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

**2011**

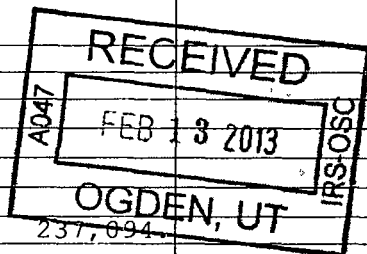
Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning** Oct 1 , 2011, **and ending** Sep 30 , 2012

Name of foundation <b>ADA HOWE KENT FOUNDATION</b>		<b>A</b> Employer identification number 13-6066978
Number and street (or P O box number if mail is not delivered to Street address) C/O CURTIS. MALLET-PREVOST, ET AL		<b>B</b> Telephone number (see the instructions) (212) 696-6000
City or town 101 PARK AVE, NY		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
State ZIP code NY 10178		
<b>G</b> Check all that apply		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 12,899,712.	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc., received (att sch)				
<b>2</b> <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	341,990.	345,124.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)		L-6a Stmt		
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	237,094.			
<b>b</b> Gross sales price for all assets on line 6a	5,862,934.			
<b>7</b> Capital gain net income (from Part IV, line 2)		237,094.		
<b>8</b> Net short-term capital gain			237,094.	
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	579,084.	582,218.	237,094.	
<b>13</b> Compensation of officers, directors, trustees, etc	30,000.			30,000.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)	188.			188.
<b>b</b> Accounting fees (attach sch)				
<b>c</b> Other prof fees (attach sch) L-16c Stmt	105,177.	53,000.		52,177.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs) 2% EXCISE TAX E/Y	12,876.			
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	2,776.			2,776.
<b>22</b> Printing and publications	-108.			-108.
<b>23</b> Other expenses (attach schedule) CT Corp-Legal Rep	284.			284.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	151,193.	53,000.		85,317.
<b>25</b> Contributions, gifts, grants paid	460,500.			460,500.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	611,693.	53,000.		545,817.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-32,609.			
<b>b Net investment income</b> (if negative enter -0-)		529,218.		
<b>c Adjusted net income</b> (if negative, enter -0-)			237,094.	



SCANNED FEB 19 2013

REVENUE

ADMINISTRATIVE AND EXPENSES

14013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		-445,482.	-458,498.	-458,498.
	2	Savings and temporary cash investments		740,640.	845,912.	845,912.
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) L-10a Stmt		1,094,850.	960,736.	1,027,821.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		4,841,831.	4,731,893.	6,456,180.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		4,507,497.	4,626,684.	5,028,297.
	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	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		10,739,336.	10,706,727.	12,899,712.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)				
FUNDS ASSETS	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		10,739,336.	10,706,727.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		10,739,336.	10,706,727.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		10,739,336.	10,706,727.		

**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	10,739,336.
2	Enter amount from Part I, line 27a	2	-32,609.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,706,727.
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	10,706,727.

**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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SCHEDULE ATTACHED	P	Various	Various
b SCHEDULE ATTACHED	P	Various	Various
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 2,133,954.		1,643,621.	490,333.
b 3,728,980.		3,982,219.	-253,239.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	490,333.
b			-253,239.
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	237,094.
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	237,094.

**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 (column (b) divided by column (c))
2010	534,075.	12,547,926.	0.042563
2009	534,075.	12,547,926.	0.042563
2008	595,935.	10,840,533.	0.054973
2007	606,292.	12,826,910.	0.047267
2006	678,105.	13,149,238.	0.051570
2 Total of line 1, column (d)			0.238936
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			0.047787
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			12,427,653.
5 Multiply line 4 by line 3			593,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,292.
7 Add lines 5 and 6			599,172.
8 Enter qualifying distributions from Part XII, line 4			545,817.

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instrs)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,584.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
<b>3</b> Add lines 1 and 2		3	10,584.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	10,584.
<b>6 Credits/Payments</b>			
<b>a</b> 2011 estimated tax pmts and 2010 overpayment credited to 2011		6a	12,579.
<b>b</b> Exempt foreign organizations - tax withheld at source		6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		6c	
<b>d</b> Backup withholding erroneously withheld		6d	
<b>7</b> Total credits and payments Add lines 6a through 6d		7	12,579.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	227.
<b>9 Tax due</b> If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,768.
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <b>1,768.</b> Refunded		11	

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>EDWARD ORTIZ</u> Telephone no <u>(732) 264-9497</u> Located at <u>13 GLEN AVE HAZLET NJ</u> ZIP + 4 <u>07730</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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	
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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

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

**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
Henry P Renard c/o Inverness Counsel 845rd Ave., NY NY 10022	VP/Treas	0.	0.	0.
Sabine Renard c/o Inverness Council 845 3rd Ave., NY, NY 10022	VP	10,000.	0.	0.
Samuel R Campbell c/o 16A Woodbridge R. York ME 03909	VP	10,000.	0.	0.
Edward Ortiz 13 Glen Ave Hazlet NJ 07730	VP/Asst Secy	10,000.	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				
0				
0				
0				
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
Inverness Counsel, Inc 845 3rd Ave New York NY 10022	Investment Management	99,492.
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**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	0.
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	0.
2	
All other program-related investments See instructions	
3 None	0.
<b>Total.</b> Add lines 1 through 3	None

BAA

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,614,021.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,886.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	12,616,907.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	12,616,907.
<b>4</b>	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	189,254.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	12,427,653.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	621,383.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	621,383.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	10,584.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	10,584.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	610,799.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	610,799.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	610,799.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	545,817.
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	545,817.
<b>5</b>	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)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	545,817.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				610,799.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	13,934.			
<b>b</b> From 2007	25,655.			
<b>c</b> From 2008	56,922.			
<b>d</b> From 2009	0.			
<b>e</b> From 2010	0.			
<b>f</b> Total of lines 3a through e	96,511.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 545,817.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				545,817.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	64,982.			64,982.
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,529.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
<b>9 Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a	31,529.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0.			
<b>b</b> Excess from 2008	31,529.			
<b>c</b> Excess from 2009	0.			
<b>d</b> Excess from 2010	0.			
<b>e</b> Excess from 2011	0.			

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

**1** 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)

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

none

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**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

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**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

---

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

---

**c** Any submission deadlines

---

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

**Part XV Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i>                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED</p>		<p>EXEMPT  EXEMPT</p>	<p>NON RESTRICTIVE</p>	<p>460,500.</p>
<p><b>Total</b> <span style="float: right;">▶ 3a</span></p>				<p>460,500.</p>
<p><i>b Approved for future payment</i></p>				
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				





Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Inverness Counsel	Investment Management	99,492.	50,000.		49,492.
Bank Custody Fee	Custody Fee	5,685.	3,000.		2,685.
<b>Total</b>		<u>105,177.</u>	<u>53,000.</u>		<u>52,177.</u>

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SCHEDULE ATTACHED			960,736.	1,027,821.
<b>Total</b>			<u>960,736.</u>	<u>1,027,821.</u>

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SCHEDULE ATTACHED	4,731,893.	6,456,180.
<b>Total</b>	<u>4,731,893.</u>	<u>6,456,180.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SCHEDULE ATTACHED	4,626,684.	5,028,297.
<b>Total</b>	<u>4,626,684.</u>	<u>5,028,297.</u>

Additional Information For Tax Return

ADA HOWE KENT FOUNDATION

13-6066978

Form 990-PF, p6: Line 1b, Hours-1

As Required

Form 990-PF, p6: Line 1b, Hours-2

As Required

Form 990-PF, p6: Line 1b, Hours-3

As equired

**THE ADA HOWE KENT FOUNDATION**  
**13-6066978**  
**Grants Paid During the Year F/Y/E September 30, 2011**

<u>Recipient Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
	Exempt	Non Restricted	\$
James Beard Foundation 6 West 18th St , New York, NY 10011	"	"	1,000.00
Breary School 610 East 83rd Street, New York, NY	"	"	
Cape Ann Historical Society Cape May, NJ	"	"	3,000 00
Catalog for Giving New York, NY	"	"	3,000.00
Choate Rosemary Hall School Wallingford, CT	"	"	5,000 00
Cornell University Ithaca, NY	"	"	65,000 00
Cornell University Ithaca, NY	"	"	45,000 00
Harvard University Cambridge, MA	"	"	75,000.00
International Service Fellowship Upper Darby, PA	"	"	30,000 00
Isabella Stewart Gardner Museum 2 Palace Road, Boston, MA 02115	"	"	5,000 00
Islesboro Trust 376 Westbay Rd, Islesboro, ME 04848	"	"	5,000.00
Juilliard School 60 Lincoln Center Plaza, New York, NY	"	"	5,000 00
Eastern Maine Conservancy Initiative Portland, Maine 04101	"	"	3,000.00
Eugene Kinasweich Fund Inc 27 Granville Road, Cambridge, MA	"	"	2,500 00
Middlesex School Concord, MA	"	"	35,000 00
Naromi Land Sherman, CT	"	"	1,000.00
National Fragile X Foundation San Francisco, California	"	"	10,000 00
New School for Social Research Parson School of Design, New York, NY	"	"	10,000 00
Sherman Chamber Ensemble PO Box 578, Sherman, CT 06784	"	"	1,000 00
Sherman Library Sherman, CT	"	"	35,000 00
Sherman Historical Society Sherman, CT	"	"	1,000 00
Sherman Volunteer Fire Dept. Sherman, CT	"	"	1,000 00
Skip of New York New York, NY	"	"	5,000.00
Smith College Northampton, MA	"	"	75,000 00
Smith College Northampton, MA	"	"	20,000 00
The Trustees of Reservation Beverly, MA 01915-1530	"	"	4,000 00
University of California, Santa Cruz Santa Cruz, CA	"	"	15,000 00
<b>Total Grants</b>			<u>460,500.00</u>

**THE ADA HOWE KENT FOUNDATION**  
**13-6066978**  
**STATEMENT OF ASSETS ON HAND SEPTEMBER 30, 2012**

**RIDER ATTACHED FORM 990-PF F/Y/E 9/30/2012**

<u>No Shs</u>	<u>Investments in Corporate Stocks</u>	<u>Book Value</u>	<u>Market Value</u>
3,500	American Express Co	186,185 00	199,010 00
8,000	Bank of America Corp	105,960 00	70,640 00
3,000	Bank of America Corp Pfd	70,830 00	49,640 00
3,000	Baxter International Inc	148,919 00	180,810.00
3,000	Carlisle Companies	49,411 13	155,760 00
3,000	Central Gold Trust	121,735 70	204,360 00
3,500	CVS Caremark Corp	148,947 00	169,470.00
6,000	EMC Corp Mass	93,313 33	163,620 00
2,500	Exxon Mobil Corp	183,075 00	228,625 00
11,000	General Electric Co	145,586 00	249,810 00
814	General Motors Corp	72,092 07	18,519 00
741	General Motors Warrant Exp 7/10/16	59,473 48	10,211 00
741	General Motors Warrant Exp 7/10/19	67,086 45	6,121 00
3,500	Gilead Sciences	129,227 50	232,155 00
200	Google Inc Cl A	111,278 00	150,900 00
5,000	Grupo Televisa SA De CV	118,288 00	117,550.00
3,000	Home Depot, Inc	29,044 00	181,110 00
1,000	International Business Machines	51,881 00	207,450 00
4,500	Kraft Foods Inc	161,068 00	186,075 00
3,000	Liberty Global Inc Series C	65,790 00	169,538 00
2,800	Liberty Media-Starz Ser A	159,774 00	291,424 00
4,000	Marathon Petroleum Corp	136,570 00	218,360 00
5,000	Merck & Co	172,299 00	225,475 00
7,000	Microsoft Corp	190,960 00	208,320 00
2,000	Morgan Stanley Cap	47,721 60	50,260 00
205	Motors Liq Co Guc Tr	-	3,444 00
2,000	JP Morgan Chase XI Pfd	49,795 80	50,360 00
1,500	Occidental Petroleum Corp	154,899 65	129,090 00
3,500	Pepsico, Inc	165,313.00	247,695 00
2,500	PNC Financial Services	164,462 00	157,750 00
3,900	Qualcomm Inc	221,992 00	243,633 00
4,000	Roper Industries Inc	183,636 00	439,560 00
9,000	KBW Bank ETF	295,307 00	211,320 00
3,000	Southern Co	118,863 00	138,270 00
3,000	TJX Companies	133,078 00	134,370 00
2,500	Tractor Supply Co	200,797 00	247,225 00
1,200	Union Pacific Corp	54,467.00	142,440 00
5,000	Weyerhaeuser Co	111,521 00	130,700.00
4,000	Walt Disney Co	51,246 03	209,120 00
	<b>Totals</b>	<u>4,731,892 74</u>	<u>6,430,190 00</u>

**THE ADA HOWE KENT FOUNDATION**  
**13-6066978**  
**STATEMENT OF ASSETS ON HAND 9/30/2012**

**RIDER ATTACHED FORM 90-PF- F/Y/E 9/30/12**

<b><u>Investments in U.S. and State gov't obligations</u></b>	<b><u>Book Value</u></b>	<b><u>Market Value</u></b>
200,000 FFCB 4 5 10/17/12	\$ 199,172 00	\$ 200,386 00
100,000 FFCB 2 18 12/21/18	\$ 100,000 00	\$ 100,376 00
200,000 FHLB 5 375% 5/18/16	198,096 00	234,612 00
150,000 FHLB 1 625 06/14/2019	153,000 00	154,295 00
187,847 FNMA POOL #745279 02/01/21	101,409 00	104,729 00
100,000 US TREAS INFL INDEX BOND	109,615 27	109,431 03
100,000 US TIPS 1 125 1/15/21	99,443 75	123,992 00
	<u>\$ 960,736 02</u>	<u>\$ 1,027,821 03</u>
 <b><u>Investments in Corporate Bonds</u></b>		
250,000 Alabama Power Co 5 2% 1/15/16	\$ 250,000 00	\$ 282,425 00
200,000 Amgen Inc 6 125% 6/01/18	200,000 00	244,426 00
100,000 Baxter Intl 4 625 3/15/15	99,811 00	109,754 00
100,000 Berkshire Hathaway	99,100 00	113,924 00
100,000 Bristol Myers Squib 5 25%8/15/13	99,356 00	104,298 00
100,000 Campbell Soup 5% 12/3/12	97,981 00	100,767 00
100,000 Coca-Cola Co 5 35% 11/15/17	99,851 00	121,077 00
150,000 Credit Suisse 4 375 5/8/20	152,272 50	168,462 00
100,000 CVS carfarmark Corp 4 125 5/15/21	99,295 00	113,545 00
30,000 Columbia US Govt Mortgage Fund	169,900 00	173,100 00
100,000 Detroit Edison Co 3 45% 10/1/20	99,598 00	111,548 00
100,000 Dover Corp 4 3 3/1/21	100,718 00	115,736 00
200,000 Escrow General Motors corp 7 125 7/15/13	-	1,500 00
150,000 General Dynamics 2 25 7/15/16	149,815 50	157,789 50
250,000 General Electric 11/13/12	250,000 00	250,000 00
200,000 Georgia Power Co 5 125% 11/15/12	197,040 00	201,128 00
100,000 Goldman Sachs Group Inc 6 15 4/01/18	106,489 00	116,718 00
100,000 Hewlett Packard Co 2 125% 9/13/15	99,887 00	101,481 00
100,000 Idaho Pwr Corp	99,819 00	112,829 00
150,000 Kimberly Clark Corp 5% 8/15/13	149,809 50	156,216 00
100,000 Leggett & Platt Inc 5 8/15/05	99,154 00	110,353 00
150,000 Masco Corp 4 8 6/15/15	150,082 50	157,992 00
50,000 Microsoft Corp 875 9/27/13	49,917 50	50,329 50
150,000 Oracle corp 5 25% 1/15/16	149,170 50	172,155 00
100,000 Parker-Hannifin Corp 3 5% 9/15/22	98,848 68	107,781 00
200,000 Pfizer Inc 5 35 3/15/15	199,750 00	223,600 00
100,000 Plains All American Pipeline 5 02/01/21	100,157 00	118,134 00
100,000 Praxair Inc 8/15/2019	99,506 00	115,857 00
100,000 Prog Ener Carolina 5 3 1/15/19	99,908 00	120,789 00
250,000 Prudential Fund LLC 11/27/12	250,000 00	250,000 00
100,000 SBC Comms Inc 5 1% 9/15/14	99,527 00	108,731 00
100,000 Target Corp 2 9 1/15/22	98,956 00	105,959 00
200,000 United Health Group, Inc 5% due 8/15/14	194,976 00	215,298 00
100,000 Virginia Electric & Power Co 2 95 1/12/2022	100,068 00	105,945 00
200,000 Wells Fargo & Co 4 95% 10/16/13	215,920 00	208,650 00
	<u>\$ 4,626,683 68</u>	<u>\$ 5,028,297 00</u>
<b>Total</b>		

Schedule A-1

Statement of Increases on Sales, Liquidation or Distribution

Increases on Sales, Redemptions, etc.

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc.</u>					
FED HOME LOAN BANK					
<u>5.75% Due 05/15/12</u>					
05/16/12	\$150,000.00		\$150,000.00	\$148,756.50	\$1,243.50
fed NatlMtge					
<u>2% Due 11/23/16</u>					
11/23/11	\$100,000.00		100,000.00	99,950.00	50.00
UNITED TECH CORP					
<u>6.1% Due 05/15/12</u>					
12/16/11	\$150,000.00		153,635.76	149,737.50	3,898.26
 <u>Stock</u>					
<u>ABBOTT LABORATORIES</u>					
10/25/11	2,000	Shs.	108,129.92	93,504.50	14,625.42
10/27/11	2,000	Shs.	107,519.13	93,504.50	14,014.63
<u>AMERICAN ELECTRIC POWER CO</u>					
03/30/12	3,500	Shs.	134,937.62	125,264.00	9,673.62
<u>CONOCOPHILLIPS</u>					
04/10/12	2,000	Shs.	151,646.60	104,814.20	46,832.40
<u>COACH INC</u>					
01/27/12	4,000	Shs.	265,582.09	238,212.40	27,369.69
<u>HOME DEPOT, INC</u>					
02/02/12	1,500	Shs.	66,673.71	14,521.78	52,151.93
<u>INTERNATIONAL BUSINESS MACHINES</u>					
07/13/12	1,000	Shs.	188,073.08	51,881.25	136,191.83
<u>KRAFT FOODS INC</u>					
08/28/12	500	Shs.	20,420.54	17,896.45	2,524.09
<u>LIBERTY GLOBAL INC. SERIES C</u>					
06/13/12	2,000	Shs.	90,311.37	43,859.82	46,451.55

Schedule A-1 (Cont'd)

Increases on Sales, Redemptions, etc. (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock (Cont'd)</u>					
<u>LIBERTY MEDIA INT'L INC. CLASS A</u>					
12/13/11	0.515	Shs.	\$38.54	\$29.39	\$9.15
04/11/12	284	Shs.	25,131.92	16,205.69	8,926.23
<u>NWMONT MINING CORP</u>					
03/30/12	1,500	Shs.	79,718.77	58,568.10	21,150.67
<u>NUANCE COMMUNICATIONS INC</u>					
03/21/12	1,000	Shs.	26,117.42	16,002.79	10,114.63
07/06/12	6,000	Shs.	139,043.28	96,016.71	43,026.57
<u>TIME WARNER INC</u>					
06/15/12	6,000	Shs.	211,692.05	184,827.40	26,864.65
<u>TECK RESOURCES LTD CL B</u>					
11/01/11	2,000	Shs.	81,847.82	76,450.80	5,397.02
<u>UNION PACIFIC CORP</u>					
03/30/12	300	Shs.	<u>33,434.39</u>	<u>13,616.94</u>	<u>19,817.45</u>
Total Sales, Redemptions, etc.			\$2,133,954.01 =====	\$1,643,620.72 =====	\$490,333.29 =====
Total Schedule A-1			\$2,133,954.01 =====	\$1,643,620.72 =====	\$490,333.29 =====

Schedule B

Statement of Decreases Due to Sales, Liquidation, Collection,  
Distribution or Uncollectibility

Decreases on Sales, Redemptions, etc.

		<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Bonds, Notes, etc.</u>				
<u>American Express Crt Co</u>				
05/01/12	\$300,000.00	\$300,000.00	\$300,000.00	\$ .00
<u>FHLB (FED HM LN BK)</u>				
<u>4.875% Due 11/15/11</u>				
11/15/11	\$200,000.00	207,638.00	200,000.00	7,638.00
<u>FNMA POOL #745279</u>				
<u>5% Due 02/01/21</u>				
10/25/11	\$3,617.29			
pay down		3,819.86	3,617.29	202.57
11/25/11	\$3,567.42	3,767.20	3,567.42	199.78
12/27/11	\$3,731.35	3,940.31	3,731.35	208.96
01/25/12	\$3,100.00	3,273.60	3,100.00	173.60
02/27/12	\$3,284.14	3,468.05	3,284.14	183.91
03/26/12	\$3,478.12	3,672.89	3,478.12	194.77
04/25/12	\$4,092.74	4,321.93	4,092.74	229.19
05/25/12	\$3,622.52	3,825.38	3,622.52	202.86
06/25/12	\$2,497.06	2,636.90	2,497.06	139.84
07/25/12	\$2,755.26	2,909.55	2,755.26	154.29
08/27/12	\$2,172.81	2,294.49	2,172.81	121.68
09/25/12	\$2,324.97	2,455.17	2,324.97	130.20
<u>Gen Electric</u>				
<u>1.9% Due 09/17/12</u>				
09/17/12	\$250,000.00	250,000.00	250,000.00	.00
<u>HSBC Cp</u>				
<u>Due 10/28/11</u>				
10/28/11	\$300,000.00	300,000.00	300,000.00	.00
<u>Prudential Fdg LLC</u>				
<u>Due 10/26/11</u>				
10/26/11	\$300,000.00	300,000.00	300,000.00	.00
<u>Prudential Fndg LLC</u>				
<u>0.22% Due 01/03/12</u>				
01/03/12	\$300,000.00	300,000.00	300,000.00	.00

Schedule B (Cont'd)

Decreases on Sales, Redemptions, etc. (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Bonds, Notes, etc. (Cont'd)</u>					
<u>PRUDENTIAL FUNDING LLC</u>					
01/30/12	400,000		\$400,000.00	\$400,000.00	\$.00
<u>Prudential Fndg LLC</u>					
<u>2.4% Due 06/01/12</u>					
06/01/12	\$300,000.00		300,000.00	300,000.00	.00
<u>Prudential Fnd LLC</u>					
09/17/12	\$250,000.00		250,000.00	250,000.00	.00
<u>Stock</u>					
<u>ABB LTD SPONSORED ADR</u>					
05/02/12	6,000	Shs.	149,150.00	113,097.46	36,052.54
<u>AECOM TECHNOLOGY CORP</u>					
01/27/12	7,000	Shs.	184,012.80	156,871.88	27,140.92
<u>CORNING INC</u>					
12/05/11	6,500	Shs.	109,076.24	84,985.86	24,090.38
<u>COGNIZANT SOLUTIONS INC</u>					
07/06/12	2,500	Shs.	175,934.75	147,718.43	28,216.32
<u>GOL LINHAS AEREAS INTL ADR</u>					
12/12/11	10,000	Shs.	151,617.60	86,600.33	65,017.27
<u>Kellog Co</u>					
11/14/11	2,000	Shs.	103,060.00	99,736.08	3,323.92
<u>LIFE TECHNOLOGIES CORP</u>					
12/12/11	2,000	Shs.	103,220.00	79,327.67	23,892.33
<u>Masco Corp</u>					
02/07/12	10,000	Shs.	137,840.00	123,997.61	13,842.39
<u>NEXTRA ENERGY CAPITAL PFD</u>					
09/04/12	2,000	Shs.	52,639.30	50,000.00	2,639.30

Schedule B (Cont'd)

Decreases on Sales, Redemptions, etc. (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock (Cont'd)</u>					
<u>Xylem Inc</u>					
09/13/12	6,000	Shs.	<u>\$167,644.80</u>	<u>\$148,400.67</u>	<u>\$19,244.13</u>
Total Sales, Redemptions, etc.			\$3,982,218.82 =====	\$3,728,979.67 =====	\$253,239.15 =====
Total Schedule B			\$3,982,218.82 =====	\$3,728,979.67 =====	\$253,239.15 =====