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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
BERNARD AND JUDY CORNWELL FOUNDATION INC

% HOGAN LOVELLS US LLP

Number and street (or P O box number if mail is not delivered to street address)
c/o M Weinstein HOGAN Lovells US
875 Third AVENUE Suite

Room/suite

City or town, state, and ZIP code
NEW YORK, NY 100226225

A Employer identification number
13-4033628

B Telephone number (see instructions)
(212) 918-3000

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,320,742

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	240,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	20	20	20	
	4	Dividends and interest from securities	32,466	32,466	32,466	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	45,409			
	b	Gross sales price for all assets on line 6a 495,094				
	7	Capital gain net income (from Part IV, line 2)		45,409		
	8	Net short-term capital gain			15,300	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	317,895	77,895	47,786	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	204	204	204	204
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,991	12,991	12,991	12,991
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,195	13,195	13,195	13,195
	25	Contributions, gifts, grants paid	165,900			165,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	179,095	13,195	13,195	179,095
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	138,800			
	b	**Net investment income** (if negative, enter -0-)		64,700		
	c	**Adjusted net income** (if negative, enter -0-)			34,591	

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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	0	0	
2	Savings and temporary cash investments	49,319	72,748	72,748
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	77,594	88,344	88,344
b	Investments—corporate stock (attach schedule)	606,838	709,144	848,587
c	Investments—corporate bonds (attach schedule)	289,811	291,626	311,063
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)	1,023,562	1,161,862	1,320,742
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	1,023,562	1,161,862	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,023,562	1,161,862	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,023,562	1,161,862	

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	1,023,562
2	Enter amount from Part I, line 27a	2	138,800
3	Other increases not included in line 2 (itemize) ▶	3	338
4	Add lines 1, 2, and 3	4	1,162,700
5	Decreases not included in line 2 (itemize) ▶	5	838
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,161,862

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	
a	See Additional Data Table			
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	45,409
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	15,300

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 page 18 of 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))
2011	178,638	230,773	0 774085
2010	229,908	917,948	0 250459
2009	210,000	738,059	0 28453
2008	76,000	682,793	0 111308
2007	67,000	590,658	0 113433

2	**Total** of line 1, column (d).	2	1 533815
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 306763
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,204,709
5	Multiply line 4 by line 3.	5	369,560
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	647
7	Add lines 5 and 6.	7	370,207
8	Enter qualifying distributions from Part XII, line 4.	8	179,095

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,294
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,294
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,294
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 838		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,136		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,974
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	1,680
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,680 **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		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶HOGAN LOVELLS US LLP Telephone no ▶(212) 918-3000

Located at ▶875 THIRD AVENUE new york NY ZIP +4 ▶100226225

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

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

			Yes	No
16	At any time during calendar year 2012, 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		No

See 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 page 20 of the instructions)?	1b		
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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**		
	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?		**6b**		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?		**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
BERNARD CORNWELL 325 Old Comers Road Chatham, MA 026331312	PRESIDENT 2 0	0	0	0
JUDITH CORNWELL 325 Old Comers Road Chatham, MA 026331312	TREASURER 2 0	0	0	0
MARK WEINSTEIN c/o hogan lovells us llp New York, NY 10022	director 0	0	0	0
Kathleen Motz 68 Uncle Alberts Drive Chatham, MA 02633	Clerk 1 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3	
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	1,114,912
b	Average of monthly cash balances	1b	108,143
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,223,055
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	0
3	Subtract line 2 from line 1d	3	1,223,055
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,346
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,204,709
6	**Minimum investment return.** Enter 5% of line 5	6	60,235

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	60,235
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,294		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,294
3	Distributable amount before adjustments Subtract line 2c from line 1			3	58,941
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	58,941
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	58,941

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	179,095
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	179,095
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	179,095

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				58,941
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 37,787				
b From 2008. 42,023				
c From 2009. 173,172				
d From 2010. 185,595				
e From 2011. 168,223				
f **Total** of lines 3a through e.	606,800			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 179,095				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				58,941
e Remaining amount distributed out of corpus	120,154			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	726,954			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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 2007 not applied on line 5 or line 7 (see instructions) . . .	37,787			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	689,167			
10 Analysis of line 9				
a Excess from 2008. . . . 42,023				
b Excess from 2009. . . . 173,172				
c Excess from 2010. . . . 185,595				
d Excess from 2011. . . . 168,223				
e Excess from 2012. . . . 120,154				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 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))

BERNARD JUDY CORNWELL

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

NA

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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				165,900
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	523000	20	14		
4 Dividends and interest from securities. . . .	523000	32,466	14		
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory	523000	45,409	18		
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). .		77,895			

13 **Total.** Add line 12, columns (b), (d), and (e). 13 77,895

(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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-22 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Mark Weinstein	Mark Weinstein			

Firm's name ▶ HOGAN LOVELLS US LLP

Firm's EIN ▶

Firm's address ▶ 875 THIRD AVENUE NEW YORK, NY 10022

Phone no (212) 918-3000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TARGET CORP 250 SHS	P	2011-05-11	2012-01-10
TARGET CORP 50 SHS	P	2011-05-18	2012-01-10
ANALOG DEVICES INC 50 SHS	P	2011-07-18	2012-01-23
INTEL CORP 100 SHS	P	2011-07-11	2012-01-26
GENERAL MILLS INC 50 SHS	P	2011-08-05	2012-02-24
UNITED PARCEL SERVICE CL B 25 SHS		2011-06-09	2012-02-24
UNITED PARCEL SERVICE CL B 25 SHS	P	2011-06-07	2012-02-24
NIKE INC CL B 25 SHS	P	2011-08-09	2012-02-28
NIKE INC CL B 50 SHS	P	2011-04-11	2012-02-28
VODAFONE GROUP PLC 100 ADRS	P	2011-06-01	2012-03-07
VODAFONE GROUP PLC 100 ADRS	P	2011-06-15	2012-03-07
UNILEVER NV 400 SHS	P	2011-10-05	2012-03-12
ORACLE CORP 50 SHS	P	2011-06-09	2012-03-13
ORACLE CORP 150 SHS	P	2011-06-08	2012-03-13
ORACLE CORP 100 SHS	P	2011-12-22	2012-03-13
US BANCORP 100 SHS		2011-05-26	2012-03-16
WELLS FARGO 100 SHS		2011-05-23	2012-03-16
CABOT OIL & GAS CORP 100 SHS	P	2012-01-23	2012-04-17
INTEL CORP 200 SHS	P	2011-07-11	2012-05-08
ABB LTD 200 ADRS	P	2011-11-21	2012-05-16
ABB LTD 100 ADRS	P	2011-12-13	2012-05-16
ABB LTD 200 ADRS	P	2011-12-29	2012-05-16
ABB LTD 400 ADRS	P	2011-11-21	2012-05-22
ABB LTD 100 ADRS	P	2011-11-25	2012-05-22
CABOT OIL & GAS 300 SHS	P	2012-01-23	2012-05-29
COOPER COMPANIES 40 SHS	P	2011-11-16	2012-06-05
BED BATH & BEYOND 50 SHS	P	2012-02-28	2012-06-18
SOTHEBYS HOLDINGS CL A LTD 100 SHS	P	2012-05-15	2012-07-27
PEPSICO 100 SHS	P	2012-03-12	2012-08-01
RANGE RESOURCES CORP 50 SHS	P	2012-01-04	2012-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
OCCIDENTAL PETROLEUM 25 SHS		2012-06-20	2012-08-07
OCCIDENTAL PETROLEUM 25 SHS		2012-05-29	2012-08-07
TIFFANY & CO 200 SHS	P	2012-01-10	2012-08-23
ORACLE CORP 200 SHS		2012-05-10	2012-09-05
COOPER COMPANIES 50 SHS	P	2012-07-23	2012-09-07
FREEPORT MCMORAN COPPER & GOLD 100 SHS	P	2012-05-10	2012-09-12
FREEPORT MCMORAN COPPER & GOLD 50 SHS	P	2011-12-29	2012-09-12
FREEPORT MCMORAN COPPER & GOLD 75 SHS		2011-11-03	2012-09-12
FREEPORT MCMORAN COPPER & GOLD 25 SHS		2011-11-28	2012-09-12
FREEPORT MCMORAN COPPER & GOLD 200 SHS		2011-10-13	2012-09-21
STRYKER CORP 100 SHS	P	2011-10-20	2012-10-03
VIACOM INC CL B 100 SHS	P	2012-07-26	2012-10-15
PEPSICO 100 SHS		2012-03-12	2012-10-23
MICROSOFT 100 SHS		2012-08-07	2012-11-13
RANGE RESOURCES CORP 50 SHS	P	2012-01-04	2012-11-28
ASML HOLDINGS NV 100		2012-05-04	2012-12-03
ASML HOLDINGS NV 200	P	2012-03-13	2012-12-03
COOPER COMPANIES 35		2012-08-02	2012-12-03
COOPER COMPANIES 15 SHS		2012-07-23	2012-12-03
ASML HOLDING NV 77		2012-05-04	2012-12-04
ASML HOLDING NV 4		2012-03-13	2012-12-04
E I DU PONT DE NEMOURS 150 SHS		2012-09-06	2012-12-05
E I DU PONT DE NEMOURS 100 SHS	P	2012-11-06	2012-12-05
NIKE INC CL B 75 SHS		2011-04-11	2012-06-04
TARGET CORP 50 SHS	P	2011-05-18	2012-07-06
INTEL CORP 300 SHS	P	2011-07-11	2012-10-09
WELLS FARGO 100 SHS		2011-06-09	2012-10-11
GENERAL MILLS 100		2011-01-31	2012-11-05
GENERAL MILLS 150		2011-08-05	2012-11-05
MICROSCOFT CORP 400 SHS		2011-10-24	2012-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MICROSOFT 100		2011-10-21	2012-11-13
CHURCH & DWIGHT 100	P	2010-09-03	2012-01-10
3M 25	P	2010-06-03	2012-01-13
MCDONALDS 75	P	2009-09-16	2012-02-28
COCA-COLA CO 200 SHS	P	2008-06-20	2012-03-12
JP MORGAN CHASE 50 SHS		2008-05-29	2012-03-16
WELLS FARGO 100	P	2008-05-30	2012-03-16
OCCIDENTAL PETROLEUM 100 SHS	P	2010-04-27	2012-03-22
EOG RESOURCES 25	P	2008-08-05	2012-03-28
EOG RESOURCES 50	P	2010-11-03	2012-03-28
US BANCORP 100	P	2010-10-25	2012-03-30
US BANCORP 100	P	2010-07-08	2012-03-30
PRAXAIR 50	P	2008-09-23	2012-05-08
PRAXAIR 50	P	2008-09-26	2012-05-08
PRAXAIR 25	P	2010-06-30	2012-05-08
VODAFONE GROUP PLC 200	P	2010-02-08	2012-05-17
CHURCH & DWIGHT 150	P	2010-09-03	2012-05-29
C R BARD 25	P	2009-03-16	2012-07-23
3M 50	P	2010-06-03	2012-08-01
STRYKER CORP 150	P	2010-06-29	2012-10-03
STRYKER CORP 250	P	2009-10-06	2012-10-04
STRYKER CORP 50	P	2010-07-21	2012-10-04
GENERAL MILLS 50	P	2010-08-05	2012-11-05
DODGE & COX INCOME FUND 1875 47 SHS	P	2011-05-27	2012-01-06
PEPSICO NT 5 15% 25,000 DUE 5/15/12	P	2008-06-10	2012-05-15
VERIZON 25,000 5 25% DUE 4/15/13	P	2009-01-21	2012-09-20
DODGE & COX INCOME FD 358 42 SHS	P	2011-05-27	2012-11-05
CHEVRON 25,000 3 95% 3/3/14 CALLED	P	2009-08-04	2012-12-28
NEXTERA ENERGY 150 SHS	P	2011-08-15	2012-01-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,176		12,648	-472
2,435		2,476	-41
1,980		1,765	215
2,664		2,286	378
1,904		1,806	98
1,912		1,738	174
1,912		1,757	155
2,683		1,981	702
5,365		3,891	1,474
2,681		2,670	11
2,681		2,604	77
13,548		12,461	1,087
1,503		1,583	-80
4,508		4,716	-208
3,005		2,565	440
3,161		2,498	663
3,376		2,770	606
3,073		3,276	-203
5,502		4,572	930
3,271		3,443	-172
1,635		1,799	-164
3,271		3,703	-432
6,633		6,885	-252
1,658		1,696	-38
10,398		9,829	569
3,212		2,335	877
3,683		2,989	694
2,912		3,181	-269
7,235		6,398	837
3,133		3,049	84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,270		2,099	171
2,270		2,060	210
11,681		11,991	-310
6,384		5,412	972
4,688		3,699	989
4,004		3,590	414
2,002		1,815	187
3,003		3,004	-1
1,001		895	106
8,290		6,942	1,348
5,437		4,800	637
5,404		4,606	798
6,849		6,398	451
2,709		3,025	-316
3,302		3,049	253
1,186		1,127	59
2,372		2,173	199
3,325		2,540	785
1,425		1,110	315
4,708		3,773	935
245		189	56
6,352		7,448	-1,096
4,234		4,448	-214
7,803		5,836	1,967
2,870		2,476	394
6,574		6,858	-284
3,520		2,604	916
3,974		3,482	492
5,961		5,417	544
10,837		10,915	-78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,709		2,695	14
4,476		3,138	1,338
2,092		1,980	112
7,487		4,132	3,355
14,039		10,661	3,378
2,228		2,155	73
3,376		2,770	606
9,534		8,474	1,060
2,736		2,353	383
5,472		4,444	1,028
3,130		2,358	772
3,130		2,296	834
5,650		4,023	1,627
5,651		3,724	1,927
2,825		1,935	890
5,256		4,374	882
8,057		4,708	3,349
2,595		1,873	722
4,563		3,960	603
8,156		7,540	616
13,628		11,011	2,617
2,726		2,349	377
1,987		1,694	293
25,000		25,413	-413
25,000		25,891	-891
25,654		25,655	-1
5,000		4,857	143
26,025		25,974	51
9,122		8,097	1,025

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-472
			-41
			215
			378
			98
			174
			155
			702
			1,474
			11
			77
			1,087
			-80
			-208
			440
			663
			606
			-203
			930
			-172
			-164
			-432
			-252
			-38
			569
			877
			694
			-269
			837
			84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			171
			210
			-310
			972
			989
			414
			187
			-1
			106
			1,348
			637
			798
			451
			-316
			253
			59
			199
			785
			315
			935
			56
			-1,096
			-214
			1,967
			394
			-284
			916
			492
			544
			-78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			14
			1,338
			112
			3,355
			3,378
			73
			606
			1,060
			383
			1,028
			772
			834
			1,627
			1,927
			890
			882
			3,349
			722
			603
			616
			2,617
			377
			293
			-413
			-891
			-1
			143
			51
			1,025

Form 990PF Part XV Line 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*				
Anglo-American Charitable Foundation c/o Baker Hostetler 1050 Connecticut Avenue NW Suite Washington, DC 200365318	None	Public	Sharpe's Children Foundation General Support	10,000
Charleston Library Society 164 King Street Charleston, SC 29401	None	Public	General Support	10,000
Doctors Without Borders 333 Seventh Avenue New York, NY 10001	None	Public	General Support	5,000
Episcopal Diocese of Massachusetts 138 Tremont Street Boston, MA 02111	None	Public	Support for maseno mission, an aids clinic in Kenya	15,000
Friends of Monomy Theater PO Box 169 Chatham, MA 02633	Bernard Cornwell is member of Board of Directors	Public	General Support	5,000
Habitat for Humanity of Cape Cod 411 Main Street Suite 6 Yarmouth, MA 02675	None	Public	General Support	5,000
Heifer International PO Box 8058 Little Rock, AK 722038058	None	Public	General Support	5,000
Hospice & Palliative Care of Cape Cod 765 Attucks Lane Hyannis, MA 02601	None	Public	General Support	5,000
Salvation Army Massachusetts Division 147 Berkeley Street Boston, MA 02116	None	Public	General Support	5,000
Samaritans on Cape Cod & the Islands PO Box 65 Falmouth, MA 02541	None	Public	General Support	500
Sophia Institute 26 Society Street Charleston, SC 29401	None	public	General Support	12,000
We Can 537 Main Street Suite 2H Harwichport, MA 02646	None	public	General Support	20,000
family pantry 133 Queen Anne Road Harwich, MA 02645	none	public	general support	5,000
moravian college 1200 Main Street Bethlehem, PA 18018	none	public	general support	5,000
arts Foundation of Cape cod 3 Patti Page Way Centerville, MA 02632	none	public	General support	20,000

Form 990PF Part XV Line 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*				
brick monkey theater ensemble 253 Highland Avenue Athens, OH 45701	none	public	general support	5,000
Chatham Food Pantry 625 Main Street Chatham, MA 02633	none	public	general support	5,000
holy city shakespeare PO Box 22154 Charleston, SC 29413	none	public	general support	5,000
miracle distribution center 3947 East LaPalma Avenue Anaheim, CA 92807	none	public	General Support	1,000
orpheum theatre 1 Hamilton Place Boston, MA 02108	none	public	general support	20,000
St Christopher's Church 625 Main Street Chatham, MA 02633	Judy Cornwell is a parishioner	public	Aid to Africa	2,000
Trident Literary Association 5416-B Rivers Avenue North Charleston, SC 29406	none	public	general support	400
Total . . . . ▶ **3a**				165,900

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491151001033

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
BERNARD AND JUDY CORNWELL FOUNDATION INC	13-4033628

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
BERNARD AND JUDY CORNWELL FOUNDATION INC

Employer identification number
13-4033628

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	Bernard Judy Cornwell 325 old comers road chatham, MA 026331312	$ 240,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BERNARD AND JUDY CORNWELL FOUNDATION INC	13-4033628

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
BERNARD AND JUDY CORNWELL FOUNDATION INC

Employer identification number
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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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

TY 2012 Investments Corporate Bonds Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	291,626	311,063

TY 2012 Investments Corporate Stock Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK-VARIOUS COS	709,144	848,587

TY 2012 Investments Government Obligations Schedule

Name:	BERNARD AND JUDY CORNWELL FOUNDATION INC
EIN:	13-4033628
US Government Securities - End of Year Book Value:	88,344
US Government Securities - End of Year Fair Market Value:	88,344
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Land, Etc. Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

TY 2012 Other Decreases Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Description	Amount
ESTIMATED FEDERAL INCOME TAX PAID	500
TAX PAID WITH 2011 RETURN	338

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TY 2012 Other Expenses Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR & OTHER FEES	25	25	25	25
INVESTMENT ADVISORY FEES	12,775	12,775	12,775	12,775
BANK FEES	36	36	36	36
MASSACHUSETTS FILING FEE	155	155	155	155

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TY 2012 Other Increases Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Description	Amount
PRIOR YEAR OVERPAYMENT APPLIED	338

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TY 2012 Taxes Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	204	204	204	204