

Form **990-PF**

Return of Private Foundation

OMB No 1545-0047

2019

Department of the Treasury
Internal Revenue Service

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Go to www.irs.gov/Form990PF for instructions and the latest information.

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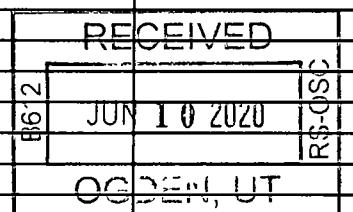
For calendar year 2019 or tax year beginning

, and ending

Name of foundation MCCULLOUGH FOUNDATION		A Employer identification number 01-0744113
Number and street (or P O box number if mail is not delivered to street address) C/O ASH PARSONT 122 E 42 ST, #1507	Room/suite	B Telephone number 212-953-1250
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10168		C If exemption application is pending, check here <input type="checkbox"/> 4
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,497,175.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		19,975.	19,789.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		66,567.			
b Gross sales price for all assets on line 6a 278,712.					
7 Capital gain net income (from Part IV, line 2)			66,567.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		86,542.	86,356.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,450.	0.		1,450.
c Other professional fees STMT 3		7,819.	7,819.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		9,269.	7,819.		1,450.
25 Contributions, gifts, grants paid		103,800.			103,800.
26 Total expenses and disbursements. Add lines 24 and 25		113,069.	7,819.		105,250.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<26,527.>			
b Net investment income (if negative, enter -0-)			78,537.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	68,006.	71,422.	71,422.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 4	0.	48,919.	50,000.	
	b	Investments - corporate stock STMT 5	692,344.	664,832.	1,250,491.	
	c	Investments - corporate bonds STMT 6	173,004.	125,057.	125,262.	
	11	Investments land, buildings, and equipment: basis				
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis					
	Less accumulated depreciation					
15	Other assets (describe DUE FROM BROKER)	1,591.	0.	0.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	934,945.	910,230.	1,497,175.		
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				
22	Other liabilities (describe DUE TO BROKER)	0.	1,812.			
23	Total liabilities (add lines 17 through 22)	0.	1,812.			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds	0.	0.		
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	28	Retained earnings, accumulated income, endowment, or other funds	934,945.	908,418.		
29	Total net assets or fund balances	934,945.	908,418.			
30	Total liabilities and net assets/fund balances	934,945.	910,230.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	934,945.
2	Enter amount from Part I, line 27a	2	<26,527.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	908,418.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	908,418.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED	P		
b SEE SCHEDULE ATTACHED	P		
c CAPITAL GAINS DIVIDENDS			
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 58,174.		63,687.	<5,513.>
b 220,515.		148,458.	72,057.
c 23.			23.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			<5,513.>
b			72,057.
c			23.
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	66,567.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	96,358.	1,374,902.	.070084
2017	90,779.	1,257,399.	.072196
2016	85,459.	1,172,829.	.072866
2015	93,914.	1,292,355.	.072669
2014	81,620.	1,306,208.	.062486

2 Total of line 1, column (d)	2	.350301
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.070060
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	1,413,438.
5 Multiply line 4 by line 3	5	99,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	785.
7 Add lines 5 and 6	7	99,810.
8 Enter qualifying distributions from Part XII, line 4	8	105,250.

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.

3

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 123, refunded 0.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political campaigns, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► JOHN MCCULLOUGH TURNER, JR. Telephone no. ► 860-535-1541 Located at ► 37 MAIN STREET, NORTH STONINGTON, CT ZIP+4 ► 06359		
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 2019, 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. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN MCCULLOUGH TURNER JR. 37 MAIN STREET NORTH STONINGTON, CT 06359	TRUSTEE 0.25	0.	0.	0.
PATRICIA S. TURNER 37 MAIN STREET NORTH STONINGTON, CT 06359	TRUSTEE 2.00	0.	0.	0.
LELAND J. TURNER P.O. BOX 7013 BRECKENRIDGE, CO 80424	TRUSTEE 0.25	0.	0.	0.
GREGORY C. TURNER 1206 A 10TH STREET OAKLAND, CA 94607	TRUSTEE 0.25	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

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	1,307,451.
b	Average of monthly cash balances	1b	127,511.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,434,962.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,434,962.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,413,438.
6	Minimum investment return. Enter 5% of line 5	6	70,672.

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	70,672.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	785.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	785.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,887.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,887.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,887.

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	105,250.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	105,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	785.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,465.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				69,887.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	19,267.			
b From 2015	29,568.			
c From 2016	29,198.			
d From 2017	31,451.			
e From 2018	29,397.			
f Total of lines 3a through e	138,881.			
4 Qualifying distributions for 2019 from Part XII, line 4. ▶ \$ 105,250.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				69,887.
e Remaining amount distributed out of corpus	35,363.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	174,244.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	19,267.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	154,977.			
10 Analysis of line 9.				
a Excess from 2015	29,568.			
b Excess from 2016	29,198.			
c Excess from 2017	31,451.			
d Excess from 2018	29,397.			
e Excess from 2019	35,363.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALS ASSOCIATION JM CATFISH HUNTER CHAPTER 4 N BLOUNT STREET RALEIGH, NC 27601	NONE	MEDICAL	FOR OPERATIONS	100.
AMER FRIENDS SVC COMM-AFSC DEV. FD 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,500.
AMERICAN HEART ASSN PO BOX 78851 PHOENIX, AZ 88062	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
AMERICAN RED CROSS 2025 E ST, NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,000.
AMERICAN RED CROSS 208 FARMINGTON AVE. FARMINGTON, CT 06032	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,000.
Total SEE CONTINUATION SHEET(S)				103,800.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTS FOR LEARNING 3074 WHITNERY AVE, BLDG 2, 2ND FL HAMDEN, CT 06518	NONE	THE ARTS	FOR OPERATIONS	1,500.
AVALONIA LAND CONSERVANCY PO BOX 49 OLD MYSTIC, CT 06372	NONE	CONSERVATION	FOR OPERATIONS	2,000.
C.R.O.P. - CHURCH WORLD SERVICE PO BOX 968 ELKHART, IN 46515	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
CHORUS OF WESTERLY 119 HIGH STREET WESTERLY, RI 02891	NONE	THE ARTS	FOR OPERATIONS	500.
COLONIAL THEATER PO BOX 762 WESTERLY, RI 02890	NONE	THE ARTS	FOR OPERATIONS	100.
CONNECTICUT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531	NONE	FOOD BANK	FOR OPERATIONS	2,500.
CONNECTICUT FUND FOR THE ENVIRONMENT 205 WHITNEY AVENUE NEW HAVEN, CT 06511	NONE	CONSERVATION	FOR OPERATIONS	1,000.
DENISON PEQUOTSEPOS NATURE CENTER PO BOX 122 MYSTIC, CT 06355	NONE	ENVIRONMENTAL	FOR OPERATIONS	250.
DOCTORS WITHOUT BORDERS PO BOX 5022 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	FOR OPERATIONS	3,000.
FINCA PO BOX 98048 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,000.
Total from continuation sheets				97,150.

MCCULLOUGH FOUNDATION

01-0744113

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF HARKNESS PO BOX 10 WATERFORD, CT 06385	NONE	PUBLIC CHARITY	FOR OPERATIONS	250.
FRIENDS OF WHEELER LIBRARY PO BOX 217, 101 MAIN ST NSTONINGTON, CT 06359	NONE	LIBRARY	FOR OPERATIONS	250.
GARDE ARTS CENTER 325 STATE STREET NEW LONDON, CT 06320	NONE	THE ARTS	FOR OPERATIONS	2,500.
GROTON OPEN SPACE PO BOX 9167 GROTON, CT 06340	NONE	PUBLIC CHARITY	FOR OPERATIONS	150.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,000.
HABITAT FOR HUMANITY SECT 377 BROAD STREET NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	FOR OPERATIONS	500.
IMBA PO BOX 7578 BOULDER, CO 80306	NONE	PUBLIC CHARITY	FOR OPERATIONS	1,000.
INTERFAITH LIGHT AND POWER 369 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
ISLAND INSTITUTE PO BOX 648 ROCKLAND, ME 04841	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
LYCOMING COLLEGE 700 COLLEGE PLACE WILLIAMSPORT, PA 17701	NONE	EDUCATION	FOR OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MADONNA PLACE 240 MAIN STREET NORWICH, CT 36360	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
MERCY CORPS 3019 SW FIRST AVENUE PORTLAND, OR 97201	NONE	PUBLIC CHARITY	FOR OPERATIONS	6,000.
NATIONAL MS SOCIETY PO BOX 4527 NEW YORK, NY 10163	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
NATURE CONSERVANCY OF CONNECTICUT 55 HIGH STREET MIDDLETOWN, CT 06457	NONE	CONSERVATION	FOR OPERATIONS	1,000.
NEW LONDON COUNTY HISTORICAL SOCIETY 11 BLINMAN STREET NEW LONDON, CT 06320	NONE	THE ARTS	FOR OPERATIONS	150.
NEW ORLEANS HABITAT FOR HUMANITY 2900 ELYSIAN FIELDS AVENUE NEW ORLEANS, LA 70122	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
NO. STONINGTON CITIZENS LAND ALLIANCE PO BOX 327 NORTH STONINGTON, CT 06359	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
NORTH STONINGTON CONGREGATIONAL CHURCH PO BOX 66 N STONINGTON, CT 06359	NONE	CHURCH	FOR OPERATIONS	12,100.
NORTH STONINGTON EDUCATION FOUNDATION 297 NORWICH-WESTERLY ROAD NORTH STONINGTON, CT 06359	NONE	PUBLIC CHARITY	FOR OPERATIONS	150.
NORTH STONINGTON HISTORICAL SOCIETY PO BOX 134 N STONINGTON, CT 06359	NONE	THE ARTS	FOR OPERATIONS	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH STONINGTON LIONS PO BOX 1000 N STONINGTON, CT 06359	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
NORTH STONINGTON PTO 297 NORWICH-WESTERLY RD NORTH STONINGTON, CT 06359	NONE	EDUCATION	FOR OPERATIONS	3,500.
OCEANA 2501 M STREET NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	PUBLIC CHARITY	FOR OPERATIONS	1,000.
PARK MCCULLOUGH HOUSE PO BOX 97166 NORTH BENNINGTON, VT 05257	NONE	PUBLIC CHARITY	FOR OPERATIONS	13,500.
PAWCATUCK NEIGHBORHOOD CENTER TRANSPORTATION PROGRAM 27 CHASE STREET PAWCATUCK, CT 06379	NONE	PUBLIC CHARITY	FOR OPERATIONS	1,500.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST NW, 6TH FL WASHINGTON, DC 20072	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
PLANNED PARENTHOOD PO BOX 97166 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	FOR OPERATIONS	3,000.
PLANNED PARENTHOOD OF SE NEW ENGLAND 345 WHITNEY AVENUE NEW HAVEN, CT 06511	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
POPULATION CONNECTION 2120 L STREET NW, 4TH FL WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	FOR OPERATIONS	1,500.
Total from continuation sheets				

MCCULLOUGH FOUNDATION

01-0744113

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY PO BOX 509 HARTFORD, CT 06141	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
SERVAS UNITED STATES 1125 16TH ST, SUITE 201 ARCATA, CA 95521	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
SIERRA CLUB - NAT'L HEADQUARTERS 85 SECOND STREET SAN FRANCISCO, CA 94105	NONE	CONSERVATION	FOR OPERATIONS	500.
SUMMIT FOUNDATION 198 N. FRENCH ST BRECKENRIDGE, CO 80424	NONE	PRIVATE FOUNDATION	FOR OPERATIONS	100.
TRUST FOR PUBLIC LANDS 33 UNION STREET, 4TH FL BOSTON, MA 02108	NONE	CONSERVATION	FOR OPERATIONS	3,000.
UNITED WAY OF S.E. CONNECTICUT PO BOX 375 GALES FERRY, CT 06335	NONE	PUBLIC CHARITY	FOR OPERATIONS	3,500.
W.A.R.M. 56 SPRUCE STREET WESTERLY, RI 02890	NONE	PUBLIC CHARITY	FOR OPERATIONS	1,500.
WATER.ORG 920 MAIN ST., SUITE 1800 KANSAS CITY, MO 64105	NONE	THE ARTS	FOR OPERATIONS	100.
WESTERLY FRIENDS MEETING 57 ELM ST WESTERLY, RI 02891	NONE	PUBLIC CHARITY	FOR OPERATIONS	800.
WHEELER LIBRARY PO BOX 217, 101 MAIN STREET NORTH STONINGTON, CT 06359	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,500.
Total from continuation sheets				

MCCULLOUGH FOUNDATION

01-0744113

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOOD PAWCATUCK WATERSHED ASSOCIATION 30 ARCADIA ROAD HOPE VALLEY, RI 02832	NONE	PUBLIC CHARITY	FOR OPERATIONS	250.
WORLD BICYCLE RELIEF 1333 N. KINGSBURY, 4TH FL CHICAGO, IL 60622	NONE	PUBLIC CHARITY	FOR OPERATIONS	13,000.
WRITER'S BLOCK INK 446 COLEMAN STREET NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
LAND AND GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
CHIKUMBUSO 389 E WYASSUP RD N STONINGTON, CT 06359	NONE	PUBLIC CHARITY	FOR OPERATIONS	2,700.
WOMEN FOR WOMEN INTERNATIONAL 200 M ST NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
ALWAYS HOME 119 HIGH STREET MYSTIC, CT 06355	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
NEW LONDON MARITIME MUSEUM	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
OCEAN COMMUNITY YMCA 95 HIGH STREET WESTERLY, RI 02985	NONE	PUBLIC CHARITY	FOR OPERATIONS	50.
SPECIAL OLYMPICS 95 HIGH STREET WESTERLY, RI 02985	NONE	PUBLIC CHARITY	FOR OPERATIONS	100.
Total from continuation sheets				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	4
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILL	X		48,919.	50,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			48,919.	50,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			48,919.	50,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES - SEE SCHEDULE	664,832.	1,250,491.
TOTAL TO FORM 990-PF, PART II, LINE 10B	664,832.	1,250,491.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES - SEE SCHEDULE	125,057.	125,262.
TOTAL TO FORM 990-PF, PART II, LINE 10C	125,057.	125,262.
