/23/14 CK # 5452	\$5,000
34)	SHORELINE ARTS ALLIANCE, INC., 725 Boston Post Road, Guilford, Connecticut, 06437 (Funding for "Shakespeare on the Shoreline 2014".) Contact: Eric Dillner, CEO/Executive Director. Ref. 037/14 Approved: February 06, 2014. Implemented: 4/23/14 CK # 5449	\$5,000
36)	SILVERMINE GUILD OF ARTISTS,, INC., 1037 Silvermine Road, New Canaan, Connecticut, 06840 (Funding for the outreach program Arts Partners.) Contact: Leslee Asch, Executive Director Approved: February 06, 2014. Implemented: 4/23/14 CK # 5450	\$5,000
37)	ASYLUM HILL LEARNING ZONE, INC., 814 Asylum Avenue, Hartford, Connecticut, 06105 (Funding for the Baby Academy program.) REF. 040/1 Contact: Myron E. Congdon, Director Approved: May 14, 2014. Implemented: 6/3/14 CK # 5488	\$10,000

38)	FAMILY CENTERS, INC., 40 Arch Street, Greenwich, Connecticut, 06830 (Funding for Den for Grieving Kinds program.) Contact: Robert Arnold, Executive Director Approved: May 14, 2014. Implemented: 6/3/14 CK # 5497	REF. 041/14	\$5,000
39)	VILLA MARIA SCHOOL, 161 Sky Meadow Drive, Stamford, Connecticut, 06903 (Funding for a Performance Arts Program) Contact: Sister Carol Ann Nawracaj, Executive Director Approved: May 14, 2014. Implemented: 6/3/14 CK # 5498	REF.043/14	\$5,000
40)	SAINT CHRISTOPHER SCHOOL, 570 Brewer Street, East Hartford, Connecticut, 06118-2398 (Funding for general support.) Contact: Kathleen Madej, Principal Approved: , May 14, 2014. Implemented: 6/11/14 CK # 5520	REF. 044/14	\$40,000
41)	CONNECTICUT HISTORICAL SOCIETY MUSEUM & LIBRARY, One Elizabeth Street, Hartford, Connecticut, 06105-2292 (Funding for Katherine Hepburn: Dressed for State and Screen Exhibit.) Contact: Jody Blankenship, Executive Contact: Jody Blankenship, Executive Director Approved: May 14, 2014. Implemented: 5/28/14 CK # 5475	REF. 045/14	\$5,000
42)	SAINT ANTHONY MARONITE CATHOLIC CHURCH, 375 Island Point Road, Springfield, Massachusetts, 01108 (Funding for an outdoor pavilion to be named after the Foundation) Contact: George Zina, Board Chair. Approved: May 14, 2014. Implemented: 6/3/14 CK # 5500	REF. 046/14	\$93,000
43)	XAVIER HIGH SCHOOL, 181 Randolph Road, Middletown, Connecticut, 06457 (Funding to help create a fine arts wing) Contact: Fr. Dani Abi Akar, Pastor Approved: May 14. 2013. Implemented: 6/3/14 CK # 5501	REF. 048/14	\$25,000
44)	ARTSPACE, INC., 50 Orange Street, New Haven, Connecticut, 06510 (Funding to match support from the Institute for Museum and Library Services.) Contact: Paul Iadarola, Executive Director Approved: May 14, 2013. Implemented: 6/4/13 CK # 5256	REF. 49/14	\$5,000
45)	SAINT THOMAS CHURCH 19 Electric Avenue, Thomaston, Connecticut, 06787 (Funding to help replace their old boilers in their school.) Contact: Rev. Robert J. Grant, Pastor. Approved: May 14. 2014. Implemented: 5/28/14 CK # 5474	REF. 050/14	\$10,000

46)	AMERICAN MURAL PROJECT, INC., PO BOX 538, 100 Whiting Street, Winsted, Connecticut, 06098 (Funding the capital campaign.) REF. 051/14 Contact: Ellen Griesdeck, Executive Director Approved: May 14. 2014. Implemented: 6/11/14 CK # 5517	\$50,000
47)	YOUNG MEN'S CHRISTIAN ASSOCIATION OF NORTHERN MIDDLESEX COUNTY, INC., 99 Union Street, Middletown, Connecticut, 06457. (Funding for 15 campers.) REF. 052/14 Contact: Michele Rulnick, President & CEO Approved: May 14. 2014. Implemented: 5/28/14 CK # 5471	\$15,000
48)	AMERICAN LIVER FOUNDATION 39 Broadway, Suite 2700, New York, New York, 1006-3003. (Funding for the Connecticut Division programs.) REF. 053/14 Contact: Nicholas De Roma, Director, NY, JoAnne Thompson Executive Director CT.) Approved: May 14. 2014. Implemented: 6/11/14 CK # 5522	\$25,000
49)	NEW BRITAIN MUSEUM OF AMERICAN ART, INC., 56 Lexington Avenue, New Britain, Connecticut, 06052-1412 (Funding for the arts & education expansion campaign.) REF. 054/14 Contact: Douglas Hyland, Director Approved: May 14. 2014. Implemented: 6/5/14 CK # 5504	\$300,000
50)	JEWISH FAMILY SERVICES OF GREATER HARTFORD, INC.,, 335 Bloomfield Avenue, Suite A, West Hartford, Connecticut, 06117. (Funding for the JFS Child Program.) REF. 055/14 Contact: Anne M. Danaher, Executive Director. Approved: May 14. 2014. Implemented: 6/5/14 CK # 5515	\$25,000
51)	SOCIAL ENTERPRISES TRUST, INC., 99 Pratt Street, Hartford, Connecticut, 06103 (Funding for the Social Enterprise Challenge.) REF. 056/14 Contact: Katherine H. Emery, Chairman & CEO Approved: May 14. 2014. Implemented: 6/5/14 CK # 5505	\$5,000
52)	MARC COMMUNITY RESOURCES, LTD. 124 Washington Street, Middletown, Connecticut, 06457 (Funding for a year-round theater arts training program;\$3,000 and for an Adult Skill Development, walking Club and Dance program; \$3,000.) Contact: Elizabeth Warner, Executive Director. REF. 057/14 Approved: May 14. 2014. Implemented: 6/5/14 CK # 5509	\$6,000
53)	ST. VINCENT DEPAUL PLACE MIDDLETOWN, 617 Main Street, Middletown, Connecticut, 06457. Contact: Ronald R. Krom, Executive Director. REF. 058/14 (Funding for the Soup Kitchen & Community Assistance programs.) Approved: May 14. 2014. Implemented: 5/28/14 CK # 5473	\$10,000

54)	HOPEWORKS, INC., 90 North Main Street, West Hartford, Connecticut, 06017. (Funding for general support.) REF. 059/14 Contact: Dorothy M. Shugrue Approved: May 14, 2014. Implemented: 6/18/14 CK # 5527	\$10,000
55)	SAINT PAUL SCHOOL, 461 Alling Street, Kensington, Connecticut, 06037 (Funding to replace 26 classroom doors & 6 exterior doors.) REF. 060/14 Contact: Fayne Molloy, CEO/Executive Director. Approved: May 14, 2014. Implemented: 6/5/14 CK # 5510	\$50,000
56)	RIVERFRONT RECAPTURE, INC., 50 Columbus Boulevard, 1st Floor, Hartford, Connecticut, 06106 (Funding for youth enrichment programs.) REF. 061/14 Contact: Joseph R. Marfuggi, President & CEO Approved: May 14, 2014. Implemented: 5/28/14 CK # 5477	\$15,000
57)	THE HORACE BUSHNELL MEMORIAL HALL CORP., D/B/A THE BUSHNELL CENTER FOR THE PERFORMING ARTS 166 Capitol Avenue, Hartford, Connecticut, 06106 (Funding for the Access to Organizations Fund.) REF. 062/14 Contact: David R. Fay, President & CEO Approved: May 14, 2014. Implemented: 6/11/14 CK # 5519	\$200,000
58)	CHAMBER MUSIC CENTRAL, INC., 157 Roseville Road, Westport, Connecticut, 06880 (Funding for the scholarship program & guest artists program). REF. 063/14 Contact: Michele D. Smith, Executive Director. Approved: May 14, 2014. Implemented: 6/11/14 CK # 5521	\$5,000
<u>MINIMUM DISTRIBUTION FYE JUNE 30, 2014: \$2,859,247</u> <u>TOTAL OF GRANTS APPROVED: \$2,859,950</u>		

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	GMO ALPHA ONLY FUND	P	VARIOUS	VARIOUS
b	GMO CURRENCY HEDGE INT'L EQUITY FD	P	VARIOUS	VARIOUS
c	GMO EMERGING MARKETS FUND	P	VARIOUS	VARIOUS
d	GMO FLEXIBLE EQUITIES FUND	P	VARIOUS	VARIOUS
e	GMO INTERNATIOANL EQUITY FUND	P	VARIOUS	VARIOUS
f	GMO QUALITY FUND	P	VARIOUS	VARIOUS
g	GMO RISK PREMIUM FUND	P	VARIOUS	06/13/14
h	GMO STRATEGIC FIXED INCOME FUND	P	VARIOUS	VARIOUS
i	GMO US EQUITY ALLOCATION FUND	P	VARIOUS	VARIOUS
j	GMO US TREASURY FUND	P	VARIOUS	VARIOUS
k	GMO ADMIRAL TREASURY MM FUND	P	VARIOUS	05/30/14
l	GMO DEBT OPPORTUNITY FUND	P	VARIOUS	02/11/14
m	CAPITAL GAINS DIVIDENDS			
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	3,589,770.	3,605,660.	-15,890.
b	12,639,885.	12,213,795.	426,090.
c	1,096,241.	1,192,696.	-96,455.
d	490,547.	557,125.	-66,578.
e	523,941.	538,397.	-14,456.
f	12,415,802.	10,022,912.	2,392,890.
g	662,541.	618,687.	43,854.
h	2,638,225.	2,822,984.	-184,759.
i	2,329,877.	2,287,548.	42,329.
j	162,192.	162,192.	0.
k	2,700,000.	2,700,000.	0.
l	853,186.	872,918.	-19,732.
m	4,372,744.		4,372,744.
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			-15,890.
b			426,090.
c			-96,455.
d			-66,578.
e			-14,456.
f			2,392,890.
g			43,854.
h			-184,759.
i			42,329.
j			0.
k			0.
l			-19,732.
m			4,372,744.
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	6,880,037.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA CHECKING	69.	69.	
BANK OF AMERICA MMKT FUND	761.	761.	
TOTAL TO PART I, LINE 3	830.	830.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GMO	5,373,520.	4,371,849.	1,001,671.	1,001,671.	
GMO K-1					
ALTERNATIVE ASSETS	1,814.	0.	1,814.	1,814.	
GMO K-1 SPECIAL					
SITUATIONS	662.	0.	662.	662.	
INTEREST FROM ALT					
ASSETS K-1	42.	0.	42.	42.	
INTEREST FROM SPEC					
SIT K-1	2,017.	0.	2,017.	2,017.	
VANGUARD	27,669.	895.	26,774.	26,774.	
TO PART I, LINE 4	5,405,724.	4,372,744.	1,032,980.	1,032,980.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MSF ORDINARY EARNINGS	147,929.	147,929.	
GMO SPEC SIT K-1	87,871.	87,871.	
GMO ALT ASSETS K-1	203,982.	203,982.	
TOTAL TO FORM 990-PF, PART I, LINE 11	439,782.	439,782.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILOMENO & CO	26,175.	26,175.		0.
TO FORM 990-PF, PG 1, LN 16B	26,175.	26,175.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREER BENEFIT CONSULTANTS, INC	1,000.	1,000.		0.
BANK & CUSTODIAL FEES	89,904.	89,904.		0.
TO FORM 990-PF, PG 1, LN 16C	90,904.	90,904.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	30,321.	17,818.		12,503.
STATE FILING TAXES	1,500.	0.		0.
FEDERAL INCOME TAXES	73,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	104,821.	17,818.		12,503.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	11,599.	3,599.		8,000.
TRUSTEE EXPENSES	4,465.	0.		4,465.
OFFICE EXPENSE	5,642.	4,292.		1,350.
TELEPHONE	2,365.	2,365.		0.
PAYROLL PROCESSING FEES	1,496.	1,496.		0.
TO FORM 990-PF, PG 1, LN 23	25,567.	11,752.		13,815.

FOOTNOTES

STATEMENT 8

1) STATUS OF FORM 5471 FILING: GMO ALTERNATIVE ASSET OPPORTUNITY FUND SHALL FILE FORM 5471 ON BEHALF OF ITS PARTNERS, FOR ITS TAXABLE YEAR ENDED FEBRUARY 28,2014.

2) DETAILS OF TAX RETURN IN WHICH FORM 5471 SHALL FE FILED:

NAME: GMO ALTERNATIVE ASSET OPPORTUNITY FUND
 ADDRESS: 40 ROWES WARF, BOSTON, MA 02110
 EIN: 25-1913754

3) IRS SERVICE CENTER WHERE SUCH TAX RETURN SHALL BE FILED:

IRS SERVICE CENTER: OGEDN, UT 84201-0011

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALPHA ONLY	3,136,830.	3,110,056.
SYSTEMATIC GLOBAL MACRO OPP FD	2,257,096.	2,499,930.
EMERGING COUNTRY DEBT	2,255,268.	2,307,637.
EMERGING MARKETS	5,036,497.	5,333,601.
FLEXIBLE EQUITIES	0.	0.
SPECIAL SITUATIONS	0.	0.
STRATEGIC FIXED INCOME	0.	0.
QUALITY EQUITY	0.	0.
TOTAL BOND MARKET	990,673.	1,024,810.
ADMIRAL TREASURY MM FUND	0.	0.
CURR HEDGE INT'L EQ	0.	0.
RISK PREMIUM FUND	2,321,763.	2,483,297.
ASSET ALLOCATION BOND FD	10,419,637.	10,647,138.
DEBT OPPORTUNITIES FD	1,766,652.	1,794,551.
INTERNATIONAL EQUITY FD	11,098,272.	11,590,231.
US EQUITY ALLOCATION FD	8,253,929.	8,761,464.
US TREASURY FD	1,735,126.	1,735,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,271,743.	51,287,841.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GMO MULTI STRATEGY HEDGE FUND	COST	11,417,784.	12,293,346.
PARTNERSHIP OUTSIDE COST BASIS	COST	401,788.	401,788.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,819,572.	12,695,134.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	17,627.	17,627.	0.
FURNITURE & FIXTURES	2,175.	2,175.	0.
OFFICE EQUIPMENT	3,664.	3,631.	33.
OFFICE EQUIPMENT & FURNITURE	21,022.	21,022.	0.
OFFICE FURNITURE	805.	805.	0.
OFFICE FURNITURE	1,366.	1,366.	0.

APPLE COMPUTER	2,506.	2,506.	0.
SOFTWARE	725.	725.	0.
IMAC COMPUTER	2,617.	2,618.	-1.
OFFICE RENOVATIONS	2,523.	1,789.	734.
OFFICE CHAIR-MICHAEL	1,264.	1,146.	118.
ACER PC COMPUTER	1,127.	1,073.	54.
OFFICE EQUIPMENT	1,478.	1,467.	11.
LEXMARK PRINTER	900.	822.	78.
PHONE SYSTEM	4,012.	3,135.	877.
TOTAL TO FM 990-PF, PART II, LN 14	63,811.	61,907.	1,904.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M. JERESATY, M.D. 36 LAKEVIEW DRIVE WEST HARTFORD, CT 06117	DIRECTOR 2.00	10,000.	0.	0.
MARIE GUSTIN, PHD 365 SHUTTLEMEADOW AVENUE NEW BRITAIN, CT 06052	DIRECTOR 2.00	10,000.	0.	0.
MICHAEL B. CHAHO 60 EDDY STREET AVON, CT 06001	TREASURER 40.00	122,200.	20,575.	19,442.
JOSEPH B. CHAHO 8 PORTER DRIVE WEST HARTFORD, CT 06117	V. PRES./SECRETARY 40.00	102,300.	7,105.	6,711.
MARION L. BARRAK 66 EDDY STREET AVON, CT 06001	PRESIDENT/DIRECTOR 40.00	136,800.	20,762.	19,629.
ANNE MARIE FAULISO 998 PROSPECT AVENUE HARTFORD, CT 06105-1126	DIRECTOR 2.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		391,300.	48,442.	45,782.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & FIXTURES	06/30/87	SL	5.00		16	17,627.				17,627.	17,627.		0.	17,627.
2	FURNITURE & FIXTURES	06/01/88	SL	5.00		16	2,175.				2,175.	2,175.		0.	2,175.
3	OFFICE EQUIPMENT	11/05/93	SL	5.00		16	3,664.				3,664.	3,631.		0.	3,631.
4	OFFICE EQUIPMENT & FURNITURE	09/01/94	SL	7.00		16	21,022.				21,022.	21,022.		0.	21,022.
5	OFFICE FURNITURE	10/01/95	SL	7.00		16	805.				805.	805.		0.	805.
9	OFFICE FURNITURE	12/12/05	SL	7.00		16	1,366.				1,366.	1,366.		0.	1,366.
11	APPLE COMPUTER	12/05/05	SL	5.00		16	2,506.				2,506.	2,506.		0.	2,506.
13	SOFTWARE	03/12/07	SL	3.00		16	725.				725.	725.		0.	725.
14	IMAC COMPUTER	11/02/07	SL	5.00		16	2,617.				2,617.	2,618.		0.	2,618.
15	OFFICE RENOVATIONS	05/14/09	150DE	15.00	MAC17		2,523.			1,262.	1,261.	445.		82.	527.
16	OFFICE CHAIR-MICHAEL	07/12/09	200DE	7.00	MAC17		1,264.			632.	632.	459.		55.	514.
17	ACER PC COMPUTER	12/31/09	200DE	5.00	MAC17		1,127.			564.	563.	448.		61.	509.
19	OFFICE EQUIPMENT	04/01/99	SL	7.00		16	1,478.				1,478.	1,467.		0.	1,467.
20	LEXMARK PRINTER	01/06/11	200DE	5.00	HY17		900.			450.	450.	320.		52.	372.
21	PHONE SYSTEM	02/29/12	200DE	7.00	HY17		4,012.			2,006.	2,006.	778.		351.	1,129.
	* TOTAL 990-PF PG 1 DEPR						63,811.			4,914.	58,897.	56,392.		601.	56,993.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone