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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation CHELSEA GROTON FOUNDATION, INC		A Employer identification number 06-1520330
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) () -
ONE FRANKLIN SQUARE		
City or town, state or province, country, and ZIP or foreign postal code NORWICH, CT 06360-5825		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input 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) ▶ \$ 3,532,476.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	202,348.	ATCH 1		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		ATCH 2
	4 Dividends and interest from securities	35,509.	35,509.		ATCH 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	68,341.			
	b Gross sales price for all assets on line 6a	736,047.			
	7 Capital gain net income (from Part IV, line 2)		163,790.	SEE FOOTNOTE	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	306,202.	199,303.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	3,550.	1,775.		1,775.
	c Other professional fees (attach schedule) [5]	4,198.	4,198.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	1,915.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23.	9,663.	5,973.		1,775.	
25 Contributions, gifts, grants paid	160,328.			160,328.	
26 Total expenses and disbursements. Add lines 24 and 25	169,991.	5,973.	0	162,103.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	136,211.				
b Net investment income (if negative, enter -0-)		193,330.			
c Adjusted net income (if negative, enter -0-)					

MAY 26 2015

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,334.	3,556.	3,556.
	2	Savings and temporary cash investments	77,489.	88,328.	88,328.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	1,659,560.	1,623,051.	2,405,486.
	c	Investments - corporate bonds (attach schedule) ATCH 8	883,093.	1,042,867.	1,035,106.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,622,476.	2,757,802.	3,532,476.	
Liabilities	17	Accounts payable and accrued expenses	-3,378.	-4,263.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	-3,378.	-4,263.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,625,854.	2,762,065.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,625,854.	2,762,065.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,622,476.	2,757,802.	

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	2,625,854.
2	Enter amount from Part I, line 27a	2	136,211.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,762,065.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,762,065.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	163,790.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

(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))
2013	149,572.	2,953,746.	0.050638
2012	125,250.	2,476,625.	0.050573
2011	125,746.	2,421,896.	0.051920
2010	96,590.	2,257,725.	0.042782
2009	94,661.	2,009,043.	0.047117
2 Total of line 1, column (d)			2 0.243030
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048606
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 3,288,884.
5 Multiply line 4 by line 3			5 159,859.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,933.
7 Add lines 5 and 6			7 161,792.
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.			8 162,103.

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)		1	1,933.
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			
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	
3 Add lines 1 and 2		3	1,933.
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	1,933.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,242.	
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	5,242.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,309.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,309. 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
b 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?		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 XV	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 2014 or the taxable year beginning in 2014 (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).	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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>RICHARD MORELLI</u>	Telephone no	<u>860-823-4800</u>	
	Located at <u>ONE FRANKLIN SQUARE NORWICH, CT</u>	ZIP+4	<u>06360-5825</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>			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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <u></u>		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 <u></u>		
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 2014 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 2014.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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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	3,336,301.
b	Average of monthly cash balances	1b	2,668.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,338,969.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,338,969.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,085.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,288,884.
6	Minimum investment return. Enter 5% of line 5	6	164,444.

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	164,444.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,933.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,933.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,511.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	162,511.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	162,511.

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	162,103.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	162,103.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,933.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,170.

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.

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Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				162,511.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011	5,339.			
d From 2012	6,139.			
e From 2013	7,001.			
f Total of lines 3a through e	18,479.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>162,103.</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				162,103.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	408.			408.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,071.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	18,071.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011	4,931.			
c Excess from 2012	6,139.			
d Excess from 2013	7,001.			
e Excess from 2014				

Form 990-PF (2014)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 14				
Total			▶ 3a	160,328.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
▼	

[illegible]

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

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


**Sign
Here**

Signature of officer or trustee

Date _____

Title

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

Paid Preparer Use Only	Print/Type preparer's name WILLIAM R FLEMING		Preparer's signature 		Date 05/07/2015		Check <input type="checkbox"/> if self-employed		PTIN P00368409		
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP							Firm's EIN ▶ 13-4008324			
	Firm's address ▶ 185 ASYLUM STREET, SUITE 2400 HARTFORD, CT 06103-3404							Phone no. 860-241-7000			

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

CHELSEA GROTON FOUNDATION, INC

Employer identification number

06-1520330

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **CHELSEA GROTON FOUNDATION, INC**Employer identification number
06-1520330**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHELSEA GROTON BANK ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	\$ 195,088.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

JSA

Name of organization **CHELSEA GROTON FOUNDATION, INC**

Employer identification number

06-1520330

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CAPITAL GAINS DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	52,117.	
115,000.		BBH BROAD MKT LIMITED DURATION FUND CL N PROPERTY TYPE: SECURITIES 111,653.				P	VARIOUS 3,347.	05/27/2014
380,959.		PIMCO TOTAL RETURN FD INST PROPERTY TYPE: SECURITIES 376,574.				P	VARIOUS 4,385.	08/04/2014
45,000.		T ROWE PRICE INTL FDS NEW ASIA PROPERTY TYPE: SECURITIES 36,508.				P	VARIOUS 8,492.	11/04/2014
195,088.		WALGREEN CO 2,900 SHS PROPERTY TYPE: SECURITIES 99,639.				D	12/09/2014 95,449.	12/09/2014
TOTAL GAIN (LOSS)							<u>163,790.</u>	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
CHELSEA GROTON BANK ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	12/08/2014	195,088.
VARIOUS @ LESS THAN \$5,000	VARIOUS	7,260.
TOTAL CONTRIBUTION AMOUNTS		<u>202,348.</u>

ATTACHMENT 2

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BROWN BROTHERS HARRIMAN MMF	4.	4.
TOTAL	<u>4.</u>	<u>4.</u>

ATTACHMENT 3FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIXED INCOME FUNDS	14,289.	14,289.
DOMESTIC EQUITY FUNDS	11,740.	11,740.
INTL EQUITY FUNDS	9,480.	9,480.
TOTAL	<u>35,509.</u>	<u>35,509.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS	3,550.	1,775.		1,775.
TOTALS	<u>3,550.</u>	<u>1,775.</u>		<u>1,775.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY BROWN BROTHERS HARRIMAN	4,198.	4,198.
TOTALS	<u>4,198.</u>	<u>4,198.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ACCRUED EXCISE TAX	1,915.
TOTALS	<u>1,915.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DOMESTIC EQTY FDS	1,149,422.	1,149,422.	1,958,770.
INTL EQUITY FDS	510,138.	473,629.	446,716.
TOTALS	<u>1,659,560.</u>	<u>1,623,051.</u>	<u>2,405,486.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME FDS	883,093.	1,042,867.	1,035,106.
TOTALS	<u>883,093.</u>	<u>1,042,867.</u>	<u>1,035,106.</u>

Chelsea Groton Bank
Chelsea Groton Foundation
Book/Fair Market Value Summary
As of 12/31/14

<u>Security Description</u>	<u># of Shares</u>	<u>BV 12/31/14</u>	<u>FMV 12/31/14</u>	<u>Unrealized Gain (Loss)</u>
Total Bank & Finance Company - Common	0.00	0.00	0.00	0.00
BBH Broad Market Limited Duration Fund CL N	100,789.25	1,042,866.76	1,035,105.59	(7,761.17)
Total Fixed Income Funds	100,789.25	1,042,866.76	1,035,105.59	(7,761.17)
BBH Core Select Fund Class N	81,586.72	1,074,421.83	1,851,202.58	776,780.75
Longleaf Partners Small Cap Fund	3,536.07	75,000.00	107,567.19	32,567.19
Total Domestic Equity Fund	85,122.79	1,149,421.83	1,958,769.77	809,347.94
BBH International Equity Fund	12,218.42	220,909.06	175,578.70	(45,330.36)
Rowe T Price Intl Fds new Asia	3,524.08	52,720.25	57,407.26	4,687.01
AIT Global Emerging Markets	22,883.30	200,000.00	213,730.02	13,730.02
Total International Equity Funds	38,625.80	473,629.31	446,715.98	(26,913.33)
Total Investments	224,537.84	2,665,917.90	3,440,591.34	774,673.44

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ERIC JANNEY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
HARRY COLONIS ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
LORI-ELLEN WESOLOWSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
LAUREN TRACEY-DUFFICY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
JEFFREY GODLEY ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0
ZUZANNA OLSZEWSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS	TO EMPLOYEE BENEFIT PLANS	
MARY ELLEN JUKOSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
MICHAEL RAUH ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
ANNE WILKINSON ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
ANNE L ODGEN ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
DENISE STAPIENSKI ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
D BEN BENOIT ONE FRANKLIN SQUARE NORWICH, CT 06360-5825	TRUSTEE	0	0	0	0
GRAND TOTALS		0	0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BOARD OF TRUSTEES

CHELSEA GROTON FOUNDATION
ONE FRANKLIN SQUARE
NORWICH, CT 06360
860-823-4800

ATTACHMENT 11

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WRITTEN APPLICATION INCLUDING PROOF OF 501(C)(3) STATUS, MISSION
STATEMENT, COMPLETE BUDGET FOR PROJECT DESCRIBED, COPY OF OPERATING
BUDGET, AUDITED FINANCIAL STATEMENTS AND FORM 990.

ATTACHMENT 12

990PF, PART XV - SUBMISSION DEADLINES

GRANT APPLICATIONS SHOULD BE SUBMITTED IN THE SPRING AND FALL. AWARDS
WILL BE GRANTED SHORTLY THEREAFTER.

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION SUPPORTS SCIENTIFIC, EDUCATIONAL AND CHARITABLE
ORGANIZATIONS SERVING SOUTHEASTERN CONNECTICUT.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST OF GRANTS	N/A PC	SEE ATTACHED LIST OF GRANTS	160,328
			TOTAL CONTRIBUTIONS PAID
			<u>160,328</u>

Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
AHEPA 250, Inc.	267 Roxbury Road Niantic, CT 06357	Funds will be used for an art and wellness drum circle program to provide senior citizens and people with disabilities wellness opportunities.	\$ 250.00	22-2855925
Alliance for Living	154 Broad Street New London, CT 06320	Funds will be used to provide food, prepared meals and essential personal care items to low income clients affected by HIV/AIDS through their Essentials of Life Program	\$ 2,000.00	06-1245514
American Legion Veterans Housing, Inc	7 South Main Street Jewett City, CT 06351	Help restore and refurbish the LaFlamme-Kusek American Legion Post #15 into a facility that will provide direct care and support of homeless military Veterans in our community	\$ 2,500.00	75-3265862
Antiquarian & Landmarks Society, Inc. DBA CT Landmarks	11 Hempstead Street New London, CT 06320	Funds will be used to pioneer more extensive use of interpreters in period clothing, more focused stories centered on key objects in the collection, and new exhibits at the Hempsted House in New London.	\$ 250.00	06-0789151
Avery-Copp Museum, Inc	154 Thames Street Groton, CT 06340	Funds will be used to open the museum and offer public tours during 2014 to contribute to the City's effort to revitalize Thames Street.	\$ 500.00	20-8096779
Best Production Company, Inc. - Spirit of Broadway Theater	24 Chestnut Street Norwich, CT 06360	Funds will be used to repair the roof over the construction shop area of the theater.	\$ 2,000.00	06-1427059
Bill Memorial Library	240 Monument Street Groton, CT 06340	Funds will be used to upgrade the website to keep in pace with the changing face of information exchange and increase reliance on digital technology for connecting with the patrons	\$ 500.00	06-0676852
CareCo Cognitive Fund, Inc	P. O. Box 8 East Lyme, CT 06333	Funds will be used towards the Respite Care which provides short-term, temporary relief to those who are caring for family members who might otherwise require permanent placement in a facility outside the home.	\$ 500.00	45-4722951
Catholic Charities	331 Main Street Norwich, CT 06360	Funds will be used towards the operating budget of the Emergency Basic Needs Assistance and Case Management Program which provides needs support to help families meet their basis needs and stay intact.	\$ 2,500.00	06-0646609
Center for Hospice Care SE CT	227 Dunham Street Norwich, CT 06360	Funds will be used to support the Special Care Fund which will provide care and services to patients and families who have no insurance, are underinsured, or unable to pay, provide special therapies and services to patients who need them, and provide bereavement counseling and programs to anyone in the community who needs them.	\$ 3,000.00	22-2667260
Center for Hospice Care SE CT	227 Dunham Street Norwich, CT 06360	Funds will be used to support the Special Care Fund which will provide care and services to patients and families; provide special therapies and services; and provide bereavement counseling and programs.	\$ 3,000.00	22-2667260
Centro De La Comunidad	P. O. Box 1421 New London, CT 06320	Funds will be used to increase 8 hours a week for two staff persons to operate the busy summer and fall activities for children in the downtown area.	\$ 500.00	23-7108124
Children's Museum of SE CT	409 Main Street Niantic, CT 06357	Funds will used to fund a new Toddler Multi-Purpose Exhibit Space.	\$ 1,000.00	11-2113076

Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
Covenant Shelter of New London, Inc.	P. O. Box 1653 New London, CT 06320	Funds will be used to continue provide safe, dignified shelter, nourishment and holistic support that promotes self-sufficiency for up to 45 homeless men, women and children each day.	\$ 5,000.00	06-1085545
Covenant Shelter of New London, Inc.	42 Jay Street P. O. Box 1653 New London, CT 06320	Funds will be used to help the homeless move into permanent, safe, and secure housing.	\$ 2,500.00	06-1085545
CT Radio Information System	315 Windsor Avenue Windsor, CT 06095	Funds will be used to expand outreach to people who are blind or print handicapped in catchment area.	\$ 500.00	06-0987696
CT Storytelling Center, Inc.	270 Mohegan Avenue P. O. Box 5295 New London, CT 06320	Funds will be used to provide an emergent literacy based storytelling residency for New London and Groton preschool classrooms.	\$ 500.00	06-1467199
Denison Pequotsepos Nature Center	P O. Box 122 Mystic, CT 06355	Funds will be used to fund the ongoing animal programs and rehabilitation services which serves as an education ambassador and offers a unique opportunity for people to closely observe and interact with wildlife	\$ 1,500.00	06-0884024
Eastern Connecticut Ballet	435 Boston Post Road East Lyme, CT 06333	Funds will be used for school children to attend two free performances of The Nutcracker at the Garde Arts Theater.	\$ 500.00	22-3147794
Eastern Connecticut Housing Opportunities, Inc.	228 State Street, Suite 5 New London, CT 06320	Funds will be used to help cover the costs of renovating a 12-unit apartment building at 130 Washington Street, Norwich CT and convert it from market to affordable housing	\$ 2,000.00	06-1275523
Eastern CT Community Gardens Association (ECCGA)	300 State Street, Suite 220 New London, CT 06320	Funds will be used to continue the startup of neighborhood community gardens in Eastern CT towns.	\$ 500.00	36-4679475
ECHO Cancer Foundation	330 Washington St, Suite 220 Norwich, CT 06360	Funds will be used to sponsor the One to One Cancer Caregivers Mentoring Program which aims to address the needs and issues facing the care providers of cancer patients.	\$ 2,000.00	27-0072711
Furniture Bank of SE CT	8 Monticello Court P. O. Box 124 Gales Ferry, CT 06335	Funds will be used to purchase cribs for families in Southeastern Connecticut who are experiencing financial hardship.	\$ 1,000.00	55-0890897
Girls on the Run International AGENT FOR: Girls on the Run of SE CT	34 Button Road N. Stonington, CT 06359	Funds will be used to provide 15 full scholarships for the Fall 2014 programs in North Stonington, Stonington, and Mystic	\$ 250.00	56-2201835
Habitat for Humanity of Eastern CT	377 Broad Street New London, CT 06320	Funds will be used to support the rehabilitation of an existing home at 6 Clairmont Court in Norwich, CT.	\$ 2,500.00	06-1214680
Harriet U Allyn Testamentary Trust DBA Lyman Allyn Art Museum	625 Williams Street New London, CT 06320	Funds will be used to build three new Creative Learning Stations to enhance the museum's extensive educational programs for school-aged children.	\$ 1,000.00	06-0646663
Heavy Hitters, USA	367 Bank Street New London, CT 06320	Funds will be used to help keep the program active by using experts in exercise physiology, nutrition and counseling addressing lifestyle choices, and provide a positive outlet.	\$ 250.00	57-1215069

Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
Higher Edge, Inc	35 Redden Avenue New London, CT 06320	Funds will be used to fund Higher Edge's College Access Program by providing meaning one-on-one relationships between students and advisors; students meet with an advisor weekly as they build college lists; write college essays, produce resumes, file financial aid forms, bolster interview skills, compare financial aid awards, and choose a college.	\$ 2,000.00	46-2852512
Hygienic Art, Inc.	79-81 Bank Street P. O. Box 417 New London, CT 06320	Funds will be used toward a social service program administered by Hygienic Art called Do The Write Thing to enhance writing skills, lessen trauma through utilization of writing therapy; strengthen families through monthly Family Gathering; and publication of the writings of the participants.	\$ 500.00	06-1207314
Jonnycake Center of Westerly, Inc.	23 Industrial Drive Westerly, RI 02891	Funds will be used to support the Food Assistance Program for 3,096 individuals accessing the food pantry from the towns of Westerly, Charlestown, Hopkington, and Richmond, Rhode Island.	\$ 1,000.00	05-0367687
Jonnycake Center of Westerly, Inc.	23 Industrial Drive Westerly, RI 02891	Funds will be used to buy food and supplies to support the Food Assistance Program	\$ 1,000.00	05-0367687
Lawrence & Memorial Hospital, Inc.	365 Montauk Avenue New London, CT 06320	Funds will be allocated directly to the Lawrence & Memorial Cancer Center Capital Campaign account and will help offset the cost of developing the site location, building the structure, and outfitting the facility to prepare for its opening to the public in late September, 2013.	\$ 20,000.00	06-0646704
LEARN Project Inc.	44 Hatchetts Hill Road Old Lyme, CT 06371	Funds will be used to provide a significant educational opportunity to approximately 25 - 4th and 5th grade students who otherwise would be unable to participate in the Nature's Classroom experience	\$ 1,400.00	02-0635478
Lighthouse Voc-Ed Center, Inc	P. O. Box 271 Old Mystic, CT 06372	Funds will be used to expand services for adults with disabilities at the present day program in Groton by contracting with the Rideshare Program.	\$ 2,128.00	06-1352951
Lighthouse Voc-Ed Center, Inc.	P. O. Box 271 Old Mystic, CT 06372	Funds will be used to replace two computers necessary for the functioning of the agency.	\$ 1,199.98	06-1352951
Malta, Inc.	20 Grove Avenue Groton, CT 06340	Funds will be used to provide food, new socks, men's underwear and toiletries for the year round outreach to the poor and homeless as well as to provide heat and electricity for the upcoming winter.	\$ 3,000.00	06-1554478
Martin House, Inc.	401 West Thames Street, Building 700 P. O. Box 857 Norwich, CT 06360	Funds will be used to provide three nutritious meals each day, seven days a week to the Martin House residents.	\$ 2,500.00	06-1064857
Mystic Area Shelter & Hospitality, Inc (MASH)	119 High Street Mystic, CT 06355	Funds will be used to fund the Rapid Re-Housing Program which re-houses from shelter and provide case management services to homeless families in the shoreline portion of New London County during 2014.	\$ 2,500.00	06-1536185

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Mystic Art Association DBA Mystic Arts Center	9 Water Street Mystic, CT 06355	Funds will be used to support an upgrade the technology infrastructure to include Wi-Fi switching, server upgrade, back-up solution, and workstation upgrades.	\$ 500.00	06-6000563
Mystic River Homes, Inc	205 Elm Street Noank, CT 06340	Funds will be used to fund the annual cost of the livery service for the residents which includes non-emergency trips for supermarket and department store visits for those unable to drive or do not own vehicles	\$ 1,500.00	06-0844829
Mystic Seaport Museum, Inc.	P. O. Box 6000 Mystic, CT 06355	Funds will be used to help underwrite the costs of ship operations and activities for the 38th voyage of the 1842 whaleship Charles W. Morgan.	\$ 5,000.00	06-0653120
New England Science & Sailing Foundation, Inc.	P O Box 733 Stonington, CT 06378	Funds will be used to purchase 5 waterproof handheld VHF radios, 2 lifeguard tubes, and 2 first aid kits for the field-site excursions as part of the Extended Learning Program.	\$ 500.00	30-0245251
New London Community Meal Center, Inc.	P.O. Box 945 New London, CT 06320	Funds will be used to purchase food from local supermarkets to provide the hungry people in the City of New London and its surrounding communities.	\$ 5,000.00	22-2768679
New London Homeless Hospitality Center	P. O. Box 1651 New London, CT 06320	Funds will be used to help support the rapid rehousing program by providing new apartments with a bed, table, 2 chairs, sofa and basic household goods such as sheets, shower curtain, cooking utensils, etc.	\$ 5,000.00	20-5606908
New London Homeless Hospitality Center	730 State Pier Road P O Box 1651 New London, CT 06320	Funds will be used to support a 7 bed Respite Program who have been recently discharged from the hospital, are receiving chemotherapy or other treatments, recently released from an in-patient psychiatric facility, those becoming medically unstable, and others that have common medical conditions.	\$ 1,000.00	20-5606908
New London Landmarks, Inc	49 Washington Street New London, CT 06320	Funds will be used toward the "Built on Blubber" event which tells the history of Whaling Industry in New London, CT.	\$ 250.00	23-7357930
New London Main Street	147 State Street, Suite B New London, CT 06320	Funds will be used for its collaborative pilot creative small business economic enhancement program, CreateHereNowNew London, in partnership with Connecticut's Department of Economic Development's CreateHereNow Program.	\$ 1,000.00	06-1519618
New London Recreation Department	120 Broad Street New London, CT 06320	Funds will be used to support the Winter Vacation Camp for the children of New London which provides a warm place for children to go during the cold winter vacations.	\$ 1,000.00	06-6001880
New London Youth Affairs (City of New London)	120 Broad Street New London, CT 06320	Funds will be used for the entrepreneurship component of the Teens in Action Program which serves high school aged New London youth.	\$ 1,000.00	06-6001880
Norwich Historical Society, Inc	307 Main Street Norwich, CT 06360	Funds will be used to create an exhibit telling the story of Norwich's rich history.	\$ 1,000.00	22-3858770
Norwich Safety Net Team (City of Norwich)	80 Broadway Norwich, CT 06360	Funds will be used for the Pharmacy Fund and Job Related Incidentals programs.	\$ 1,500.00	06-6001888 (City of Norwich)

Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
Norwich Youth and Family Services	80 Broadway Norwich, CT 06360	Funds will be used for the "Summer Jam and Learn" diversion program which provides a safe, culturally diverse and positive atmosphere for identified at risk youth to prepare them for more positive school and community interrelations in the fall and divert their involvement in the juvenile justice system;	\$ 500.00	06-6001888
Nutmeg Big Brothers Big Sisters, Inc.	30 Laurel Street, Suite 3 Hartford, CT 06226	Funds will be used to support salaries for staff who create and maintain successful mentor-child matches for children in New London County.	\$ 250.00	06-0850379
Odd Fellows Home of Connecticut	235 Lestertown Road Groton, CT 06340	Funds will be used for the land development project	\$ 5,000.00	06-0646771
OIC of New London County, Inc.	106 Truman Street New London, CT 06320	Funds will be used to support the Basic Skills Readiness Course by purchasing textbooks. The course aims to address the educational barriers faced by the population in order to help them succeed in obtaining entry-level employment to today's market.	\$ 1,000.00	23-7066023
Pawcatuck Neighborhood Center, Inc.	27 Chase Street Pawcatuck, CT 06359	Funds will be used to assist those in need of heating assistance through the winter.	\$ 1,500.00	06-1121511
Public Library of New London	63 Huntington Street New London, CT 06320	Funds will be used to carve out an area in the existing adult reading room and outfit it with new computers and software, attractive seating, shelving, and new books and magazines for teens	\$ 1,000.00	06-0662170
Reliance House Inc.	40 Broadway Norwich, CT 06360	Funds will be used to provide first time, one time clothing, transportation, certificate fees, licensing fees, and training and equipment purchases to assist people to successfully obtain jobs or re-enter the work force through the Career Services Department.	\$ 3,000.00	06-1011343
RISEN Learning Resource Center AGENT: Sacred Heart School	50 Sacred Heart Drive Groton, CT 06340	Funds will be used to purchase assistive technology, educational supplies, and curriculum materials to specifically upgrade and supplement reading tools for students with special needs	\$ 500.00	06-0691378
Riverfront Children's Center, Inc.	476 Thames Street Groton, CT 06340	Funds will be used to upgrade the electrical light fixtures and outlets in nine classrooms and three offices at the Center's early care and education site.	\$ 1,000.00	06-0732017
Safe Futures, Inc.	16 Jay Street New London, CT 06320	Funds will be used to help fund the increased costs and demand for the organization's emergency client transportation services.	\$ 1,000.00	06-0950718
Safe Futures, Inc. (formerly Women's Center of SE CT)	16 Jay Street New London, CT 06320	Funds will be used to help support the costs of providing life-saving Crisis Intervention Services to victims in New London area during the 2014-2015 program year.	\$ 5,000.00	06-0950718
Shiloh Development Corporation	3 Garvin Street New London, CT 06320	Funds will be used for participants of the Debutante Scholarship Program which is designed to develop character, shape values, and promote academic achievement through mentorships and service.	\$ 500.00	06-1338915
Shoreline Soup Kitchens	P O. Box 804 Essex, CT 06426	Funds will be used to purchase food for distribution to needy residents of the greater New London-Norwich areas through the East Lyme food pantry.	\$ 1,500.00	06-1412728

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South East CT Community Center of the Blind, Inc.	120 Broad Street New London, CT 06320	Funds will be used to continue serving the needs of their customers who rely on public transportation or sited volunteers to attend monthly dinners, board meetings, medical appointment, shopping, or coming to the center to use computers and adaptive equipment.	\$ 500.00	06-0945527
Southeastern Council of Alcoholism & Drug Dependence (SCADD)	37 Camp Mooween Road Lebanon, CT 06249	Used for complete remodel and renovation of kitchen located in Altruism House.	\$ 2,500.00	06-0860926
Southeastern Council on Alcoholism & Drug Dependence, Inc. (SCADD)	37 Camp Mooween Road Lebanon, CT 06249	Funds will be used to replace heavily used mattresses in the Lebanon Pines Program.	\$ 2,000.00	06-0860926
Special Olympics Connecticut, Inc	2666 State Street, Suite 1 Hamden, CT 06517	Funds will be used to support budget relieving aspects of the Unified Sailing Program and Annual Regatta for children and adults from New London County.	\$ 500.00	23-7099756
St. Vincent de Paul Place Norwich, Inc.	120 Cliff Street Norwich, CT 06360	Funds will be used to purchase food and supplies for the Served-Meals Program which provided breakfast and a mid-day main meal to anyone in need.	\$ 3,500.00	06-0687373
Stonington Free Library Inc.	P O. Box 232 Stonington, CT 06378	Funds will be used to partially furnish the newly created dedicated teen room designed to be a comfortable place for teens to congregate to study, do research, and access the internet.	\$ 500.00	06-0665194
Thames Academy (AGENT: Mitchell College)	437 Pequot Avenue New London, CT 06320	Funds will be used to purchase one refurbished Mac computer to meet the technology needs of the incoming students and Mac versions of the technology software	\$ 500.00	06-0662150
Thames River Community Service, Inc	One Thames River Place Norwich, CT 06360	Funds will be used for the Child Development Program which provides support for children's special needs, their mental health wellness, and improved communication between parents and their children to help break the cycle of domestic violence.	\$ 1,500.00	22-3096914
Thames Valley Council for Community Action, Inc. (TVCCA)	One Sylvandale Road Jewett City, CT 06351	Funds will be used for seed funding of a Multi-purpose Emergency Client Assistance Fund to be utilized to address client's emergency situations other than rental assistance, energy assistance, etc	\$ 1,000.00	06-0806128
The Arc New London County	125 Sachem Street Norwich, CT 06360	Funds will be used toward general operating expenses of the organization in addition to capital purchases inclusive of a generator and dehumidifier.	\$ 500.00	06-6010477
The Arc New London County, Inc	125 Sachem Street Norwich, CT 06360	Funds will be used toward the Arc Community Corps program.	\$ 1,000.00	06-6010477
Town of North Stonington Connecticut	40 Main Street N. Stonington, CT 06359	Funds will be used to purchase a garden shed and self-contained composting toilet which would be used at the site of the community garden	\$ 500.00	06-6002055
United Cerebral Palsy of Eastern CT	42 Norwich Road Quaker Hill, CT 06375	Funds will be used for operating costs associated with the Disability Support Program which provides support to under-served families who would otherwise receive little to no assistance in identifying and coordinating disability related services.	\$ 2,000.00	06-0792820

Organization	Mailing Address	Purpose	Grant Amount	Tax ID Number
United Community & Family Services, Inc.	34 East Town Street Norwich, CT 06360	Funds will be used to cover planning, staff training and initial implementations of the Autism Spectrum Disorder Program by providing assessment, diagnosis, and care management for children and families of Eastern Connecticut.	\$ 1,000.00	06-0653142
United Community & Family Services, Inc. AGENT FOR: Children First Norwich/School Readiness Council	80 Broadway Norwich, CT 06360	Funds will be used to purchase two locking cupboards to store food donations for the Weekend Backpack Food Program, bring the Fresh New London Farmer's Market to Taftville, CT, and supply cooking pots and utensils to families taking part in the Cooking Matters Program at Wequonnock School.	\$ 1,000.00	06-0653142
Visiting Nurse Association of SE CT	403 Frontage Road Waterford, CT 06385	Funds will be used to help underwrite the costs of the Free and Subsidized Homecare Program for New London and Montville residents.	\$ 2,500.00	06-0646616
Waterford Country School, Inc.	P. O. Box 408 Quaker Hill, CT 06375	Funds will be used help construct a new multi-purpose facility, the Otto Graham Gymnasium.	\$ 5,000.00	06-0861862
Westerly Area Rest Meals (WARM Center), Inc.	56 Spruce Street Westerly, RI 02891	Funds will be used to help pay the salary of WARM;s Food Services Coordinator who manages the soup kitchen.	\$ 1,000.00	22-2887878
Westerly Area Rest Meals, WARM Inc.	56 Spruce Street Westerly, RI 02891	Funds will be used to help pay the salary of the food services coordinator who manages the soup kitchen.	\$ 1,500.00	22-2887878
William W. Backus Hospital	326 Washington Street Norwich, CT 06360	Used toward Community Connections Campaign, new Backus Plainfield Emergency Care Center, MyHealthDirect, Backus Community CareVan, and Targeted Care.	\$ 5,000.00	06-0250773
Young Men's Christian Association of Mystic CT, Inc	1 Harry Austin Drive Mystic, CT 06355	Funds will be used to purchase a complete first aid trauma kit and automated external defibrillator to ensure the highest level of safety and care for all daily campers and beach goers throughout the summer as part of the Summer Day Camp and Aquatics Program	\$ 2,100.00	06-0635382
Garde Arts Center	325 State Street New London, CT 06320	Install a state of the art digital cinema projection and audio system	\$ 3,000.00	06-1143582
			\$ 160,327.98	

FEDERAL FOOTNOTES

DIFFERENCE IN CAPITAL GAINS FOR BOOK & NET INVESTMENT INCOME
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PART I, LINE 6A, COLUMN (A) REVENUE & EXPENSES PER BOOKS

A NONCASH CONTRIBUTION OF STOCK WAS RECORDED ON THE BOOKS AT FMV.
THE STOCK WAS SOLD AT FMV AND THE SALE WAS RECORDED ON THE BOOKS AT
NO GAIN OR LOSS.

PART I, LINE 7, COLUMN (B) NET INVESTMENT INCOME

THE SALE OF THE STOCK RECEIVED AS A NONCASH CONTRIBUTION IS REPORTED
USING THE DONOR'S TAX BASIS RESULTING IN A REALIZED TAXABLE GAIN OF
\$95,449.