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

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

CHESTER KITCHINGS FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 309

City or town

State

ZIP code

ESSEX

CT

06426

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

06-6044228

B Telephone number (see instructions)

(404) 419-8338

C If exemption application is pending, check here ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 58,565,882**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,712,117	1,691,902		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,556,149			
b Gross sales price for all assets on line 6a 7,070,818				
7 Capital gain net income (from Part IV, line 2)		3,556,149		
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	5,268,266	5,248,051	0	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans; employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	334,379	167,190		167,189
17 Interest				
18 Taxes (attach schedule) (see instructions)	91,140	7,905		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	109	109		
24 Total operating and administrative expenses.	425,628	175,204	0	167,189
Add lines 13 through 23				
25 Contributions, gifts, grants paid	2,801,000			2,801,000
26 Total expenses and disbursements. Add lines 24 and 25	3,226,628	175,204	0	2,968,189
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	2,041,638			
b Net investment income (if negative, enter -0-)		5,072,847		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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CHESTER KITCHINGS FAMILY FOUNDATION

06-6044228

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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			3,856	3,856
	2	Savings and temporary cash investments		938,910	947,455	947,455
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		20,359,801	18,564,526	40,657,745
	c	Investments—corporate bonds (attach schedule)		3,834,694	3,340,948	3,605,676
	11	Investments—land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule)				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		8,441,286	12,759,544	13,351,150
	14	Land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule)				
	15	Other assets (describe)				
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		33,574,691	35,616,329	58,565,882
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒			
	27	Capital stock, trust principal, or current funds		33,574,691	35,616,329	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		33,574,691	35,616,329	
	31	Total liabilities and net assets/fund balances (see instructions)		33,574,691	35,616,329	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	33,574,691
2	Enter amount from Part I, line 27a	2	2,041,638
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	35,616,329
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	35,616,329

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,556,149
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	2,657,128	53,094,919	0.050045
2012	2,628,101	49,687,430	0.052893
2011	2,418,535	48,454,317	0.049914
2010	2,437,922	45,175,818	0.053965
2009	1,997,972	40,966,986	0.048770

2 Total of line 1, column (d)	2	0.255587
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	0.051117
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	56,708,043
5 Multiply line 4 by line 3	5	2,898,745
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,728
7 Add lines 5 and 6	7	2,949,473
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,968,189

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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
1			50,728	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
3	Add lines 1 and 2		50,728	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		50,728	
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	79,502	
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	79,502	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,774	
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 28,774 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	N/A	
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) ▶ 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 419-8338 Located at ▶ 303 PEACHTREE STREET 15TH FLOOR ATLANTA GA ZIP+4 ▶ 30308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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? 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 ▶	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 2014?	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? ☐ Yes ☒ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHESTER W. KITCHINGS, JR. P.O. BOX 1310 NEW LONDON, CT 06320 309 ESSEX, CT 06426	TRUSTEE AS REQ'D	0		

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

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

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



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUNTRUST BANK 303 PEACHTREE STREET 15TH FLOOR, ATLANTA, GA 30308	CHARITABLE/INVESTMENT MGM	334,379

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	56,970,788
b	Average of monthly cash balances	1b	600,829
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	57,571,617
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	57,571,617
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	863,574
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,708,043
6	Minimum investment return. Enter 5% of line 5	6	2,835,402

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,835,402
2a	Tax on investment income for 2014 from Part VI, line 5	2a	50,728
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	50,728
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,784,674
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,784,674
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,784,674

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,968,189
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,968,189
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	50,728
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,917,461

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,784,674
2 Undistributed income, if any, as of the end of 2014			0	
a Enter amount for 2013 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	208,271			
c From 2011	29,057			
d From 2012	189,437			
e From 2013	48,605			
f Total of lines 3a through e	475,370			
4 Qualifying distributions for 2014 from Part XII, line 4: \$ 2,968,189				
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				2,784,674
e Remaining amount distributed out of corpus	183,515			
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	658,885			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
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	658,885			
10 Analysis of line 9				
a Excess from 2010	208,271			
b Excess from 2011	29,057			
c Excess from 2012	189,437			
d Excess from 2013	48,605			
e Excess from 2014	183,515			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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).)

N/A

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

N/A

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

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

- c** Any submission deadlines

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

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

Recipient	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 Statement				
Total			▶ 3a	2,801,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,712,117	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	3,556,149	
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		5,268,266	0
13	Total. Add line 12, columns (b), (d), and (e)				13	5,268,266

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

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

CONNECTICUT RIVER FOUNDATION

Street

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

Name

EASTERN CONNECTICUT SYMPHONY INC

Street

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

Name

JUDY DWORIN PERFORMANCE PROJECT INC

Street

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

Name

MYSTIC SEAPORT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 160,000

Name

QUEBEC LABRADOR FOUNDATION INC

Street

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

Name

WORLD OCEAN SCHOOL

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

ESSEX ELEMENTARY SCHOOL FOUNDATION INC

Street

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

Name

PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND

Street

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

Name

CHILD AND FAMILY AGENCY OF SOUTHEASTERN CONNECTICUT INC.

Street

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

Name

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 130,000

Name

ESSEX WINTER SERIES INC

Street

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

Name

EUGENE ONEILL MEMORIAL THEATER CENTER INC

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

FIRST CONGREGATIONAL CHURCH

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
UNRESTRICTED GIFT			16,000

Name

GIRL SCOUTS OF CONNECTICUT INC

Street

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

Name

READ TO GROW INC

Street

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

Name

DR. MARTIN LUTHER KING JR SCHOLARSHIP TRUST FUND

Street

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

Name

HIGH HOPES THERAPEUTIC RIDING

Street

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

Name

LYMAN ALLYN ART MUSEUM INC

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

MUSICAL MASTERWORKS INC.

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

20,000

Name

NEW ENGLAND SCIENCE & SAILING FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

15,000

Name

NEW HAVEN SYMPHONY ORCHESTRA INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

15,000

Name

NEW LONDON MAIN STREET CORPORATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

Name

AMERICAN MUSEUM OF NATURAL HISTORY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

20,000

Name

AVERY-COPP MUSEUM INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

10,000

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY

Street

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

Name

ESSEX LAND CONSERVATION TRUST

Street

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

Name

ESSEX LIBRARY ASSOCIATION INC

Street

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

Name

HYGIENIC ART INC

Street

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

Name

NEWPORT FESTIVALS FOUNDATION INC

Street

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

Name

TRIBUTARY MILL CONSERVANCY

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

FRIENDS OF CHRIST IN INDIA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 8,000

Name

THE ARTS CAFE MYSTIC INC

Street

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

Name

AVALONIA LAND CONSERVANCY INC

Street

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

Name

DENISONS PEQUOTSEPOS NATURE CENTER INC

Street

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

Name

HOSPICE OF SOUTHEASTERN CT INC

Street

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

Name

LYME ART ASSOC INC

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

THE MAURICE C AND WINIFRED @ GLOVER LA GRUA FOUNDATION INC

Street

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

Name

MYSTIC ART ASSOCIATION

Street

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

Name

NEW LONDON MARITIME SOCIETY INC

Street

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

Name

OCEAN REEF FOUNDATION INC

Street

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

Name

PINE POINT SCHOOL INC

Street

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

Name

UNIVERSITY OF CONNECTICUT FDN

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

VISITING NURSE ASSOCIATION OF SOUTH EASTERN CONNECTICUT INC

Street

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

Name

ARTISTS COLLECTIVE INCORPORATED

Street

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

Name

BEST PRODUCTION COMPANY INC

Street

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

Name

COMMUNITY MUSIC SCHOOL INC

Street

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

Name

CONNECTICUT COLLEGE

Street

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

Name

GARDE ARTS CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution UNRESTRICTED GIFT			Amount 100,000

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

GROTON OPEN SPACE ASSOCIATION INC

Street

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

Name

MARVEL WOOD PREPARATORY SCHOOL

Street

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

Name

MYSTIC ART ASSOCIATION

Street

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

Name

SALISBURY SCHOOL INC

Street

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

Name

SEA RESEARCH FOUNDATION INC

Street

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

Name

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

JAZZREACH PERFORMING ART & EDUCATION ASSOCIATION

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

20,000

Name

UNITED WAY OF SOUTHEASTERN CONN INC

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

25,000

Name

WOMEN'S CENTER OF SOUTHEASTERN CONNECTICUT

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SAFE FUTURES GENERAL OPERATIONS

Amount

20,000

Name

COMMUNITY FOUNDATION OF SOUTHEASTERN CONNECTICUT

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

KITCHINGS NON-ENDOW FD/COMMUNITY FDN FDS

Amount

450,000

Name

BOYS & GIRLS CLUB OF SOUTHEASTERN CONNECTICUT

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

25,000

Name

COMMUNITY FOUNDATION OF SOUTHEAST CONNECTICUT

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

100,000

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

LAWRENCE AND MEMORIAL HOSPITAL INC

Street

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

Name

THE NATURE CONSERVANCY CONNECTICUT

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
CT RIVER PROGRAM & FRESHWATER WORK			15,000

Name

YOUNG AUDIENCES OF CONNECTICUT

Street

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

Name

STONINGTON FREE LIBRARY ASSOCIATION

Street

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

Name

BOY SCOUTS OF AMERICA

Street

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

Name

CENTRAL PARK CONSERVANCY INC

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY

Street

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

Name

EARTH UNIVERSITY FOUNDATION

Street

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

Name

FRIENDS OF HARKNESS MEMORIAL STATE PARK

Street

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

Name

GOODSPEED OPERA HOUSE FOUNDATION INC

Street

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

Name

COLGATE UNIVERSITY

Street

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

Name

CONNECTICUT FUND FOR THE ENVIROMENT INC

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

CONNECTICUT RIVER WATERSHED COUNCIL INC

Street

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

Name

ECSU FOUNDATION INC

Street

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

Name

ESSEX LAND CONSERVATION TRUST

Street

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

Name

OCEAN REEF FOUNDATION

Street

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

Name

ST JUDE CHILDREN'S RESEARCH

Street

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

Name

BOSTON CENTER FOR ADULT EDUCATION

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

COMMUNITY FOUNDATION OF SOUTHEAST CONNECTICUT

Street

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

Name

LYME ACADEMY OF FINE ARTS INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution BRACKMAN ENDOWMENT SCHOLARSHIP FUNDS			Amount 20,000

Name

OCEAN REEF FOUNDATION INC

Street

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

Name

THREE RIVERS COLLEGE FOUNDATION

Street

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

Name

APPALACHIAN MOUNTAIN CLUB

Street

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

Name

COMMUNITY FOUNDATION OF SOUTHEAST CONNECTICUT

Street

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

CHESTER KITCHINGS FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

PROPRIETORS OF THE BOSTON ATHENAEUM

Street

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

Name

TRUSTEES OF RESERVATIONS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution TEMP HELP FOR CASTLE HILL & NAUMKEAG RECORDS			Amount 10,000

Name

GRUB STREET INC

Street

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

Name

PRESIDENT AND FELLOWS OF HARVARD COLLEGE

Street

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

Name

RIVERFRONT CHILDRENS CENTER INC

Street

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

Name

BROOKLINE COMMUNITY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution COOLIDGE PARK & FORWARD CAMPAIGN			Amount 6,000

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

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

Amount										Totals		Cost, Other Basis and Expenses		Net Gain or Loss			
Long Term CG Distributions										Capital Gains/Losses		Gross Sales		Depreciation		Net Gain or Loss	
Short Term CG Distributions										Other sales		7,070,818		3,514,569		3,556,149	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
70	X	464285105			1/1/1901		2/28/2014	14	17					0	-3		
71	X	464285105			1/1/1901		3/31/2014	17	21					0	-4		
72	X	464285105			1/1/1901		4/30/2014	16	20					0	-4		
73	X	464285105			1/1/1901		5/31/2014	16	21					0	-5		
74	X	464285105			1/1/1901		6/30/2014	15	18					0	-3		
75	X	464285105			1/1/1901		7/31/2014	16	20					0	-4		
76	X	464285105			3/19/2013		8/18/2014	75,308	93,652					0	-18,344		
77	X	50076Q106			12/8/2008		4/30/2014	56,834	29,128					0	-27,706		
78	X	50076Q106			1/7/2009		4/30/2014	18,944	9,723					0	9,221		
79	X	50076Q106			5/7/2009		4/30/2014	18,944	8,955					0	9,989		
80	X	50076Q106			7/2/2009		4/30/2014	18,944	9,166					0	9,778		
81	X	56064B852			8/31/2012		12/22/2014	104,502	100,000					0	4,502		
82	X	56064B852			1/25/2013		12/22/2014	292,266	300,000					0	-7,734		
83	X	56064B852			7/3/2013		12/22/2014	189,615	200,000					0	-10,385		
84	X	56064B852			7/17/2013		12/22/2014	65,261	70,000					0	-4,739		
85	X	701094104			10/29/2009		9/19/2014	232,785	108,059					0	124,726		
86	X	701094104			11/27/2009		9/19/2014	58,196	27,014					0	31,182		
87	X	882508104			5/26/2006		8/25/2014	11,895	7,884					0	4,011		
88	X	882508104			8/9/2006		8/25/2014	49,960	32,372					0	17,588		
89	X	882508104			6/16/2006		8/25/2014	33,307	21,186					0	12,121		
90	X	911312106			4/3/2009		8/18/2014	195,090	104,481					0	90,609		
91	X	911312106			7/30/2009		8/18/2014	48,772	26,990					0	-21,782		
92	X	911312106			3/8/2010		8/18/2014	48,772	29,789					0	18,983		

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

		334,379	167,190	0	167,189
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT MANAGEMENT FEES	334,379	167,190		167,189

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

		91,140	7,905	0	0
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Description		7,905	7,905		
1	FOREIGN TAX WITHHELD	3,733			
2	PY EXCISE TAX DUE	79,502			
3	ESTIMATED EXCISE PAYMENTS				

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

		109	109	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	109	109		

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

Description		20,359,801		18,564,526		0		40,657,745	
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
1						40,657,745			
2	ABBOTT LABS	0		256,377		0		0	
3	ABBVIE INC COM	0		103,676		0		0	
4	ALLSTATE CORP	0		344,500		0		0	
5	AMGEN INC	0		376,594		0		0	
6	APPLE INC	0		125,715		0		0	
7	AT&T INC COM	0		89,406		0		0	
8	B/E AEROSPACE INC	0		135,756		0		0	
9	BANK OF AMERICA CORP	0		460,999		0		0	
10	BAXTER INTL INC	0		158,074		0		0	
11	BB&T CORPORATION	0		168,769		0		0	
12	BRISTOL MYERS SQUIBB CO COM	0		222,443		0		0	
13	CAPITAL ONE FINL CORP COM	0		210,683		0		0	
14	CELGENE CORP COM	0		203,423		0		0	
15	CHEVRON CORP COM	0		389,002		0		0	
16	COCA-COLA CO COM	0		15,383		0		0	
17	COMCAST CORP COM CL A	0		531,712		0		0	
18	CORNING INC COM	0		241,614		0		0	
19	CVS CAREMARK CORP COM	0		253,887		0		0	
20	WALT DISNEY CO COM	0		294,599		0		0	
21	DOMINION RES INC VA COM	0		81,176		0		0	
22	EASTMAN CHEMICAL CO COM	0		413,962		0		0	
23	ECOLAB INC COM	0		113,610		0		0	
24	EMC CORP COM	0		288,706		0		0	
25	EMERSON ELEC CO COM	0		276,224		0		0	
26	EOG RESOURCES INC COM	0		284,596		0		0	
27	EXXON MOBIL CORP COM	0		436,860		0		0	
28	FLUOR CORP COM NEW	0		318,764		0		0	
29	GENERAL ELEC CO COM	0		244,076		0		0	
30	GILEAD SCIENCES INC COM	0		164,343		0		0	
31	GOLDMAN SACHS GROUP INC COM	0		277,585		0		0	
32	GOOGLE INC CL A COM	0		147,178		0		0	
33	GOOGLE INC CL C	0		147,564		0		0	
34	HOME DEPOT INC COM	0		202,604		0		0	
35	INTEL CORP COM	0		464,052		0		0	
36	INTERNATIONAL BUSINESS MACHS COM	0		186,760		0		0	
37	INVESCO LTD BERMUDA COM	0		226,006		0		0	
38	JOHNSON & JOHNSON COM	0		168,856		0		0	
39	JP MORGAN CHASE AND COM	0		490,608		0		0	
40	KIMBERLY-CLARK CORP COM	0		68,350		0		0	
41	KLA TENCOR CORP COM	0		137,500		0		0	
42	KLX INC	0		53,458		0		0	
43	KROGER CO COM	0		251,845		0		0	
44	LEAR CORP COM NEW	0		478,136		0		0	
45	LYONDELLBASELL INDS NV CL A COM	0		336,603		0		0	
46	MACY'S INC COM	0		223,727		0		0	

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

		20,359,801	18,564,526	0	40,657,745
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description	Num. Shares/ Face Value				
47 MCDONALDS CORP COM	0		215,806		0
48 MERCK AND INC COM	0		362,597		0
49 MICROSOFT CORP COM	0		536,327		0
50 MONDELEZ INTL INC COM	0		139,255		0
51 MORGAN STANLEY COM	0		417,176		0
52 OCCIDENTAL PETE CORP COM	0		498,124		0
53 ORACLE CORP COM	0		324,504		0
54 PACCAR INC COM	0		373,147		0
55 PFIZER INC COM	0		410,973		0
56 PNC FINL SVCS GROUP INC COM	0		234,654		0
57 PRAXAIR INC COM	0		164,852		0
58 PROCTER & GAMBLE CO COM	0		85,119		0
59 QUALCOMM CORP COM	0		234,205		0
60 SCHLUMBERGER LTD COM	0		499,701		0
61 SOUTHERN CO COM	0		269,429		0
62 TE CONNECTIVITY LTD COM	0		267,470		0
63 TEXAS INSTRS INC COM	0		156,871		0
64 TRAVELERS COMPANIES INC	0		247,755		0
65 UNION PACIFIC CORP COM	0		206,432		0
66 UNITED TECHNOLOGIES CORP COM	0		280,207		0
67 VERIZON COMMUNICATIONS COM	0		328,999		0
68 VISA INC CL A COM	0		178,767		0
69 WAL-MART STORES INC COM	0		229,941		0
70 FLOWSERVE CORP COM	0		208,586		0
71 WELLS FARGO & CO COM NEW	0		405,123		0
72 WILLIAMS COS INC COM	0		222,745		0

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

		3,834,694	3,340,948	0	3,605,676
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1					3,605,676
2	AMERICAN EXPRESS CO 5.500% 9/12/16	0	506,280		0
3	LILLY ELI & CO 5.200% 3/15/17	0	502,400		0
4	GENERAL ELEC CAP COR 5.000% 1/08/16	0	500,000		0
5	GOLDMAN SACHS GROUP 5.950% 1/18/18	0	522,750		0
6	HONEYWELL INTL 5.000% 2/15/19	0	497,285		0
7	UNITED TECHNOLOGIES 5.375% 12/15/17	0	609,385		0
8	WALGREEN CO 5.250% 1/15/19	0	202,848		0

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

		8,441,286	12,759,544	13,351,150
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	ANGEL OAK MULTI-STRAT INCM-IS		0	13,351,150
3	ARTISAN INTL VALUE-INVS		0	0
4	CREDIT SUISSE MLP EQUAL WEIGHT		0	0
5	DFA EMERGING MKTS VALUE-I		0	0
6	DFA LARGE CAP INTL FD-I		0	0
7	DFA REAL ESTATE SECS-I		0	0
8	FPA CRESCENT-I		0	0
9	GOTHAM ABSOLUTE RETURN-INS		0	0
10	UNIFIED IRON STRATEGIC INCM-I		0	0
11	ISHARES IBOXX HIGHYLD CORP BD ETF		0	0
12	ISHARES TR MSCI EAFE INDEX ETF		0	0
13	ISHARES MSCI EMERGING MKTS INDEX E		0	0
14	OPPENHEIMER DEVELOPING MKTS INST		0	0
15	RIDGEWORTH FD-SEIX FLT HGH INCM RC		0	0
16	TEMPLETON GLOBAL BD-ADV		0	0
17	VANGUARD HIGH DIVIDEND YIELD ETF		0	0
18	VANGUARD INDEX REIT VIPER ETF		0	0
19	WISDOMTREE JAPAN HEDGED EQUITY E		0	0
20	ISHARES MSCI PACIFIC EX-JAPAN INDEX		0	0
21	SELECT SECTOR SPDR TR ENERGY INDE		0	0
22	FEDERATED STRATEGIC VALUE-I		0	0

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										107,552									
0										0									
Description of Property Sold										CUSIP #									
1	UNITED PARCEL SERVICE CL B	911312106	7/6/2010	8/18/2014	48,772					28,545	20,227	0			3,448,597	0			3,448,597
2	UNITED TECHNOLOGIES CORP	913017109	2/12/2004	4/7/2014	58,429					23,820	34,609	0							
3	WAL MART STORES INC	931142103	10/7/2013	1/24/2014	85,128					72,020	13,108	0							
4	APACHE CORP	037411105	11/1/2005	2/28/2014	55,815					45,122	10,693	0							
5	APACHE CORP	037411105	10/12/2006	2/28/2014	23,921					19,248	4,673	0							
6	BBAT CORPORATION	054937107	9/27/2010	1/24/2014	37,819					24,350	13,469	0							
7	BBAT CORPORATION	054937107	5/13/2013	1/24/2014	37,819					31,843	5,976	0							
8	BBAT CORPORATION	054937107	10/24/2011	1/24/2014	18,910					11,849	7,061	0							
9	BAXTER INTL INC	071813109	10/20/2008	1/1/2014	72,878					61,117	11,761	0							
10	BAXTER INTL INC	071813109	10/20/2008	1/1/2014	55,846					48,894	6,952	0							
11	BAXTER INTL INC	071813109	3/8/2010	1/1/2014	20,942					17,745	3,197	0							
12	BAXTER INTL INC	071813109	10/15/2012	1/1/2014	34,904					30,395	4,509	0							
13	BAXTER INTL INC	071813109	2/19/2010	1/1/2014	62,827					51,672	11,155	0							
14	BEAM INC	073730103	4/5/2013	2/18/2014	124,829					90,636	33,993	0							
15	BEAM INC	073730103	5/21/2013	2/18/2014	41,610					33,885	7,725	0							
16	BEAM INC	073730103	8/13/2013	2/18/2014	41,610					31,985	9,645	0							
17	BRISTOL MYERS SQUIBB CO	110122108	2/6/2008	1/10/2014	55,505					23,109	32,396	0							
18	CALIFORNIA RESOURCES CORP	13057Q107	9/29/2009	12/22/2014	3,594					4,100	-506	0							
19	CALIFORNIA RESOURCES CORP	13057Q107	1/19/2010	12/22/2014	479					552	-73	0							
20	CALIFORNIA RESOURCES CORP	13057Q107	7/23/2010	12/22/2014	1,917					2,267	-350	0							
21	CALIFORNIA RESOURCES CORP	13057Q107	8/25/2010	12/22/2014	1,198					1,270	-72	0							
22	CALIFORNIA RESOURCES CORP	13057Q107	9/27/2010	12/22/2014	1,198					1,316	-118	0							
23	CALIFORNIA RESOURCES CORP	13057Q107	8/13/2013	12/22/2014	1,198					1,536	-338	0							
24	CALIFORNIA RESOURCES CORP	13057Q107	7/1/2014	12/22/2014	2,396					3,613	-1,217	0							
25	CALIFORNIA RESOURCES CORP	13057Q107	8/18/2014	12/22/2014	1,198					1,751	-553	0							
26	CALIFORNIA RESOURCES CORP	13057Q107	10/23/2014	12/22/2014	1,198					1,589	-391	0							
27	CHEVRON CORPORATION	166764100	1/6/2004	1/10/2014	120,925					43,305	77,620	0							
28	CHEVRON CORPORATION	166764100	1/6/2004	4/7/2014	118,127					43,305	74,822	0							
29	CISCO SYSTEMS INC 4.950% 2/15/19	17275RAE2	3/4/2009	8/12/2014	226,750					195,546	31,204	0							
30	CISCO SYSTEMS INC 4.950% 2/15/19	17275RAE2	4/7/2009	8/12/2014	340,125					298,200	41,925	0							
31	COCA COLA CO	191216100	7/12/1949	2/10/2014	381,357					1,133	380,224	0							
32	COCA COLA CO	191216100	7/12/1949	4/7/2014	77,101					227	76,874	0							
33	COCA COLA CO	191216100	7/12/1949	4/30/2014	81,541					227	81,314	0							
34	COCA COLA CO	191216100	7/12/1949	6/17/2014	287,480					793	286,687	0							
35	COCA COLA CO	191216100	7/12/1949	10/23/2014	287,344					793	286,551	0							
36	COCA COLA CO	191216100	7/12/1949	10/23/2014	283,549					793	282,756	0							
37	COCA COLA CO	191216100	7/12/1949	10/23/2014	286,463					793	285,670	0							
38	COCA COLA CO	191216100	7/12/1949	1/13/2014	291,054					793	290,261	0							
39	COCA COLA CO	191216100	7/12/1949	1/17/2014	295,883					793	295,090	0							
40	DISNEY WALT CO NEW	254687106	4/3/2007	4/7/2014	40,044					17,333	22,711	0							
41	DISNEY WALT CO NEW	254687106	8/25/2014	12/22/2014	45,265					17,333	27,932	0							
42	EOG RES INC	26875P101	8/25/2014	12/22/2014	94,516					107,475	-12,959	0							
43	EXXONMOBIL CORP	30231G102	1/6/2004	1/10/2014	99,259					41,250	58,009	0							
44	EXXONMOBIL CORP	30231G102	1/6/2004	4/7/2014	145,287					61,875	83,412	0							
45	GENERAL MILS INC	370334104	5/31/2006	1/10/2014	28,179					14,869	13,310	0							
46	GENERAL MILS INC	370334104	6/20/2006	1/10/2014	28,572					14,559	14,013	0							
47	GENERAL MILS INC	370334104	7/26/2006	1/10/2014	27,492					14,711	12,781	0							
48	GENERAL MILS INC	370334104	8/15/2006	1/10/2014	26,903					14,697	12,206	0							
49	GENERAL MILS INC	370334104	10/6/2006	1/10/2014	26,412					14,959	11,453	0							
50	GENERAL MILS INC	370334104	4/3/2007	1/10/2014	206,092					122,035	84,057	0							
51	GENERAL MILS INC	370334104	8/17/2011	1/10/2014	98,186					73,620	24,566	0							
52	GENERAL MILS INC	370334104	7/2/2012	1/10/2014	49,093					38,610	10,483	0							
53	HALYARD HEALTH INC	40650V100	10/6/2006	1/17/2014	14					8	6	0							
54	HALYARD HEALTH INC	40650V100	6/6/2006	1/19/2014	840					437	403	0							
55	HALYARD HEALTH INC	40650V100	6/20/2006	1/19/2014	859					444	415	0							
56	HALYARD HEALTH INC	40650V100	7/26/2006	1/19/2014	825					436	389	0							
57	HALYARD HEALTH INC	40650V100	8/15/2006	1/19/2014	801					422	379	0							
58	HALYARD HEALTH INC	40650V100	8/24/2006	1/19/2014	849					455	394	0							
59	HALYARD HEALTH INC	40650V100	8/25/2006	1/19/2014	269					144	125	0							
60	HALYARD HEALTH INC	40650V100	10/6/2006	1/19/2014	1,046					594	452	0							
61	HOLLYFRONTIER CORPORATION	436106108	6/20/2013	12/22/2014	148,581					173,226	-24,645	0							
62	HOLLYFRONTIER CORPORATION	436106108	9/16/2013	12/22/2014	37,145					41,976	-4,831	0							
63	HOLLYFRONTIER CORPORATION	436106108	9/25/2013	12/22/2014	37,145					43,500	-6,355	0							
64	HOLLYFRONTIER CORPORATION	436106108	11/20/2013	12/22/2014	37,145					46,020	-8,875	0							
65	HOLLYFRONTIER CORPORATION	436106108	12/10/2013	12/22/2014	37,145					46,568	-9,423	0							
66	HOLLYFRONTIER CORPORATION	436106108	6/17/2014	12/22/2014	55,718					71,670	-15,952	0							
67	HOLLYFRONTIER CORPORATION	436106108	10/23/2014	12/22/2014	18,573					22,447	-3,874	0							
68	INTL BUSINESS MACHINES CORP	452001101	8/21/2003	6/17/2014	181,868					83,350	98,518	0							
69	UIT	464285105	1/1/1901	3/31/2014	15					20	-5	0							
70	UIT	464285105	1/1/1901	2/28/2014	17					21	-4	0							
71	UIT	4																	

[illegible]

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

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

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/13/2014	2	11,556
3 Second quarter estimated tax payment	6/11/2014	3	33,650
4 Third quarter estimated tax payment	9/9/2014	4	22,740
5 Fourth quarter estimated tax payment	12/11/2014	5	11,556
6 Other payments		6	
7 Total		7	79,502