EXTENSION ATTACHED

HURRICANE SANDY

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE FROG ROCK FOUNDATION -

A Employer identification number: 13-4127228

Number and street (or P O box number if mail is not delivered to street address): PO BOX 865

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: CHAPPAQUA, NY 10514

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 ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 13,763,945.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,500.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,725.	10,725.		ATCH 1
	4 Dividends and interest from securities	173,608.	171,780.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	158,177.			
	b Gross sales price for all assets on line 6a 10,953,021.				
	7 Capital gain net income (from Part IV, line 2)		158,177.		
	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)	12,725.	12,725.		ATCH 3
	12 **Total.** Add lines 1 through 11	363,735.	353,407.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,000.			9,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	22,500.	16,875.		5,625.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	1,457.	1,457.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	60,295.	58,480.		1,815.
	24 **Total operating and administrative expenses** Add lines 13 through 23	93,252.	76,812.		16,440.
	25 Contributions, gifts, grants paid	694,500.			694,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	787,752.	76,812.	0	710,940.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-424,017.			
	b **Net investment income** (if negative, enter -0-)		276,595.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,544,545.	1,002,711.	1,002,711.
	2	Savings and temporary cash investments(STMT. 9A&9B)	528,319.	240,000.	239,993.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	43,554.	340,400.	340,534.
	b	Investments - corporate stock (attach schedule) ATCH 8	9,571,986.	8,044,605.	8,560,127.
	c	Investments - corporate bonds (attach schedule) ATCH 9	2,127,201.	3,763,872.	3,620,580.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	13,815,605.	13,391,588.	13,763,945.
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,815,605.	13,391,588.	
	30	**Total net assets or fund balances** (see instructions)	13,815,605.	13,391,588.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,815,605.	13,391,588.	

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	13,815,605.
2	Enter amount from Part I, line 27a	2	-424,017.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,391,588.
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	13,391,588.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	158,177.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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))
2010	810,103.	13,628,100.	0.059444
2009	756,770.	12,810,893.	0.059072
2008	620,620.	16,154,427.	0.038418
2007	1,008,635.	19,533,906.	0.051635
2006	614,464.	17,604,027.	0.034905

2 Total of line 1, column (d)	2	0.243474
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	0.048695
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,115,285.
5 Multiply line 4 by line 3	5	687,344.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,766.
7 Add lines 5 and 6	7	690,110.
8 Enter qualifying distributions from Part XII, line 4	8	710,940.

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

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,766.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,766.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,766.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 12,552.		
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	12,552.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,786.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 9,786. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FROGROCKFOUNDATION.ORG

14 The books are in care of ▶ JANET INSKEEP BENTON Telephone no ▶

Located at ▶ P.O.BOX 865 CHAPPAQUA, NY ZIP + 4 ▶ 10514

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 ▶			
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 2011 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 2011)*	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 2011?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 10		9,000.	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
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 ▶	

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	12,964,470.
b	Average of monthly cash balances	1b	1,365,769.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,330,239.
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	14,330,239.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	214,954.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,115,285.
6	**Minimum investment return.** Enter 5% of line 5	6	705,764.

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	705,764.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,766.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,766.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	702,998.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	702,998.
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	702,998.

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	710,940.
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	710,940.
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	2,766.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	708,174.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					702,998.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009	348,292.				
e From 2010	812,398.				
f Total of lines 3a through e		1,160,690.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 710,940.					
a Applied to 2010, 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) STMT 13		710,940.			
d Applied to 2011 distributable amount					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		702,998.			702,998.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,168,632.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,168,632.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	457,692.				
e Excess from 2011	710,940.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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))

JANET BENTON

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

NONE

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

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

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

ATTACHMENT 11

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

SEE ATTACHED STATEMENT 11(A).

c Any submission deadlines

SEE ATTACHED STATEMENT 11(A).

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

SEE ATTACHED STATEMENT 11(A).

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				
ATTACHMENT 12				
Total . . . . . ▶ **3a**				694,500.
b Approved for future payment				
Total . . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

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			14	10,725.	
4 Dividends and interest from securities			14	173,608.	
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			18	12,725.	
8 Gain or (loss) from sales of assets other than inventory			18	158,177.	
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)				355,235.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 355,235.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date: 11-30-2013 — Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Peter Michaelson		01/24/2013		P00170967
Firm's name ▶ EISNERAMPER LLP			Firm's EIN ▶ 13-1639826	
Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 10017-2703			Phone no 212-949-8700	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization
THE FROG ROCK FOUNDATION

Employer identification number
13-4127228

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization THE FROG ROCK FOUNDATION

Employer identification number 13-4127228

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JANET INSKEEP BENTON 30 FROG ROCK ROAD ARMONK, NY 10504	$ 8,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE FROG ROCK FOUNDATION

Employer identification number 13-4127228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE FROG ROCK FOUNDATION

Employer identification number 13-4127228

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** **and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Equities › Structured products (continued)

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY 9 4500% DUE 09/26/22 Exchange: OTC Original cost basis: $50,000.00	Jul 24, 07	2,000.000	21.649	43,298.50[1]	7.880	15,760.00	-27,538.50	LT
Total				**$229,632.65**		**$193,810.00**	**-$35,822.65**	

Total estimated annual income: $8,000

[1] Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs.

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
AURORA BANK FSB DE US RATE 00.4000% MAT 02/16/2012 FIXED RATE CD ACCRUED INTEREST $833.76 CUSIP 05155TDT2 EAI: $960 Current yield: 0.40%	Feb 09, 11	240,000.000	100.000	240,000 00	99.997	239,992.80	-7.20	ST

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets ▸ Fixed income (continued)

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
ALCOA INC GLOBAL M W + 20BP B/E RATE 06.000% MATURES 01/15/12 ACCRUED INTEREST $1,100.00 CUSIP 013817AF8 Moody: Baa3 S&P. BBB- EAI: $1,200 Current yield: 5.99% Original cost basis: $42,614.85	Nov 12, 10	40,000 000	100.234	40,093 94	100.098	40,039.20	-54.74	LT
CREDIT SUISSE FB USA INC CALL@MW+30BP RATE 06.500% MATURES 01/15/12 ACCRUED INTEREST $1,489.58 CUSIP 22541LAC7 Moody Aa1 S&P: A+ EAI: $1,625 Current yield: 6 49% Original cost basis: $53,611.75	Mar 09, 07	50,000.000	100.068	50,034 32[1]	100.182	50,091.00	56 68	LT
VERIZON NEW JERSEY INC MW+30BP RATE 05.875% MATURES 01/17/12 ACCRUED INTEREST $3,404 88 CUSIP 92344UAA3 Moody: WR S&P: A- EAI $3,760 Current yield. 5.87% Original cost basis: $26,790.25	Sep 02, 10	25,000.000	100.249	25,062.39	100.165	25,041.25	-21.14	LT
Original cost basis: $42,519.65	Nov 12, 10	40,000 000	100 255	40,102.13	100.165	40,066 00	-36.13	LT
Original cost basis: $66,932.04	Nov 22, 10	63,000.000	100.258	63,162.84	100.165	63,103 95	-58.89	LT
Security total		128,000 000		128,327.36		128,211.20	-116.16	

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STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET-BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GENL MILLS INC MW +20BP NTS RATE 06.000% MATURES 02/15/12 ACCRUED INTEREST $225 00 CUSIP 370334AS3 Moody: Baa1 S&P: BBB+ EAI: $300 Current yield. 5.97% Original cost basis: $10,808.05	Sep 02, 10	10,000.000	100.704	10,070 45	100.580	10,058 00	-12.45	LT
SOUTHWEST AIRLINES CO MW+25BP NTS RATE 06.500% MATURES 03/01/12 ACCRUED INTEREST $537.15 CUSIP 844741AV0 Moody: Baa3 S&P: BBB- EAI: $813 Current yield 6.45% Original cost basis: $27,039 75	Sep 02, 10	25,000 000	100.938	25,234 51	100.802	25,200.50	-34.01	LT
JEFFRIES GROUP INC MW+45BP NTS RATE 07.750% MATURES 03/15/12 ACCRUED INTEREST $2,260.42 CUSIP 472319AA0 Moody: Baa2 S&P: BBB EAI: $3,875 Current yield: 7.64% Original cost basis: $107,628 25	Feb 22, 11	100,000 000	101.507	101,507.57	101.500	101,500 00	-7 57	ST
AMER INTL GROUP MED TERM NTS RATE 04.950% MATURES 03/20/12 ACCRUED INTEREST $1,375.00 CUSIP 02687QBL1 Moody: Baa1 S&P: A- EAI: $2,475 Current yield: 5.00% Original cost basis: $104,737.25	Feb 22, 11	100,000.000	100.985	100,985 72	99.000	99,000.00	-1,985.72	ST

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STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › **Fixed income** › **Corporate bonds and notes** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
KROGER CO MW+25BP NTS RATE 06.750% MATURES 04/15/12 ACCRUED INTEREST $351.56 CUSIP 501044CC3 Moody: Baa2 S&P: BBB EAI: $844 Current yield: 6.64% Original cost basis: $27,498.75	Dec 29, 09	25,000.000	101.303	25,325 82	101.666	25,416.50	90.68	LT
MERRILL LYNCH & CO INC MED TERM NTS RATE 06.050% MATURES 08/15/12 ACCRUED INTEREST $1,701.56 CUSIP 59018YJ36 Moody: Baa1 S&P: A- EAI: $4,538 Current yield. 5.96% Original cost basis: $75,783.00	Sep 22, 11	75,000 000	100 741	75,556.38	101 444	76,083.00	526.62	ST
GOLDMAN SACHS GROUP INC RATE 05.700% MATURES 09/01/12 ACCRUED INTEREST $1,884.17 CUSIP 38141GCG7 Moody. A1 S&P: A- EAI: $5,700 Current yield: 5.60% Original cost basis: $102,907.25	Oct 05, 11	100,000.000	102.193	102,193.23	101 761	101,761.00	-432.23	ST
J P MORGAN CHASE & CO NTS RATE 05.750% MATURES 01/02/13 ACCRUED INTEREST $142.15 CUSIP 46625HAT7 Moody: A1 S&P: A- EAI. $288 Current yield 5.54% Original cost basis: $5,327.90	Jan 25, 05	5,000 000	100.972	5,048 60	103.734	5,186.70	138.10	LT

continued next page

STATEMENT 9(B)

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
UBS AG STAMFORD BRNCH MED TERM NTS RATE 02.750% MATURES 01/08/13 ACCRUED INTEREST $1,970 83 CUSIP 90261XFW7 Moody: Aa3 S&P: A EAI: $4,125 Current yield 2 73% Original cost basis. $151,325.25	Oct 18, 11	150,000.000	100.745	151,117.59	100 579	150,868.50	-249 09	ST
CONS EDISON NTS 0BP RATE 04.875% MATURES 02/01/13 ACCRUED INTEREST $100 88 CUSIP 209111EA7 Moody: A3 S&P: A- EAI: $244 Current yield: 4.69% Original cost basis: $5,071.00	Nov 08, 04	5,000 000	100 219	5,010 97 [1]	103.988	5,199.40	188.43	LT
VERIZON VA INC MW+25BP NTS RATE 04.625% MATURES 03/15/13 ACCRUED INTEREST $67.44 CUSIP 92345NAA8 Moody WR S&P: A- EAI $231 Current yield: 4.44%	Feb 16, 05	5,000.000	98.261	4,913.05 [1]	104.117	5,205.85	292.80	LT
WYETH NTS MW+25BP RATE 05.500% MATURES 03/15/13 ACCRUED INTEREST $80.20 CUSIP 983024AA8 Moody: A1 S&P: AA EAI. $275 Current yield: 5.20% Original cost basis: $5,270.75	Feb 09, 05	5,000 000	100.941	5,047.06 [1]	105.710	5,285.50	238.44	LT

continued next page

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GOLDMAN SACHS GROUP INC NTS RATE 04.750% MATURES 07/15/13 ACCRUED INTEREST $2,177.08 CUSIP 38141GDK7 Moody: A1 S&P: A- EAI: $4,750 Current yield: 4 69% Original cost basis: $103,050 25	Oct 11, 11	100,000 000	102.689	102,689 78	101.323	101,323.00	-1,366.78	ST
BLYTH INDUSTRIES INC NTS MW + 20 BP RATE 05.500% MATURES 11/01/13 ACCRUED INTEREST $144.22 CUSIP 09643PAB4 Moody. B3 S&P. B+ EAI: $880 Current yield 5.47%	May 02, 07	16,000.000	90.007	14,401.27 [1]	100.500	16,080 00	1,678.73	LT
HOUSEHOLD FIN INTERNOTES ADJ RATE MATURES 12/10/13 CUSIP 44181EZZ4 Moody. A3 S&P: A EAI: $2,918 Current yield 5 73%	Oct 15, 07	50,000.000	96 209	48,104.75 [1]	101.856	50,928 00	2,823.25	LT
WELLS FARGO & CO NEW GLOBAL NOTES RATE 04.625% MATURES 04/15/14 ACCRUED INTEREST $963.54 CUSIP 949746FS5 Moody: A3 S&P: A EAI: $4,625 Current yield: 4.45% Original cost basis: $106,297.25	Oct 17, 11	100,000 000	105 814	105,814.50	103 999	103,999.00	-1,815.50	ST
US BANK NA MINN NTS SER BKNT B/E RATE 04.950% MATURES 10/30/14 ACCRUED INTEREST $2,062.50 CUSIP 90331HKP7 Moody Aa3 S&P: A EAI: $12,375 Current yield: 4.55% Original cost basis: $275,970.25	Nov 18, 11	250,000.000	110.030	275,075.85	108 680	271,700 00	-3,375.85	ST

continued next page

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GOLDMAN SACHS GROUP INC NTS RATE 05.125% MATURES 01/15/15 ACCRUED INTEREST $1,057.03 CUSIP 38141GEA8 Moody: A1 S&P: A- EAI: $2,306 Current yield: 5.01%	Jan 09, 07	45,000 000	99.865	44,939.55 1	102.211	45,994 95	1,055 40	LT
J P MORGAN CHASE & CO NTS RATE 05.250% MATURES 05/01/15 ACCRUED INTEREST $395.79 CUSIP 46625HAX8 Moody: A1 S&P: A- EAI: $2,415 Current yield 4.96%	Nov 14, 07	46,000.000	97.696	44,940 35 1	105 901	48,714.46	3,774.11	LT
AMER EXPRESS CRDT CORP NTS B/E RATE 02.750% MATURES 09/15/15 ACCRUED INTEREST $858.22 CUSIP 0258M0DA4 Moody: A2 S&P: BBB+ EAI: $2,943 Current yield: 2.74%	Mar 25, 11	107,000.000	99.867	106,862.94	100.530	107,567.10	704.16	ST
IRON MTN RATE 06.625% MATURES 01/01/16 ACCRUED INTEREST $823.52 CUSIP 462846AC0 Moody: B1 S&P: B+ EAI: $1,656 Current yield: 6.63%	Jan 10, 07	25,000.000	98.771	24,692.75 1	100 000	25,000.00	307.25	LT
FIFTH THIRD BANCORP NTS B/E RATE 03.625% MATURES 01/25/16 ACCRUED INTEREST $780 38 CUSIP 316773CK4 Moody. Baa1 S&P: BBB EAI: $1,813 Current yield: 3 57% Original cost basis: $52,119.75	Nov 02, 11	50,000.000	104.098	52,049.21	101.459	50,729.50	-1,319.71	ST

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STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
TIME WARNER INC CALL@MAW+30BP RATE 05.875% MATURES 11/15/16 ACCRUED INTEREST $220.31 CUSIP 887317AC9 Moody. Baa2 S&P: BBB EAI. $1,763 Current yield. 5.09% Original cost basis: $30,725.25	Jan 10, 07	30,000 000	101.358	30,407.55 1	115 423	34,626 90	4,219.35	LT
HALLIBURTON MED SER A MTN RATE 07.530% MATURES 05/12/17 ACCRUED INTEREST $1,558.29 CUSIP 40621PAB5 Moody: A2 S&P A EAI: $3,765 Current yield 6 29% Original cost basis: $57,509.75	Jan 11, 07	50,000.000	108.854	54,427.00 1	119.809	59,904.50	5,477.50	LT
MARRIOTT INTL INC CALL@M/WT+20 RATE 06 375% MATURES 06/15/17 ACCRUED INTEREST $132.81 CUSIP 571903AG8 Moody: Baa2 S&P: BBB EAI. $3,188 Current yield: 5.53% Original cost basis: $58,736.25	Nov 02, 11	50,000.000	117.047	58,523.51	115.279	57,639.50	-884.01	ST
J P MORGAN CHASE & CO NTS B/E RATE 06.000% MATURES 01/15/18 ACCRUED INTEREST $962.50 CUSIP 46625HGY0 Moody: Aa3 S&P: A EAI. $2,100 Current yield: 5.38% Original cost basis: $39,812 50	Oct 21, 11	35,000 000	113.395	39,688.27	111.568	39,048.80	-639.47	ST

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STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
AT&T INC CALL @MW+BP RATE 05 500% MATURES 02/01/18 ACCRUED INTEREST $2,276.39 CUSIP 00206RAJ1 Moody: A2 S&P: A- EAI: $5,500 Current yield: 4.75% Original cost basis: $117,165.25	Nov 14, 11	100,000 000	116 857	116,857 78	115.753	115,753.00	-1,104.78	ST
BIOGEN IDEC INC NTS B/E CALL@MW+50BP RATE 06.875% MATURES 03/01/18 ACCRUED INTEREST $1,363 54 CUSIP 09062XAB9 Moody: Baa3 S&P: BBB+ EAI: $4,125 Current yield 5 69% Original cost basis: $73,239.45	Oct 21, 11	60,000.000	121.500	72,900.38	120.867	72,520.20	-380 18	ST
HEWLETT PACKARD CO CALL@MW+30BP RATE 05.500% MATURES 03/01/18 ACCRUED INTEREST $927 21 CUSIP 428236AS2 Moody: A2 S&P: BBB+ EAI: $2,805 Current yield. 4 95% Original cost basis: $59,266.23	Nov 14, 11	51,000 000	115.923	59,121.07	111.147	56,684.97	-2,436.10	ST
CSX CORP CALL@MW+30BP NTS RATE 06.250% MATURES 03/15/18 ACCRUED INTEREST $1,822.92 CUSIP 126408GM9 Moody: Baa3 S&P: BBB EAI: $6,250 Current yield. 5.25% Original cost basis. $121,565 25	Nov 14, 11	100,000 000	121.187	121,187.49	119.041	119,041.00	-2,146.49	ST

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STATEMENT 9(B)

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
REED ELSEVIER CPTL NTS CALL@MW+50BP RATE 08.625% MATURES 01/15/19 ACCRUED INTEREST $1,976.56 CUSIP 758202AG0 Moody: Baa1 S&P: BBB+ EAI: $4,313 Current yield: 6.91% Original cost basis: $65,362 75	May 04, 11	50,000 000	128.493	64,246 52	124.809	62,404 50	-1,842.02	ST
BLACKROCK INC NTS B/E +25BPS RATE 05.000% MATURES 12/10/19 ACCRUED INTEREST $277.78 CUSIP 09247XAE1 Moody: A1 S&P: A+ EAI: $5,000 Current yield 4.58% Original cost basis: $112,607.25	Oct 31, 11	100,000.000	112.389	112,389.44	109 130	109,130.00	-3,259.44	ST
BERKSHIRE HATHAWAY FIN CALL@MW+15BP RATE 04.250% MATURES 01/15/21 ACCRUED INTEREST $1,947.92 CUSIP 084664BQ3 Moody: Aa2 S&P: AA+ EAI: $4,250 Current yield. 3.90% Original cost basis: $104,572.25	May 24, 11	100,000 000	104.334	104,334.87	108 972	108,972.00	4,637.13	ST
DELL INC 0BP RATE 04 625% MATURES 04/01/21 ACCRUED INTEREST $2,286.80 CUSIP 24702RAQ4 Moody: A2 S&P: A- EAI: $9,250 Current yield: 4.26% Original cost basis: $213,967.25	Jul 19, 11	200,000.000	106.717	213,435.02	108 459	216,918.00	3,482.98	ST

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NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
JEFFERIES GROUP INC B/E +50BP RATE 06.875% MATURES 04/15/21 ACCRUED INTEREST $716.14 CUSIP 472319AH5 Moody Baa2 S&P: BBB EAI: $3,438 Current yield: 7.64% Original cost basis: $54,919.25	Mar 29, 11	50,000.000	109.276	54,638.47	90.000	45,000.00	-9,638.47	ST
INTL PAPER CO DEB RATE 06.875% MATURES 11/01/23 ACCRUED INTEREST $1,126.74 CUSIP 460146AP8 Moody: Baa3 S&P: BBB EAI: $6,875 Current yield: 6.23% Original cost basis: $120,538.25	Sep 21, 11	100,000 000	120.201	120,201.83	110.424	110,424.00	-9,777.83	ST
BOEING CO DEBS RATE 07.250% MATURES 06/15/25 ACCRUED INTEREST $60.41 CUSIP 097023AM7 Moody: A2 S&P. A EAI: $1,450 Current yield: 5.38% Original cost basis: $24,378.05	May 19, 10	20,000.000	120.275	24,055.13	134 758	26,951.60	2,896.47	LT
BELLSOUTH TELECOMMUN INC DEBS RATE 07.000% MATURES 10/01/25 ACCRUED INTEREST $1,730.56 CUSIP 079867AM9 Moody: WR - S&P: A- EAI: $7,000 Current yield: 5.65% Original cost basis: $123,387.25	Jun 27, 11	100,000.000	122.799	122,799.69	123 969	123,969.00	1,169.31	ST

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STATEMENT 9(B)

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BK PLC STEP UP CALL NTS RATE 05.000% MATURES 04/13/26 CALLABLE ACCRUED INTEREST $1,069.44 CUSIP 06738KEX5 Moody: Aa3 S&P. A+ EAI: $5,000 Current yield: 5.32%	Mar 30, 11	100,000 000	100.000	100,005 25	93 903	93,903 00	-6,102.25	ST
AON CORP SUB DEB RATE 08.205% MATURES 01/01/27 ACCRUED INTEREST $4,079 71 CUSIP 037389AK9 Moody: Baa3 S&P: BBB- EAI: $8,205 Current yield: 7.46% Original cost basis: $118,405.25	Jun 27, 11	100,000.000	118.047	118,047.15	110 000	110,000.00	-8,047.15	ST
DELL COMPUTER CORP 15BP RATE 07.100% MATURES 04/15/28 ACCRUED INTEREST $295.83 CUSIP 247025AE9 Moody: A2 S&P: A- EAI: $1,420 Current yield: 5.65% Original cost basis. $24,131.45	May 19, 10	20,000.000	119.491	23,898.28	125.587	25,117.40	1,219 12	LT
DEERE & CO B/E RATE 06.550% MATURES 10/01/28 ACCRUED INTEREST $323.86 CUSIP 244199AW5 Moody: A2 S&P: A EAI: $1,310 Current yield: 5.07% Original cost basis: $24,129.85	May 19, 10	20,000.000	119.478	23,895.77	129 259	25,851.80	1,956.03	LT

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NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CITIZENS COMMUNCTNS NTS M-W+50BP RATE 09.000% MATURES 08/15/31 ACCRUED INTEREST $843.75 CUSIP 17453BAJ0 Moody: Ba2 S&P: BB EAI: $2,250 Current yield: 9.86% Original cost basis: $28,067.75	Jan 10, 07	25,000.000	111.258	27,814.58 [1]	91.250	22,812.50	-5,002 08	LT
JEFFRIES GROUP INC MW+25BP RATE 06.250% MATURES 01/15/36 ACCRUED INTEREST $1,088.54 CUSIP 472319AC6 Moody: Baa2 S&P: BBB EAI: $2,375 Current yield: 7.64%	May 18, 11	38,000.000	99 602	37,854.01	81.770	31,072.60	-6,781.41	ST
WELLS FARGO & CO NTS RATE 07.980% MATURES 02/28/49 ACCRUED INTEREST $1,163.75 CUSIP 949746PM7 Moody: Baa3 S&P: BBB+ EAI: $3,990 Current yield: 7.45% Original cost basis. $53,509.25	Sep 30, 11	50,000.000	107 009	53,504.97	107 125	53,562.50	57.53	ST
Total		**$3,161,000.000**		**$3,404,271.55**		**$3,372,450.13**	**-$31,821.42**	

Total accrued interest: $54,204.86

Total estimated annual income: $162,596

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets ▸ **Fixed income** (continued)

Asset backed securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected The cost basis for asset backed securities has been adjusted automatically for return of principal payments and if issued at a discount, accreted original issue discount (OID).

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Adjusted cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
GNMA PL 004932M RATE 03.5000% MATURES 01/20/41 CURRENT PAR VALUE 192,726 ACCRUED INTEREST $543.36 CUSIP 36202FPR1 EAI: $6,745 Current yield: 3.39%	Sep 29, 11	200,000.000	104 675	201,741.04	103.106	198,712 06	-3,028.98	ST

Municipal securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been automatically adjusted for mandatory amortization of bond premium on coupon tax-exempt municipal securities and for accreted original issue discount for securities issued at a discount. When original cost basis is displayed, amortization has been done using the constant yield method, otherwise amortization has been done using the straight line method.

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
COLUMBUS OH TAX SR C BE/R/ RATE 04.710% MATURES 06/01/24 CALLABLE 06/01/20 @ 100 00 ACCRUED INTEREST $379.42 CUSIP 199491R78 Moody: Aaa S&P: AAA EAI. $4,710 Current yield: 4.36%	Jun 16, 11	100,000.000	106.872	106,877.25	108.149	108,149.00	1,271.75	ST

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your assets › Fixed income (continued)

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
FNMA								
RATE 6 1250% MATURES 03/15/12								
ACCRUED INTEREST $339.42								
CUSIP 31359MMQ3								
EAI: $582 Current yield: 6.05%								
Original cost basis: $14,488 11	Feb 10, 05	13,000 000	100.384	13,049.98 [1]	101.198	13,155.74	105 76	LT
Original cost basis: $5,559.71	Jun 10, 05	5,000.000	100.391	5,019.57 [1]	101.198	5,059.90	40.33	LT
Original cost basis: $1,094.53	Aug 22, 05	1,000.000	100 342	1,003.42 [1]	101.198	1,011.98	8.56	LT
Security total		19,000 000		19,072 97		19,227.62	154.65	
FNMA								
RATE 4.6250% MATURES 10/15/14								
ACCRUED INTEREST $125.26								
CUSIP 31359MWJ8								
EAI: $601 Current yield: 4 16%								
Original cost basis: $13,124.29	Jul 20, 05	13,000 000	100.331	13,043.06 [1]	111.114	14,444.82	1,401.76	LT
Total		**$32,000.000**		**$32,116.03**		**$33,672.44**	**$1,556.41**	

Total accrued interest: $464.68

Total estimated annual income: $1,183

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy.

STATEMENT 9(B)

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets (continued)

Other

Structured products

There may be little or no secondary market for structured products. Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity

Holding	Trade date	Quantity	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY Exchange: OTC Original cost basis: $100,000.00	May 23, 07	4,000 000	32.491	129,967.84[1]	13.580	54,320.00	-75,647.84	LT

[1] Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy.

Your total assets

		Value on Dec 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	247,689.70	**5.50%**	247,689.70		
Equities	Structured products	193,810.00		229,632 65	8,000.00	-35,822 65
	Total accrued interest	822.22				
	Total equities	**194,632.22**	**4.32%**	**229,632.65**	**8,000.00**	**-35,822.65**
Fixed income	Certificates of deposits	239,992.80		240,000.00	960.00	-7.20
	Corporate bonds and notes	3,372,450.13		3,404,271.55	162,596.00	-31,821.42
	Asset backed securities	198,712.06		201,741.04	6,745.00	-3,028.98
	Municipal securities	108,149.00		106,877.25	4,710.00	1,271.75
	Government securities	33,672.44		32,116 03	1,183.00	1,556 41
	Total accrued interest	56,426.08				
	Total fixed income	**4,009,402.51**	**88.97%**	**3,985,005.87**	**176,194.00**	**-32,029.44**
Other	**Structured products**	**54,320.00**	**1.21%**	**129,967.84**		**-75,647.84**
Total		**$4,506,044.43**	**100.00%**	**$4,592,296.06**	**$184,194.00**	**-$143,499.93**

STATEMENT 9(B)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 30 ($)	Price per share on Dec 30 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT. PORTFOLIO	323,484 59	754,096.32	1.00	0.01%	Nov 23 to Dec 22	30
		1.67 +accrued income 754,097.99				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
ADOBE SYSTEMS INC (DELAWARE) Symbol: ADBE Exchange: OTC	Dec 22, 11	4,958.000	27.989	138,773.96	28.270	140,162.66	1,388.70	ST
ANADARKO PETROLEUM CORP Symbol: APC Exchange: NYSE EAI $275 Current yield. 0.47%	Jul 13, 10	763.000	48 256	36,819.95	76 330	58,239.79	21,419 84	LT
ANALOG DEVICES INC Symbol: ADI Exchange. NYSE EAI: $1,800 Current yield: 2.79%	May 10, 10	1,800.000	28 966	52,140.24	35.780	64,404.00	12,263.76	LT
ANHEUSER BUSCH INBEV SPON ADR Symbol. BUD Exchange: NYSE EAI: $1,071 Current yield: 1.59%	Jul 13, 10	1,104.000	53 432	58,989.18	60.990	67,332 96	8,343 78	LT
AON CORP Symbol: AON Exchange: NYSE EAI. $3,000 Current yield: 1.28%	Mar 11, 11	1,000.000	51.245	51,245.64	46.800	46,800.00	-4,445.64	ST
	Apr 7, 11	2,000 000	53 920	107,840.00	46.800	93,600.00	-14,240.00	ST
	Jun 8, 11	2,000.000	51 046	102,093.86	46.800	93,600.00	-8,493.86	ST
Security total		5,000.000	52 236	261,179.50		234,000.00	-27,179.50	
APACHE CORP Symbol. APA Exchange: NYSE EAI: $216 Current yield 0 66%	Oct 21, 09	195 000	105.112	20,496 94	90.580	17,663.10	-2,833.84	LT

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STATEMENT 9(A)

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
	Dec 29, 09	57.000	105.477	6,012.19	90.580	5,163.06	-849.13	LT
	Jan 21, 10	49.000	106.650	5,225.87	90.580	4,438.42	-787.45	LT
	Jul 13, 10	59.000	86.315	5,092.63	90.580	5,344.22	251.59	LT
Security total		360.000	102.299	36,827.63		32,608 80	-4,218.83	
APPLE INC								
Symbol: AAPL Exchange: OTC	Jan 21, 10	54 000	211.595	11,426 13	405 000	21,870.00	10,443.87	LT
	Jul 13, 10	377.000	248.454	93,667.33	405.000	152,685.00	59,017.67	LT
Security total		431.000	243.836	105,093 46		174,555 00	69,461.54	
AT&T INC								
Symbol: T Exchange: NYSE								
EAI: $6,266 Current yield: 5.82%	Oct 21, 09	2,000.000	26.017	52,035.00	30.240	60,480.00	8,445.00	LT
	Dec 29, 09	543.000	28.338	15,388 01	30.240	16,420.32	1,032.31	LT
	Jan 21, 10	491.000	25.853	12,694.04	30.240	14,847.84	2,153.80	LT
	Jul 13, 10	526.000	24.990	13,144.88	30.240	15,906.24	2,761.36	LT
Security total		3,560.000	26.197	93,261.93		107,654.40	14,392.47	
BANK OF AMER CORP								
Symbol: BAC Exchange: NYSE								
EAI: $137 Current yield: 0.72%	Mar 11, 10	2,962.000	17.186	50,907 34	5.560	16,468.72	-34,438.62	LT
	Jul 13, 10	459.000	15.515	7,121.67	5.560	2,552.04	-4,569.63	LT
Security total		3,421 000	16 963	58,029.01		19,020.76	-39,008.25	
BARRICK GOLD CORP CAD								
Symbol: ABX Exchange: NYSE								
EAI: $401 Current yield. 1.33%	Jul 13, 10	668 000	44 313	29,601.50	45.250	30,227.00	625 50	LT
BROADCOM CORP CL A								
Symbol: BRCM Exchange: OTC								
EAI: $614 Current yield: 1.23%	Jul 13, 10	1,705 000	37.111	63,275.40	29.360	50,058.80	-13,216 60	LT
CELGENE CORP								
Symbol: CELG Exchange: OTC	Dec 21, 10	1,507.000	58.940	88,824.03	67 600	101,873.20	13,049 17	LT
CHEVRON CORP								
Symbol: CVX Exchange: NYSE								
EAI: $2,884 Current yield. 3.05%	Oct 21, 09	505.000	77.918	39,348.84	106.400	53,732.00	14,383.16	LT
	Dec 29, 09	150.000	77.408	11,611.28	106.400	15,960.00	4,348.72	LT
	Jan 21, 10	125.000	77 984	9,748 00	106 400	13,300.00	3,552.00	LT

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STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
	Jul 13, 10	110.000	72.850	8,013.59	106.400	11,704.00	3,690 41	LT
Security total		890.000	77.215	68,721.71		94,696.00	25,974.29	
COCA COLA CO COM								
Symbol: KO Exchange: NYSE								
EAI: $4,450 Current yield: 2.69%	Sep 5, 07	200.000	53.670	10,734.00	69.970	13,994 00	3,260.00	LT
	Sep 20, 07	1,000.000	56.266	56,266.10	69.970	69,970.00	13,703 90	LT
	Jan 21, 10	225 000	55 482	12,483.51	69.970	15,743.25	3,259.74	LT
	Jul 13, 10	180.000	52 838	9,510.91	69 970	12,594.60	3,083.69	LT
	Feb 24, 11	762.000	64.158	48,888.85	69.970	53,317.14	4,428.29	ST
Security total		2,367.000	58.252	137,883.37		165,618 99	27,735.62	
COMCAST CORP NEW SPECIAL CL A								
Symbol: CMCSK Exchange· OTC								
EAI: $11,091 Current yield: 1.91%	Nov 9, 07	1,657.000	19.288	31,961.54	23.560	39,038.92	7,077 38	LT
	Nov 14, 07	1,000 000	19.450	19,450.00	23 560	23,560.00	4,110 00	LT
	Nov 19, 07	2,000.000	19.210	38,420.00	23.560	47,120.00	8,700.00	LT
	Feb 7, 08	3,000 000	17.297	51,891.90	23.560	70,680.00	18,788 10	LT
	Mar 6, 08	1,000.000	19.570	19,570.00	23.560	23,560.00	3,990 00	LT
	Jun 24, 08	3,000.000	18 868	56,606.10	23.560	70,680.00	14,073.90	LT
	Jun 27, 08	3,000 000	18.483	55,449 30	23.560	70,680.00	15,230.70	LT
	Aug 1, 11	5,989.000	23 118	138,457.82	23.560	141,100.84	2,643.02	ST
	Aug 3, 11	4,000.000	22 310	89,240.00	23.560	94,240 00	5,000 00	ST
Security total		24,646.000	20.330	501,046.66		580,659.76	79,613 10	
CROSSTEX ENERGY INC								
Symbol. XTXI Exchange: OTC								
EAI. $800 Current yield. 3.16%	Nov 1, 06	500 000	32 472	16,236.12	12.640	6,320 00	-9,916 12	LT
	Dec 29, 06	100.000	31.040	3,104.00	12.640	1,264.00	-1,840.00	LT
	Feb 15, 07	500.000	31 020	15,510.00	12.640	6,320.00	-9,190.00	LT
	Jun 25, 07	300.000	28.918	8,675 40	12.640	3,792 00	-4,883.40	LT
	Nov 14, 07	600.000	35.594	21,356.40	12 640	7,584.00	-13,772.40	LT
Security total		2,000.000	32 441	64,881.92		25,280.00	-39,601 92	

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STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CSX CORPORATION								
Symbol: CSX Exchange: NYSE								
EAI: $1,355 Current yield: 2.28%	Jan 21, 10	420.000	15.489	6,505.56	21.060	8,845.20	2,339.64	LT
	Jul 13, 10	2,403.000	17.522	42,107.37	21.060	50,607.18	8,499.81	LT
Security total		2,823.000	17.220	48,612.93		59,452.38	10,839.45	
EMC CORP MASS								
Symbol: EMC Exchange: NYSE	Jul 13, 10	2,356.000	19.840	46,744.48	21.540	50,748.24	4,003.76	LT
EXELON CORP								
Symbol: EXC Exchange: NYSE								
EAI: $2,213 Current yield: 4.84%	Sep 30, 11	1,054.000	43.065	45,390.66	43.370	45,711.98	321.32	ST
EXXON MOBIL CORP								
Symbol: XOM Exchange: NYSE								
EAI: $2,420 Current yield 2.22%	Oct 1, 07	762.000	92.500	70,485.00	84.760	64,587.12	-5,897.88	LT
	Jan 21, 10	181.000	67.778	12,267.82	84.760	15,341.56	3,073.74	LT
	Jul 13, 10	344.000	59.309	20,402.38	84.760	29,157.44	8,755.06	LT
Security total		1,287.000	80.152	103,155.20		109,086.12	5,930.92	
FISERV INC								
Symbol: FISV Exchange: OTC	Jul 13, 10	2,711.000	46.949	127,281.15	58.740	159,244.14	31,962.99	LT
	Sep 27, 10	542.000	54.479	29,527.88	58.740	31,837.08	2,309.20	LT
	Nov 15, 10	186.000	55.453	10,314.26	58.740	10,925.64	611.38	LT
	Feb 11, 11	1,000.000	61.980	61,980.00	58.740	58,740.00	-3,240.00	ST
	Mar 11, 11	3,000.000	59.913	179,740.94	58.740	176,220.00	-3,520.94	ST
	Mar 30, 11	1,000.000	62.609	62,609.90	58.740	58,740.00	-3,869.90	ST
	Apr 7, 11	1,500.000	62.356	93,534.82	58.740	88,110.00	-5,424.82	ST
Security total		9,939.000	56.846	564,988.95		583,816.86	18,827.91	
GOOGLE INC CL A								
Symbol: GOOG Exchange: OTC	Apr 22, 10	300.000	547.789	164,336.88	645.900	193,770.00	29,433.12	LT
	May 14, 10	345.000	509.287	175,704.30	645.900	222,835.50	47,131.20	LT
	Mar 11, 11	100.000	575.152	57,515.20	645.900	64,590.00	7,074.80	ST
	Jun 8, 11	100.000	520.670	52,067.00	645.900	64,590.00	12,523.00	ST
Security total		845.000	532.099	449,623.38		545,785.50	96,162.12	

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STATEMENT 9(A)

UBS Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets ▸ **Equities** ▸ **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
HALUBURTON CO (HOLDING COMPANY) Symbol: HAL Exchange: NYSE EAI. $401 Current yield: 1.04%	Oct 21, 09	595.000	31.368	18,664.26	34.510	20,533.45	1,869.19	LT
	Dec 29, 09	186.000	29.726	5,529.22	34.510	6,418.86	889.64	LT
	Jan 21, 10	150.000	33.452	5,017.94	34.510	5,176.50	158.56	LT
	Jul 13, 10	183.000	27.876	5,101.40	34.510	6,315.33	1,213.93	LT
Security total		1,114 000	30.801	34,312.82		38,444.14	4,131.32	
INTEL CORP Symbol INTC Exchange: OTC EAI: $3,118 Current yield 3.46%	Nov 29, 11	3,712.000	23.630	87,714.56	24.250	90,016.00	2,301 44	ST
INTERCONTINENTALEXCHANGE INC Symbol. ICE Exchange: NYSE	Jul 13, 10	444.000	107.638	47,791.69	120.550	53,524.20	5,732 51	LT
INTL BUSINESS MACH Symbol: IBM Exchange NYSE EAI. $1,809 Current yield: 1.63%	Oct 21, 09	340.000	122.972	41,810.65	183.880	62,519.20	20,708.55	LT
	Dec 29, 09	94 000	132.107	12,418.06	183.880	17,284.72	4,866.66	LT
	Jan 21, 10	85 000	129.979	11,048 29	183 880	15,629.80	4,581.51	LT
	Jul 13, 10	84.000	129.434	10,872.51	183 880	15,445 92	4,573.41	LT
Security total		603.000	126.284	76,149 51		110,879.64	34,730.13	
JOHNSON & JOHNSON COM Symbol: JNJ Exchange: NYSE EAI: $2,376 Current yield: 3.48%	Oct 21, 09	590.000	60.759	35,848.15	65.580	38,692.20	2,844 05	LT
	Dec 29, 09	163.000	65.057	10,604.37	65 580	10,689 54	85 17	LT
	Jan 21, 10	143.000	64 878	9,277 66	65.580	9,377.94	100 28	LT
	Jul 13, 10	146.000	60.789	8,875.32	65.580	9,574.68	699.36	LT
Security total		1,042.000	62 001	64,605 50		68,334 36	3,728 86	
JPMORGAN CHASE & CO Symbol: JPM Exchange: NYSE EAI: $1,436 Current yield: 3.01%	Oct 21, 09	840.000	46.109	38,731.73	33 250	27,930.00	-10,801.73	LT
	Dec 29, 09	274 000	41.687	11,422.24	33 250	9,110.50	-2,311.74	LT
	Jan 21, 10	211.000	42.093	8,881 78	33.250	7,015.75	-1,866.03	LT
	Jul 13, 10	111.000	40 065	4,447 26	33 250	3,690.75	-756.51	LT

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STATEMENT 9(A)

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
Security total		1,436.000	44.208	63,483.01		47,747.00	-15,736.01	
MASTERCARD INC CL A								
Symbol: MA Exchange: NYSE								
EAI: $425 Current yield: 0.16%	Dec 20, 10	197.000	221,100	43,556 70	372,820	73,445.54	29,888.84	LT
	Oct 4, 11	512.000	302 000	154,624,00	372 820	190,883.84	36,259.84	ST
Security total		709.000	279.521	198,180.70		264,329.38	66,148.68	
MCDONALDS CORP								
Symbol: MCD Exchange: NYSE								
EAI: $2,820 Current yield: 2.79%	Oct 21, 09	585.000	58.747	34,367 29	100.330	58,693.05	24,325.76	LT
	Dec 29, 09	159.000	63.758	10,137.60	100.330	15,952.47	5,814 87	LT
	Jan 21, 10	139.000	63.317	8,801.09	100.330	13,945.87	5,144.78	LT
	Jul 13, 10	124.000	70.659	8,761.75	100.330	12,440.92	3,679.17	LT
Security total		1,007.000	61.636	62,067 73		101,032.31	38,964.58	
MEDTRONIC INC								
Symbol: MDT Exchange. NYSE								
EAI: $1,702 Current yield: 2.54%	Apr 15, 11	1,755.000	40.936	71,844.26	38 250	67,128.75	-4,715 51	ST
METLIFE INC								
Symbol: MET Exchange: NYSE								
EAI: $1,254 Current yield: 2.37%	Dec 10, 10	1,695.000	43.810	74,257.95	31 180	52,850 10	-21,407 85	LT
MICROSOFT CORP								
Symbol: MSFT Exchange: OTC								
EAI: $1,469 Current yield: 3.08%	Oct 21, 09	780 000	26.568	20,723.04	25.960	20,248.80	-474.24	LT
	Dec 29, 09	533,000	31.389	16,730.82	25 960	13,836.68	-2,894.14	LT
	Jan 21, 10	523.000	30.667	16,039.23	25.960	13,577.08	-2,462.15	LT
Security total		1,836.000	29.136	53,493 09		47,662 56	-5,830.53	
MOTOROLA SOLUTIONS INC								
Symbol: MSI Exchange: NYSE								
EAI: $3,641 Current yield: 1.90%	Aug 16, 11	2,138.000	40.250	86,054.71	46 290	98,968 02	12,913.31	ST
	Aug 30, 11	2,000 000	41.707	83,414.00	46.290	92,580 00	9,166.00	ST
Security total		4,138 000	40 954	169,468.71		191,548 02	22,079 31	
NEXTERA ENERGY INC COM								
Symbol: NEE Exchange: NYSE								
EAI: $2,897 Current yield: 3.61%	Jul 13, 10	1,317 000	52.235	68,793.72	60 880	80,178.96	11,385.24	LT

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STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Equities › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
NOVARTIS AG SPON ADR								
Symbol: NVS Exchange: NYSE								
EAI. $1,586 Current yield 3 51%	Oct 21, 09	435.000	52.128	22,675.94	57.170	24,868.95	2,193 01	LT
	Dec 29, 09	249.000	54.866	13,661.88	57.170	14,235.33	573.45	LT
	Jan 21, 10	107.000	54 162	5,795 36	57 170	6,117.19	321 83	LT
Security total		791.000	53.266	42,133.18		45,221.47	3,088.29	
OCCIDENTAL PETROLEUM CRP								
Symbol: OXY Exchange: NYSE								
EAI: $1,075 Current yield 1 96%	Oct 21, 09	330 000	83.513	27,559.42	93.700	30,921 00	3,361.58	LT
	Dec 29, 09	98.000	82.280	8,063.44	93.700	9,182.60	1,119.16	LT
	Jan 21, 10	82.000	77.980	6,394.36	93.700	7,683.40	1,289.04	LT
	Jul 13, 10	74.000	81 908	6,061.25	93 700	6,933.80	872 55	LT
Security total		584.000	82.326	48,078.47		54,720.80	6,642.33	
PEPSICO INC								
Symbol: PEP Exchange: NYSE								
EAI: $3,001 Current yield 3 10%	Jun 13, 07	281.000	65 796	18,488 85	66.350	18,644.35	155.50	LT
	Jun 20, 07	149.000	65.987	9,832.21	66.350	9,886 15	53.94	LT
	Oct 1, 07	400.000	73.540	29,416.00	66.350	26,540.00	-2,876.00	LT
	Jan 21, 10	201.000	62.083	12,478.77	66.350	13,336.35	857.58	LT
	Jul 13, 10	426.000	63.998	27,263.57	66.350	28,265.10	1,001.53	LT
Security total		1,457.000	66.904	97,479.40		96,671.95	-807.45	
PNC FINANCIAL SERVICES GROUP								
Symbol: PNC Exchange: NYSE								
EAI: $1,407 Current yield: 2.43%	Apr 14, 11	1,005.000	61.906	62,216 43	57.670	57,958.35	-4,258.08	ST
PRAXAIR INC								
Symbol: PX Exchange: NYSE								
EAI: $1,360 Current yield: 1.87%	Oct 21, 09	390 000	83 826	32,692.34	106.900	41,691.00	8,998.66	LT
	Dec 29, 09	120.000	81.001	9,720.18	106.900	12,828.00	3,107.82	LT
	Jan 21, 10	94.000	81.544	7,665.20	106.900	10,048.60	2,383 40	LT
	Jul 13, 10	76.000	82.679	6,283.67	106.900	8,124.40	1,840.73	LT
Security total		680 000	82.884	56,361 39		72,692.00	16,330.61	

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STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
PRIMERICA INC								
Symbol: PRI Exchange: NYSE								
EAI: $673 Current yield: 0.52%	Sep 27, 11	4,608.000	21.143	97,429.10	23.240	107,089 92	9,660.82	ST
	Nov 14, 11	1,000.000	22.986	22,986.50	23.240	23,240 00	253.50	ST
Security total		5,608.000	21.472	120,415.60		130,329.92	9,914.32	
PROCTER & GAMBLE CO								
Symbol: PG Exchange: NYSE								
EAI: $1,625 Current yield: 3.15%	Oct 21, 09	440 000	58.077	25,554.10	66.710	29,352.40	3,798.30	LT
	Dec 29, 09	122.000	61.737	7,531.98	66.710	8,138.62	606.64	LT
	Jan 21, 10	108.000	60.637	6,548.90	66.710	7,204.68	655.78	LT
	Jul 13, 10	104.000	62.607	6,511.23	66.710	6,937.84	426.61	LT
Security total		774.000	59.620	46,146.21		51,633.54	5,487.33	
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol: SLB Exchange: NYSE								
EAI: $882 Current yield 1.46%	Mar 11, 10	802.000	63 548	50,965.66	68.310	54,784.62	3,818.96	LT
	Jul 13, 10	80.000	58.950	4,716.00	68.310	5,464.80	748.80	LT
Security total		882.000	63.131	55,681.66		60,249.42	4,567.76	
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR								
Symbol: TEVA Exchange: OTC								
EAI $808 Current yield: 1.95%	Oct 21, 09	75.000	51 595	3,869 63	40.360	3,027.00	-842 63	LT
	Dec 29, 09	321.000	55.668	17,869.59	40.360	12,955.56	-4,914.03	LT
	Jan 21, 10	292.000	58.390	17,050.10	40.360	11,785.12	-5,264.98	LT
	Jul 13, 10	341.000	54 278	18,508 92	40.360	13,762 76	-4,746.16	LT
Security total		1,029.000	55.683	57,298.24		41,530.44	-15,767.80	
THERMO FISHER SCIENTIFIC INC								
Symbol: TMO Exchange: NYSE	Oct 21, 09	745.000	47.714	35,547.38	44 970	33,502.65	-2,044.73	LT
	Dec 29, 09	217.000	48.537	10,532.64	44.970	9,758.49	-774.15	LT
	Jan 21, 10	177.000	48.930	8,660.74	44.970	7,959.69	-701.05	LT
	Jul 13, 10	197.000	49.111	9,674.93	44.970	8,859.09	-815.84	LT
Security total		1,336 000	48 215	64,415.69		60,079 92	-4,335.77	

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STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
TJX COS INC NEW								
Symbol: TJX Exchange: NYSE								
EAI: $1,143 Current yield: 1.18%	Nov 29, 11	1,504.000	60 446	90,910.93	64 550	97,083.20	6,172 27	ST
TRAVELERS COS INC/THE								
Symbol: TRV Exchange: NYSE								
EAI: $2,093 Current yield: 2.77%	Oct 21, 09	725 000	48.704	35,310.84	59.170	42,898.25	7,587.41	LT
	Dec 29, 09	209.000	49 947	10,439.03	59.170	12,366.53	1,927.50	LT
	Jan 21, 10	175.000	48.908	8,558.90	59 170	10,354.75	1,795.85	LT
	Jul 13, 10	167.000	51.472	8,595.92	59.170	9,881.39	1,285 47	LT
Security total		1,276 000	49.298	62,904 69		75,500.92	12,596.23	
UNTD TECHNOLOGIES CORP								
Symbol: UTX Exchange: NYSE								
EAI $3,085 Current yield: 2.63%	Oct 1, 07	600 000	80.740	48,444.00	73.090	43,854.00	-4,590.00	LT
	Jan 21, 10	222.000	71.440	15,859.85	73 090	16,225.98	366.13	LT
	Jul 13, 10	785.000	67.774	53,202.59	73.090	57,375.65	4,173.06	LT
Security total		1,607.000	73.122	117,506.44		117,455.63	-50.81	
US BANCORP DEL (NEW)								
Symbol: USB Exchange: NYSE								
EAI: $7,530 Current yield: 1 85%	Sep 23, 09	4,060 000	22.348	90,734.91	27.050	109,823.00	19,088 09	LT
	Oct 19, 09	2,000 000	23.707	47,415.00	27.050	54,100.00	6,685.00	LT
	Mar 30, 11	2,000 000	26.747	53,495.16	27.050	54,100 00	604.84	ST
	Apr 7, 11	4,000.000	26.806	107,227.60	27 050	108,200.00	972.40	ST
	Aug 29, 11	3,000.000	22.908	68,726 70	27.050	81,150.00	12,423.30	ST
Security total		15,060.000	24 409	367,599.37		407,373.00	39,773.63	
VALEANT PHARMACEUTICALS INTL I								
CAD								
Symbol: VRX Exchange. NYSE	May 11, 11	1,000 000	52.237	52,237 20	46.690	46,690.00	-5,547.20	ST
	May 17, 11	1,000.000	49 668	49,668.80	46.690	46,690.00	-2,978.80	ST
	May 18, 11	1,000.000	49.165	49,165.00	46.690	46,690.00	-2,475.00	ST
	May 26, 11	1,000.000	49 857	49,857 00	46.690	46,690 00	-3,167 00	ST
	Jun 7, 11	2,000 000	53 390	106,780.00	46.690	93,380.00	-13,400.00	ST
	Jun 8, 11	2,000.000	52.735	105,470.00	46.690	93,380.00	-12,090.00	ST

continued next page

STATEMENT 9(A)

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
	Jun 21, 11	2,000.000	51.437	102,875.50	46.690	93,380.00	-9,495.50	ST
Security total		10,000.000	51.605	516,053.50		466,900.00	-49,153.50	
VISA INC CL A Symbol: V Exchange: NYSE EAI: $2,116 Current yield: 0.87%	Aug 16, 11	1,205.000	85.950	103,569.75	101.530	122,343.65	18,773.90	ST
	Sep 22, 11	1,200.000	88.683	106,419.92	101.530	121,836.00	15,416.08	ST
Security total		2,405.000	87.314	209,989.67		244,179.65	34,189.98	
VISTAPRINT N V EUR Symbol: VPRT Exchange: OTC	Dec 19, 11	1,000.000	31.198	31,198.00	30.600	30,600.00	-598.00	ST
WALT DISNEY CO (HOLDING CO) DISNEY.COM Symbol: DIS Exchange: NYSE EAI: $1,552 Current yield: 1.60%	Oct 21, 09	1,465.000	29.767	43,609.39	37.500	54,937.50	11,328.11	LT
	Dec 29, 09	397.000	32.377	12,853.67	37.500	14,887.50	2,033.83	LT
	Jan 21, 10	351.000	31.292	10,983.67	37.500	13,162.50	2,178.83	LT
	Jul 13, 10	373.000	34.272	12,783.54	37.500	13,987.50	1,203.96	LT
Security total		2,586.000	31.025	80,230.27		96,975.00	16,744 73	
WELLS FARGO & CO NEW Symbol: WFC Exchange: NYSE EAI: $5,570 Current yield 1 74%	Sep 6, 11	4,245.000	23.598	100,177.69	27.560	116,992.20	16,814.51	ST
	Sep 7, 11	2,000.000	24.859	49,718.00	27.560	55,120.00	5,402.00	ST
	Sep 9, 11	127.000	23.670	3,006.09	27 560	3,500.12	494.03	ST
	Sep 27, 11	3,233.000	25.488	82,404.33	27 560	89,101.48	6,697.15	ST
	Nov 14, 11	2,000.000	25.236	50,473.80	27.560	55,120.00	4,646.20	ST
Security total		11,605.000	24.626	285,779.91		319,833 80	34,053.89	
YUM! BRANDS INC Symbol: YUM Exchange: NYSE EAI: $1,597 Current yield: 1.93%	Oct 21, 09	815.000	35.107	28,612.61	59.010	48,093.15	19,480.54	LT
	Dec 29, 09	240 000	35.357	8,485.80	59.010	14,162.40	5,676 60	LT
	Jan 21, 10	200 000	35.211	7,042.25	59 010	11,802 00	4,759.75	LT
	Jul 13, 10	146.000	41.330	6,034.25	59.010	8,615.46	2,581.21	LT
Security total		1,401 000	35 814	50,174 91		82,673 01	32,498.10	

continued next page

STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
3M CO								
Symbol: MMM Exchange: NYSE								
EAI· $2,110 Current yield: 2.69%	Jul 13, 10	959.000	83 976	80,533 85	81 730	78,379 07	-2,154.78	LT
Total				**$6,669,136.11**		**$7,242,709.71**	**$573,573.60**	

Total estimated annual income: $101,554

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES TRUST S&P 500 INDEX									
Symbol: IVV Exchange: NYSE									
Trade date: Apr 7, 11	2,000.000	133.813	267,627.00	267,627.00	125.960	251,920.00	-15,707 00		ST
Trade date: Jun 8, 11	1,000 000	129.408	129,408 50	129,408 50	125 960	125,960.00	-3,448 50		ST
Trade date: Jun 27, 11	2,000.000	127.889	255,779.97	255,779 97	125.960	251,920.00	-3,859 97		ST
Trade date· Jul 8, 11	2,000.000	134.436	268,873.80	268,873.80	125.960	251,920.00	-16,953.80		ST
EAI: $18,228 Current yield: 2.07%									
Security total	7,000.000	131.670	921,689.27	921,689.27		881,720 00	-39,969.27	-39,969.27	
ISHARES MSCI EMERGING MARKETS INDEX FUND									
Symbol· EEM Exchange: NYSE									
Trade date: Nov 4, 10	2,000.000	48.388	96,777.30	96,777.30	37.940	75,880.00	-20,897.30	-20,897.30	LT
EAI: $1,616 Current yield: 2.13%									
Total			**$1,018,466.57**	**$1,018,466.57**		**$957,600.00**	**-$60,866.57**	**-$60,866.57**	

Total estimated annual income: $19,844

STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your assets › Equities (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BLACKROCK LARGE CAP CORE									
FUND A									
Symbol: MDLRX									
Trade date: Jun 29, 10	10,845 987	9.220	100,000 00	100,000.00	10 830	117,462.04	17,462.04		LT
Total reinvested	101.897	10.590		1,079.17	10.830	1,103.54	24 37		
EAI: $493 Current yield: 0 42%									
Security total	10,947.884	9.233	100,000 00	101,079.17		118,565 58	17,486.41	18,565.58	

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GLOBAL FUND									
CLASS A									
Symbol: SGENX									
Trade date. Mar 30, 11	5,213.764	47.950	250,000.00	250,000.00	45.120	235,245.03	-14,754.97		ST
Total reinvested	133 128	44.489		5,922.85	45.120	6,006.74	83 89		
EAI $2,812 Current yield 1.17%									
Security total	5,346.892	47.864	250,000.00	255,922.85		241,251.76	-14,671.08	-8,748.23	

STATEMENT 9(A)

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 2011

UBS

Portfolio Management Program
December 2011

Account name: JANET BENTON TTEE
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets (continued)

Your total assets

		Value on Dec 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Equities	Common stock	7,242,709 71		6,669,136 11	101,554 00	573,573 60
	Closed end funds & Exchange traded products	957,600.00		1,018,466 57	19,844 00	-60,866.57
	Mutual funds	118,565.58		101,079.17	493.00	17,486.41
	Total equities	**8,318,875.29**	**89.31%**	**7,788,681.85**	**121,891.00**	**530,193.44**
Other	**Mutual funds**	**241,251.76**	**2.59%**	**255,922.85**	**2,812.00**	**-14,671.08**
Total		$8,560,127		$8,044,604.70	**$124,703.00**	**$515,522.36**

STATEMENT 9(A)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,188.	
		SEE ATTACHMENT 1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,117,766.		4,281,354.					-163,588.	
		SEE ATTACHMENT 1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,311,564.		4,890,655.					420,909.	
		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
663,421.		703,764.					-40,343.	
		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
758,134.		820,079.					-61,945.	
		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
948.		992.					-44.	
		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
98,000.		98,000.						
TOTAL GAIN(LOSS)							158,177.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS-INTEREST	10,725.	10,725.
TOTAL	10,725.	10,725.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
UBS - INTEREST & DIVIDENDS	260,460.	258,632.	
UBS - OID FROM CD	4,188.	4,188.	
UBS - OID FROM BONDS	21,903.	21,903.	
LESS: AMORTIZATION OF BOND PREMIUM	-74,598.	-74,598.	
LESS: ACCRUED INTEREST PAID	-38,345.	-38,345.	
TOTAL	173,608.	171,780.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INCOME	12,725.	12,725.	
TOTALS	12,725.	12,725.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	22,500.	16,875.		5,625.
TOTALS	22,500.	16,875.		5,625.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAX PAID	1,457.	1,457.	NONE.
TOTALS	1,457.	1,457.	NONE.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	58,480.	58,480.	NONE.
NYS FILING FEE	750.	NONE.	750.
MISC ADMINISTRATIVE EXPENSE	1,065.	NONE.	1,065.
TOTALS	60,295.	58,480.	1,815.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOVERNMENT SECURITIES (STMT 9B)	43,554.	340,400.	340,534.
US OBLIGATIONS TOTAL	43,554.	340,400.	340,534.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UBS # 19426 (STMT 9A)		9,571,986.	8,044,605.	8,560,127.
	TOTALS	9,571,986.	8,044,605.	8,560,127.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - UBS#19426(STMT 9A)	919,453.	NONE.	NONE.
CORPORATE BONDS - UBS#18245(STMT 9B)	1,207,748.	3,763,872.	3,620,580.
TOTALS	2,127,201.	3,763,872.	3,620,580.

UBS Basis Reconciliation for 18245

Stocks		Quantity	12/31/2011 Cost Basis	12/31/2011 Market Value
CDs				
	Total CDs:		$ 240,000.00	$ 239,992.80
Corp Bonds				
Equities Structured Products			$ 229,632 65	$ 193,810 00
Corporate Bonds & Notes			$ 3,404,271 55	$ 3,372,450 13
Other Structured Products			$ 129,967 84	$ 54,320 00
	Total =		$ 3,763,872.04	$ 3,620,580.13
Government Securities				
Asset Backed Securities			$ 201,407 42	$ 198,712.06
Government Securities			$ 32,116.03	$ 33,672 44
Total =		Total =	$ 233,523.45	$ 232,384.50
Municipal Securities			$ 106,877.25	$ 108,149.00
	Total Portfolio:		$ 4,344,272.74	$ 4,201,106.43

	Cost Basis	Market Value	
Certificate of Deposits	$ 240,000.00	$ 239,992.80	
Corporate Bonds & Fixed Income Securities	$ 3,763,872.04	$ 3,620,580.13	
Government Securities	$ 233,523.45	$ 232,384.50	340,533.50
Municipal Securities	$ 106,877.25	$ 108,149.00	
Total Accrued Interest		57,248.30	
Cash and money balances	$ 247,689.70	$ 247,689.70	
Total:	$ 4,591,962.44	$ 4,506,044.43	

STATEMENT 9(B)

UBS 18245

	Quantity	12/31/2011 Stmt Basis	12/31/2011 Stmt Value
Cash			
UBS Bank USA Dep		247,689 70	247,689 70
Total Cash:		**$ 247,689.70**	**$ 247,689.70**
CDs			
Aurora Bank 0 4% Mat 02/16/12	240,000	240,000 00	239,992 80
Total CDs:		**$ 240,000.00**	**$ 239,992.80**
Corp Bonds			
Alcoa 6 0% due 1/15/12	40,000	40,093 94	40,039 20
Credit Suisse 6 5% due 1/15/12	50,000	50,034 32	50,091 00
Verizon NJ 5 875% due 1/17/12	128,000	128,327 36	128,211 20
Genl Mills Inc 6 0% due 2/15/12	10,000	10,070 45	10,058 00
Southwest Airlines Co 6 5% Due 3/1/12	25,000	25,234 51	25,200 50
Jeffries Group Inc 7 75% due 03/15/12	100,000	101,507 57	101,500 00
Amer Intl Group 4 95% due 03/20/12	100,000	100,985 72	99,000 00
Kroger Co 6 75% due 4/15/12	25,000	25,325 82	25,416 50
Merrill Lynch & Co Inc 6 05% due 08/15/12	75,000	75,556 38	76,083 00
Goldman Sachs Group Inc 5 7% due 09/01/12	100,000	102,193 23	101,761 00
JP Morgan chase & Co 5 75% due 1/2/13	5,000	5,048 60	5,186 70
UBS AG Samford Brnch 2 75% due 01/08/13	150,000	151,117 59	150,868 50
Con Edison Note 4 875% due 2/1/13	5,000	5,010 97	5,199 40
Verizon VA 4 625% due 3/15/2013	5,000	4,913 05	5,205 85
Wyeth Notes 5 5% due 3/15/13	5,000	5,047 06	5,285 50
Goldman Sachs Group Inc 4 75% due 07/15/13	100,000	102,689 78	101,323 00
Blyth Industries Inc 5 5% due 11/1/13	16,000	14,401 27	16,080 00
Household Financial Internotes Adj due 12/10/13	50,000	48,104 75	50,928 00
Wells Fargo & Co 4 625% due 04/15/14	100,000	105,814 50	103,999 00
US Bank NA Minn Nts 4 95% due 10/30/14	250,000	275,075 85	271,700 00
Goldman Sachs Group 5 125% due 1/15/15	45,000	44,939 55	45,994 95
JP Morgan Chase & Co Notes 5 25% due 5/1/15	46,000	44,940 35	48,714 46
Amer Express Credit Corp 2 75% due 09/15/15	107,000	106,862 94	107,567 10
Iron Mtn 6 625% due 1/1/16	25,000	24,692 75	25,000 00
Fifth Third Bancorp Nts 3 625% due 01/25/16	50,000	52,049 21	50,729 50
Time Warner Inc 5 875% due 11/15/16	30,000	30,407 55	34,626 90
Halliburton Med Ser A 7 53% due 5/12/17	50,000	54,427 00	59,904 50
Marriott Intl Inc 6 375% due 06/15/17	50,000	58,523 51	57,639 50
JP Morgan Chase & Co 6 0% due 01/15/18	35,000	39,688 27	39,048 80
AT&T Inc Call 5 5% due 02/01/18	100,000	116,857 78	115,753 00
Biogen Idec Inc Nts 6 875% due 03/01/18	60,000	72,900 38	72,520 20
Hewlett Packard Co 5 5% due 03/01/18	51,000	59,121 07	56,684 97
CSX Corp Call@M/W+30BP 6 25% due 03/01/18	100,000	121,187 49	119,041 00
Reed Elsevier Cptl Nts 8 625% due 1/15/19	50,000	64,246 52	62,404 50
BlackRock Inc Nts B/E 5 0% due 12/10/19	100,000	112,389 44	109,130 00
Berkshire Hathaway Fin 4 25% due 01/15/21	100,000	104,334 87	108,972 00
Dell Inc 4 625% due 04/01/21	200,000	213,435 02	216,918 00
Jefferies Group Inc 6 875% due 04/15/21	50,000	54,638 47	45,000 00
Morgan Stanley 9 45% due 9/26/22	2,000	43,298 50	15,760 00
Intl Paper Co 6 875% due 11/01/23	100,000	120,201 83	110,424 00
Boeing Co 7 25% due 6/15/25	20,000	24,055 13	26,951 60
Bellsouth Telcommun Inc 7 0% due 10/01/25	100,000	122,799 69	123,969 00
Barclays Bk PLC Step Up 5 0% due 04/13/26	100,000	100,005 25	93,903 00
Aon Corp Sub Deb 8 205% due 01/01/27	100,000	118,047 15	110,000 00
Dell Computer 7 1% due 4/15/28	20,000	23,898 28	25,117 40
Deere & Co 6 55% due 10/1/28	20,000	23,895 77	25,851 80
Citizens Communications Notes 9% 8/15/31	25,000	27,814 58	22,812 50
Jefferies Group Inc 6 25% due 01/15/36	38,000	37,854 01	31,072 60
MS Nts 8 0% due 2/23/37	100,000	86,334 16	79,000 00
Wells Fargo & Co Nts 7 98% due 2/28/49	50,000	53,504 97	53,562 50
Total Corp Bonds.		**$ 3,533,904 21**	**3,467,210.13**

STATEMENT 9(B)

UBS 18245

	Quantity	12/31/2011 Stmt Basis	12/31/2011 Stmt Value
Fixed Income Securities			
Morgan Stanley linked to SPX due 5/25/12	10,000	99,999 99	99,050 00
Morgan Stanley due 6/26/17	4,000	129,967 84	54,320 00
Total Fixed Income Securities.		**$ 229,967.83**	**153,370.00**
Total Corp Bonds & Fixed Income Securities		**$ 3,763,872 04**	**3,620,580.13**
Government Securities:			
FNMA 6 125% due 3/15/12	19,000	$ 19,072 97	19,227 62
FNMA 4 625% due 10/15/14	13,000	$ 13,043 06	14,444 82
GNMA PI 3 50% due 01/20/41	200,000	$ 201,741 04	198,712 06
Total Government Securities=		**$ 233,857.07**	**232,384.50**
Municipal Securities:			
Columbis, OH Tax Sr C 4 71% due 06/01/24	100,000	106,877 25	108,149 00
Total Municipal Securities=		**$ 106,877.25**	**108,149.00**
Plus Accrued Interest			**57,248.30**
Total Portfolio:		**$ 4,592,296.06**	**$ 4,506,044.43**

NAME: FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 2011

UBS

Resource Management Account
December 2011

Account name: JANET BENTON TTEE
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 30 ($)	Price per share on Dec 30 ($)	Average rate	Dividend/Interest period	Days in period
Cash	-40,000.00	0.00				
UBS BANK USA DEP ACCT	178,885.11	247,675.78				
Total	**$138,885.11**	**$247,675.78**				
		13.92 + accrued income				
		$247,689.70				

Equities

Structured products

There may be little or no secondary market for structured products. Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions. The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity.

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY NTS DEX RATE 08 000% MATURES 02/23/37 ACCRUED INTEREST $822.22 EAI: $8,000 Current yield. 10.13% Original cost basis: $100,000.00	Feb 14, 07	100,000 000	86.334	86,334 16 [1]	79.000	79,000.00	-7,334.16	LT
MORGAN STANLEY LINKED TO S&P 500 INDEX DUE 05/25/2012 Exchange: OTC Original cost basis: $100,000.00	May 23, 07	10,000.000	9.999	99,999.99 [1]	9 905	99,050 00	-949.99	LT

continued next page

STATEMENT 9(B)

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANET INSKEEP BENTON 30 FROG ROCK ROAD ARMONK, NY 10504	PRESIDENT	0	0	0
ELISABETH C. NAMAN 87 DEVOE ROAD CHAPPAQUA, NY 10514	TRUSTEE	9,000.	0	0
GRETCHEN REISON 251 HAMILTON ROAD CHAPPAQUA, NY 10514	TRUSTEE	0	0	0
	GRAND TOTALS	9,000.	0	0

ATTACHMENT 11

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

THE FROG ROCK FOUNDATION

P.O. BOX 865

CHAPPAQUA, NY 10514

THE
FROG ROCK
FOUNDATION
Improving outcomes for children

What We Fund

History

Since its inception, Frog Rock has supported organizations in Westchester County serving low-income children Initially, our grantmaking was broad in focus, providing funding in areas ranging from medical and mental health services to educational remediation and recreation programs This open-ended grantmaking strategy enabled us to learn about the needs of the children we wish to help, and introduced us to many wonderful service providers in the county

Our philanthropy has been greatly influenced by the work of Dr Jack Shonkoff at the Center on the Developing Child at Harvard University Dr Shonkoff is a leader in the work identifying the impact of early childhood experiences on the development of a child's brain architecture Experiences of positive relationships with adults, rich learning opportunities, and safe environments all work to promote healthy brain development and build a foundation for all future learning, behavior and health

Dr Robert Anda, Co-Investigator of the Adverse Childhood Experiences (ACE) Study takes this work further Utilizing data collected from over 17,000 Kaiser Permanente members, the study shows that the incidence of trauma and stress experienced during childhood correlates strongly with the likelihood of serious mental and medical health issues in adulthood

We consider this new understanding of brain development and the critical importance of the early childhood years to be compelling reasons to focus much of our grant making on efforts to improve the quality of care given to young children in low-income communities, both at home and in away-from-home settings

Grant Focus

In an effort to increase the impact of our grant making, our focus has narrowed to these areas of support for low-income children in Westchester County

- **Early learning and development** – Programs and services for young children, prenatal through age 5, and their families, which address social, emotional and cognitive development
- **Intellectual and personal enrichment** – Programs which utilize innovative education strategies, usually in collaboration with schools, to expand opportunities for learning and growth beyond academic basics
- **Early childhood systems change** – On a selective basis, advocacy work and broader based initiatives focused on systemic change to improve outcomes for children in New York State

Applicant Eligibility

Organizations must be classified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and as public charities under Section 509(a) Individuals and for-profit organizations are not eligible for funding, and government agencies are not generally funded Churches and religious organizations may be eligible to receive funding for activities that are non-sectarian and benefit the larger community

Project eligibility

Grants must serve primarily low-income children in Westchester County, New York, and will not be considered for less than $10,000 One-year and multi-year requests will be considered Examples of the types of grants awarded include

- New programs or continuation/expansion of existing programs
- Organizational capacity building
- Collaborative efforts with and technical assistance to other nonprofits
- Operating support in some circumstances
- Capital projects in some circumstances

Examples of projects we will **not** fund include

- Work that does not fit our funding priorities
- Institutions that discriminate, in policy or in practice, on the basis of age, color, gender, sexual orientation, national origin, race, religion, marital status, disability, veteran or other legally protected status
- Scholarships or grants to individuals
- Endowments
- Programs or research to address specific physical conditions, or medical or psychological diagnoses
- Sectarian religious activities, political lobbying or legislative activities

Learn more about our grant process

STATEMENT 11(A)

- Home
- Contact Us

THE FROG ROCK FOUNDATION

Improving outcomes for children

- Null
- What We Fund
- Recent Grants
- The Grant Process
- Apply For A Grant

The Grant Process

1 **Review the parameters**

Grantseekers are urged to review our parameters for grantmaking See What We Fund

2 **The Initial Request form**

If your organization's project falls within our parameters, we welcome you to submit an Initial Request online This is the only submission format that will be accepted You may submit an Initial Request at any time

Please note that, while there are no word limits in the online submission form, we value conciseness and clarity of communication We expect a submission roughly equivalent to a 1-2 page letter You may find it helpful to prepare your Initial Request in a Microsoft Word or similar document format, and then paste it into the online form

3 **Full proposal – by invitation only**

We will review your Initial Request, and, generally within 30 days, we will let you know if you are invited to submit a formal proposal In some cases we may request more information or require a personal meeting before our decision

If you are asked to submit a full proposal, please refer to the Instructions for Full Proposal, which can be downloaded as a Word document here

4 **Grant decision**

Typically, we meet with applicants at least once during the application process Depending on whether modifications to the proposal are required, we usually are able to notify applicants of our final grant decision within 2 months of the Initial Request

Apply for a Grant here

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STATEMENT 11(A)

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTCHESTER JEWISH COMMUNITY SERVICES WHITE PLAINS, NY 10602	N/A PUBLIC	GENERAL SUPPORT	225,000
WESTCOP - WESTCHESTER COMM OPPORTUNITY PROGRAM WHITE PLAINS, NY 10602	N/A PUBLIC	GENERAL SUPPORT	35,000
HUDSON RIVER MUSEUM OF WESTCHESTER YONKERS, NY 10701	N/A PUBLIC	GENERAL SUPPORT	15,000
WESTCHESTER CHILDREN'S ASSOCIATION 845 NORTH BROADWAY WHITE PLAINS, NY 10603	N/A PUBLIC	GENERAL SUPPORT	50,000
HUDSON VALLEY SHAKESPEARE FESTIVAL, INC 155 MAIN STREET COLD SPRING, NY 10516	N/A PUBLIC	GENERAL SUPPORT	40,000
PROBONO PARTNERSHIP 237 MAMARONECK AVENUE SUITE 300 WHITE PLAINS, NY 10605	N/A PUBLIC	GENERAL SUPPORT	20,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GUIDANCE CENTER 70 GRAND STREET NEW ROCHELLE, NY 10801	N/A PUBLIC	GENERAL SUPPORT	200,000
JACOB BURNS FILM CENTER 364 MANVILLE ROAD PLEASANTVILLE, NY 10570	N/A PUBLIC	GENERAL SUPPORT	80,000
ANDRUS CHILDREN'S CENTER 1156 NORTH BORADWAY YONKERS, NY 10701	N/A PUBLIC	GENERAL SUPPORT	22,500
MOUNT KISCO CHILD CARE CENTER 95 RADIO CIRCLE DR MOUNT KISCO, NY 10549	N/A PUBLIC		7,000
		TOTAL CONTRIBUTIONS PAID	694,500

THE FROG ROCK FOUNDATION **13-4127228**

FORM 990 PF, PART XIII-DISTRIBUTION FROM CORPUS ELECTION

Pursuant to Regulation Section 54.4942(a)-3(c)(2)(iv), the Frog Rock Foundation hereby makes an election to treat the 2011 qualifying distribution as a distribution out of corpus in a designated prior taxable year (or years) under Regulation Section 54.4942(a)-3(d)(1)(iii).

Form **8868** (Rev. January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box . . . ▶ X
• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization: THE FROG ROCK FOUNDATION

Employer identification number: 13 4127228

Number, street, and room or suite no. If a P.O. box, see instructions.: PO BOX 865

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: CHAPPAQUA NY 10514

THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

THIS IS YOUR COPY

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ THE FROG ROCK FOUNDATION

Telephone No. ▶ ______ FAX No. ▶ ______

• If the organization does not have an office or place of business in the United States, check this box . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . ▶ ☐. If it is for part of the group, check this box . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ X calendar year 20 11 or
▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 13,253
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 13,253
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization **THE FROG ROCK FOUNDATION**	**Employer identification number** 1 3 4 1 2 7 2 2 8
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. **PO BOX 865**	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. **CHAPPAQUA NY 10514**	

THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

THIS IS YOUR COPY

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ THE FROG ROCK FOUNDATION

Telephone No. ▶ ______ FAX No. ▶ ______

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2012 .

5 For calendar year 2011 , or other tax year beginning ______, 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

Awaiting third party information necessary for filing a complete and accurate return

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 13,253
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 13,253
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶