EXTENSION ATTACHED

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 , 2012, and ending , 20

Name of foundation: THE FROG ROCK FOUNDATION

A Employer identification number: 13-4127228

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

Room/suite:

B Telephone number (see instructions): (914) 273-1375

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 14,974,691.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	151.	151.		ATCH 1
	4 Dividends and interest from securities	311,476.	312,490.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	719,935.			
	b Gross sales price for all assets on line 6a 7,746,264.				
	7 Capital gain net income (from Part IV, line 2)		719,935.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	5,460.	5,460.		
	12 **Total.** Add lines 1 through 11	1,037,022.	1,038,036.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,000.			9,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	10,000.	7,500.		2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	1,469.	1,469.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	65,295.	55,612.		9,683.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	85,764.	64,581.		21,183.
	25 Contributions, gifts, grants paid	795,075.			795,075.
	26 **Total expenses and disbursements.** Add lines 24 and 25	880,839.	64,581.	0	816,258.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	156,183.			
	b **Net investment income** (if negative, enter -0-)		973,455.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,002,711.	1,656,710.	1,656,710.
	2	Savings and temporary cash investments	240,000.	NONE.	NONE.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	340,400.	189,711.	190,010.
	b	Investments - corporate stock (attach schedule) ATCH 8	8,044,605.	8,589,868.	9,981,082.
	c	Investments - corporate bonds (attach schedule) ATCH 9	3,763,872.	3,111,482.	3,146,889.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	13,391,588.	13,547,771.	14,974,691.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,391,588.	13,547,771.	
	30	**Total net assets or fund balances** (see instructions)	13,391,588.	13,547,771.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,391,588.	13,547,771.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,391,588.
2	Enter amount from Part I, line 27a	2	156,183.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,547,771.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,547,771.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	719,935.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	708,174.	14,115,285.	0.050171
2010	810,103.	13,628,100.	0.059444
2009	756,770.	12,810,893.	0.059072
2008	620,620.	16,154,427.	0.038418
2007	1,008,635.	19,533,906.	0.051635

2	**Total** of line 1, column (d)	2	0.258740
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	0.051748
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,460,419.
5	Multiply line 4 by line 3	5	748,298.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,735.
7	Add lines 5 and 6	7	758,033.
8	Enter qualifying distributions from Part XII, line 4	8	816,258.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	9,735.
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	9,735.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,735.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 9,786.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	19,786.
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	10,051.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 10,051. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FROGROCKFOUNDATION.ORG

14 The books are in care of ▶ JANET INSKEEP BENTON Telephone no ▶ 914-273-1375

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

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ [ ]		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		9,000.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	13,231,470.
b	Average of monthly cash balances	1b	1,449,158.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,680,628.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,680,628.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	220,209.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,460,419.
6	**Minimum investment return.** Enter 5% of line 5	6	723,021.

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	723,021.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,735.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,735.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	713,286.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	713,286.
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	713,286.

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	816,258.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	816,258.
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	9,735.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	806,523.

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					713,286.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	457,692.				
e From 2011	710,940.				
f **Total** of lines 3a through e		1,168,632.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 816,258.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)		816,258.			
d Applied to 2012 distributable amount					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		713,286.			713,286.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,271,604.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
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)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,271,604.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	457,692.				
d Excess from 2011	710,940.				
e Excess from 2012	102,972.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JANET BENTON

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

NONE

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

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

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

ATCH 11

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

SEE ATTACHED STATEMENT 11(A).

c Any submission deadlines

SEE ATTACHED STATEMENT 11(A).

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

SEE ATTACHED STATEMENT 11(A).

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total ▶ **3a**				795,075.
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			14	151.	
4 Dividends and interest from securities			14	311,476.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	5,460.	
8 Gain or (loss) from sales of assets other than inventory			18	719,935.	
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)				1,037,022.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,037,022.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 7-30-2012 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Peter Michaelson		07/19/2013		P00170967
Firm's name ▶ EISNERAMPER LLP			Firm's EIN ▶ 13-1639826	
Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 10017-2703			Phone no 212-949-8700	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					11,607.	
		SEE ATTACHMENT 1 PROPERTY TYPE: SECURITIES				P	01/19/2012	07/24/2012
57,384.		50,985.					6,399.	
		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
1,288,245.		1,253,920.					34,325.	
		SEE ATTACHMENT 3 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/12
41,716.		42,830.					-1,114.	
		SEE ATTACHMENT 4 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
1,281,154.		1,244,356.					36,798.	
		SEE ATTACHMENT 5 PROPERTY TYPE: SECURITIES				P	09/29/2011	12/31/2012
49,894.		52,227.					-2,333.	
		SEE ATTACHMENT 6 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
2,172,925.		1,988,697.					184,228.	
		SEE ATTACHMENT 7 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
23,765.		23,917.					-152.	
		SEE ATTACHMENT 8 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
520,773.		465,549.					55,224.	
		SEE ATTACHMENT 9 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
2,298,793.		1,903,840.					394,953.	
		SPDR GOLD TRUST - RETURN OF PRINCIPAL PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
8.		8.						
TOTAL GAIN(LOSS)							719,935.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS-INTEREST		151.	151.
	TOTAL	151.	151.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
UBS - INTEREST & DIVIDENDS	379,161.	380,175.	
UBS - OID FROM BONDS	17,719.	17,719.	
LESS: AMORTIZATION OF BOND PREMIUM	-62,958.	-62,958.	
LESS: ACCRUED INTEREST PAID	-22,446.	-22,446.	
TOTAL	311,476.	312,490.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INCOME	5,460.	5,460.	
TOTALS	5,460.	5,460.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		10,000.	7,500.		2,500.
	TOTALS	10,000.	7,500.		2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAX PAID	1,469.	1,469.	
TOTALS	1,469.	1,469.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	55,612.	55,612.	NONE.
WEBSITE & MAINTANCE EXPENSE	7,053.	NONE.	7,053.
COMPUTER SUPPORT	1,275.	NONE.	1,275.
MISCELLEANOUS EXPENSE	1,355.	NONE.	1,355.
TOTALS	65,295.	55,612.	9,683.

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

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOVERNMENT SECURITIES (STMT 7A)	340,400.	189,711.	190,010.
US OBLIGATIONS TOTAL	340,400.	189,711.	190,010.

NAME: THE FROG ROCK FOUNDATION

EIN: 13-4127228

TAX YEAR: 12/31/2012

UBS Basis Reconciliation for 18245

	Quantity	12/31/2012 Cost Basis	12/31/2012 Market Value
Stocks			
CDs			
Total CDs:		$ -	$ -
Corp Bonds			
Equities Structured Products		$ 128,257 37	$ 116,114 00
Corporate Bonds & Notes		$ 2,778,929 70	$ 2,846,163 87
Closed Ended Fund & Exchange Traded Funds		$ 66,701 97	$ 68,160 00
Other Structured Products		$ 137,593 29	$ 78,560.00
Total =		**$ 3,111,482.33**	**$ 3,108,997.87**
Government Securities			
Asset Backed Securities		$ 176,683 67	**$ 176,003.56**
Government Securities		$ 13,028 28	$ 14,005.94
Total =		**$ 189,711.95**	**$ 190,009.50**
Municipal Securities		**$ -**	**$ -**
Total Portfolio:		**$ 3,301,194.28**	**$ 3,299,007.37**

	Cost Basis	Market Value
Certificate of Deposits	$ -	$ -
Corporate Bonds & Fixed Income Securities	$ 3,111,482.33	$ 3,108,997.87
Plus: Total Accrued Interest		37,892 25
Total	$ 3,111,482.33	$ 3,146,890.12
Government Securities	$ 189,711.95	$ 190,009.50
Municipal Securities	$ -	$ -
Cash and money balances	$ 704,258.37	$ 704,258.37
Total:	$ 4,005,452.65	$ 4,041,157.99

UBS Basis Reconciliation for 18245

Stocks	12/31/2011 Cost Basis	Sale Cost Basis	Purchase Price	Difference from Beginning	Return of Capital	Amortization	Accretion/ (OID)	12/31/2012 Cost Basis
CDs								
Aurora Bank 0 4% Mat 02/16/12	240,000 00	(240,000 00)		-		-	-	-
Total CDs:	**$ 240,000.00**	**$ (240,000.00)**	**$ -**	**$ -**		**$ -**	**$ -**	**$ -**
Corp Bonds								
Alcoa 6 0% due 1/15/12	40,093 94	(40,000 00)		93 94		(93 94)	-	-
Credit Suisse 6 5% due 1/15/12	50,034 32	(50,000 00)		34 32		(34 32)	-	-
Verizon NJ 5 875% due 1/17/12	128,327 36	(128,000 00)		327 36		(327 36)	-	-
Genl Mills Inc 6 0% due 2/15/12	10,070 45	(10,000 00)		70 45		(70 45)	-	-
Southwest Airlines Co 6 5% Due 3/1/12	25,234 51	(25,000 00)		234 51		(234 51)	-	-
Jeffries Group Inc 7 75% due 03/15/12	101,507 57	(100,000 00)		1,507 57		(1,507 57)	-	-
Amer Intl Group 4 95% due 03/20/12	100,985 72	(100,000 00)		985 72		(985 72)	-	-
Kroger Co 6 75% due 4/15/12	25,325 82	(25,000 00)		325 82		(325 82)	-	-
Inco Ltd 7 75% due 5/15/12		(100,018 15)	101,905 25	1,887 10		(1,887 10)		
Merrill Lynch & Co Inc 6 05% due 08/15/12	75,556 38	(75,000 00)		556 38		(556 38)	-	
Goldman Sachs Group Inc 5 7% due 09/01/12	102,193 23	(100,000 00)		2,193 23		(2,193 23)	-	
JP Morgan chase & Co 5 75% due 1/2/13	5,048 60			5,048 60		(48 19)	-	5,000 41
UBS AG Samford Brnch 2 75% due 01/08/13	151,117 59			151,117 59		(1,090 11)	-	150,027 48
Con Edison Note 4 875% due 2/1/13	$ 5,010 97			5,010 97		(10 06)	-	$ 5,000 91
Verizon VA 4 625% due 3/15/2013	4,913 05	(4,913 05)		-		-	-	
Wyeth Notes 5 5% due 3/15/13	5,047 06	(5,008 70)		38 36		(38 36)	-	
Goldman Sachs Group Inc 4 75% due 07/15/13	$ 102,689 78			102,689 78		(1,726 49)	-	$ 100,963 29
Blyth Industries Inc 5 5% due 11/1/13	14,401 27			14,401 27		-	-	14,401 27
Household Financial Internotes Adj due 12/10/13	48,104 75	(48,104 75)		-		-	-	
Morgan Stanley 2 161% due 1/24/14			97,224 25	97,224 25		-		97,224 25
Wells Fargo & Co 4 625% due 04/15/14	105,814 50			105,814 50		(2,498 17)	-	103,316 33
SLM Corp Nts B/E 3 995% due 07/01/14			100,700 25	100,700 25		(219 94)	-	100,480 31
US Bank NA Minn Nts 4 95% due 10/30/14	275,075 85			275,075 85		(8,721 15)	-	266,354 70
Goldman Sachs Group 5 125% due 1/15/15	44,939 55	(44,939 55)		-		-	-	
Adobe Systems Inc Nts 3 25% due 2/1/15			79,865 25	79,865 25		(1,174 44)		78,690 81
Chesapeake Energy Corp 9 5% due 02/15/15		(103,462 23)	103,755 25	293 02		(380 39)	87 37	
JP Morgan Chase & Co Notes 5 25% due 5/1/15	44,940 35	(44,940 35)		-		-	-	
Amer Express Credit Corp 2 75% due 09/15/15	106,862 94	(106,862 94)		-		-	-	
Swiss Bank Corp 7 0% due 10/15/15			109,755 25	109,755 25		(1,897 68)		107,857 57
Iron Mtn 6 625% due 1/1/16	24,692 75	(24,692 75)		-		-	-	
Fifth Third Bancorp Nts 3 625% due 01/25/16	52,049 21			52,049 21		(482 97)	-	51,566 24
Time warner Inc 5 875% due 11/15/16	30,407 55			30,407 55		(74 78)	-	30,332 77
Willis Group N Amer 6 2% due 03/28/17			57,938 75	57,938 75		(1,172 99)	-	56,765 76
Merrill Lynch & Co 5 7% due 05/02/17			77,555 25	77,555 25		(303 73)	-	77,251 52
Halliburton Med Ser A 7 53% due 5/12/17	54,427 00			54,427 00		(726 79)	-	53,700 21
Marriott Intl Inc 6 375% due 06/15/17	58,523 51			58,523 51		(1,456 69)	-	57,066 82
JP Morgan Chase & Co 6 0% due 01/15/18	39,688 27	(154,369 92)	117,177 25	2,495 60		(2,495 60)	-	
AT&T Inc Call 5 5% due 02/01/18	116,857 78			116,857 78		(2,592 35)	-	114,265 43
Biogen Idec Inc Nts 6 875% due 03/01/18	72,900 38			72,900 38		(1,928 14)	-	70,972 24
Hewlett Packard Co 5 5% due 03/01/18	59,121 07			59,121 07		(1,225 07)	-	57,896 00

UBS Basis Reconciliation for 18245

Stocks	12/31/2011 Cost Basis	Sale Cost Basis	Purchase Price	Difference from Beginning	Return of Capital	Amortization	Accretion/ (OID)	12/31/2012 Cost Basis
CSX Corp Call@M/W+30BP 6 25% due 03/01/18	121,187 49			121,187 49		(3,186 36)	-	118,001 13
Reed Elsevier Cptl Nts 8 625% due 1/15/19	64,246 52			64,246 52		(1,787 21)	-	62,459 31
Washington Post Co 7 25% due 2/1/19			145,888 50	145,888 50		(1,541 33)	-	144,347 17
Avon Products 6 5% due 3/1/19			80,304 75	80,304 75		(217 30)	-	80,087 45
BlackRock Inc Nts B/E 5 0% due 12/10/19	112,389 44	(111,570 51)		818 93		(818 93)	-	
UBS AG Jersey Branch 4 0% 04/20/20			103,905 25	103,905 25		(385 41)		103,519 84
Berkshire Hathaway Fin 4 25% due 01/15/21	104,334 87	(104,092 80)		242 07		(242 07)	-	
Dell Inc 4 625% due 04/01/21	213,435 02	(213,276 22)		158 80		(158 80)	-	-
Jefferies Group Inc 6 875% due 04/15/21	54,638 47	(54,294 80)		343 67		(343 67)	-	
Goldman Sachs Group Inc. 4 0% due 08/29/21		(75,330 15)	75,342 75	12 60		(12 60)	-	
Murphy Oil Corp B/E 4 0% due 06/01/22			100,578 25	100,578 25		(28 68)		100,549 57
Morgan Stanley 9 45% due 9/26/22	43,298 50			43,298 50		(3,902 38)	2,888 57	42,284 69
Fiserv Inc Nts 3 5% due 10/1/22			76,411 50	76,411 50		(29 12)	-	76,382 38
Intl Paper Co 6 875% due 11/01/23	120,201 83			120,201 83		(1,311 72)	-	118,890 11
Boeing Co 7 25% due 6/15/25	24,055 13			24,055 13		(214 78)	-	23,840 35
Bellsouth Telcommun Inc 7 0% due 10/01/25	122,799 69			122,799 69		(1,206 70)	-	121,592 99
Barclays Bk PLC Step Up 5 0% due 04/13/26	100,005 25	(100,005 25)		-		-	-	-
Aon Corp Sub Deb 8 205% due 01/01/27	118,047 15	(116,759 66)		1,287 49		(1,287 49)	-	-
Dell Computer 7 1% due 4/15/28	23,898 28			23,898 28		(155 26)	-	23,743 02
Deere & Co 6 55% due 10/1/28	23,895 77			23,895 77		(154 98)	-	23,740 79
Citizens Communications Notes 9% 8/15/31	27,814 58			27,814 58		(63 51)	-	27,751 07
Jefferies Group Inc 6 25% due 01/15/36	37,854 01			37,854 01		-	-	37,854 01
Goldman Sachs Nts 6 45% due 5/1/36		(153,025 56)	153,041 25	15 69		(15 69)		
Western Union Co 6 2% Due 11/17/36			56,165 25	56,165 25		(58 88)		56,106 37
MS Nts 8 0% due 2/23/37	86,334 16			86,334 16		(5,102 97)	4,741 49	85,972 68
Wells Fargo & Co Nts 7 98% due 2/28/49	53,504 97	(53,730 92)		(225 95)		-	225 95	
Amer Intl Group 8 175% due 5/15/58			60,942 75	60,942 75		(12 93)	-	60,929 82
Total Corp Bonds·	**$ 3,533,904.21**	**$ (2,272,398.26)**	**$ 1,698,457.00**	**$ 2,959,962.95**	**$ -**	**$ (60,719 26)**	**$ 7,943.38**	**$ 2,907,187.07**

***Please refer to below for Transfer In Basis WP**

Fixed Income Securities	12/31/2011 Cost Basis	Sale Cost Basis	Purchase Price	Difference from Beginning	Return of Capital	Amortization	Accretion/ (OID)	12/31/2012 Cost Basis
Eaton Vanch Floating Rate Income Trust			$ 66,701 97	66,701 97				$ 66,701 97
Morgan Stanley linked to SPX due 5/25/12	99,999 99	(99,999 99)		-		(2,127 19)	2,127 19	
Morgan Stanley due 6/26/17	129,967 84			129,967 84		(23 36)	7,648 81	137,593 29
US Bancorp Ser F Pfd	-	(50,985 25)	50,985 25	-		-		
Total Fixed Income Securities.	**$ 229,967.83**	**$ (150,985.24)**	**$ 117,687.22**	**$ 196,669.81**	**$ -**	**$ (2,150.55)**	**$ 9,776.00**	**$ 204,295.26**
Total Corp Bonds & Fixed Income Securities	**$ 3,763,872.04**	**$ (2,423,383.50)**	**$ 1,816,144 22**	**$ 3,156,632.76**		**$ (62,869 81)**	**$ 17,719.38**	**$ 3,111,482 33**

Government Securities:	12/31/2011 Cost Basis	Sale Cost Basis	Purchase Price	Difference from Beginning	Return of Capital	Amortization	Accretion/ (OID)	12/31/2012 Cost Basis
FNMA 6 125% due 3/15/12	$ 19,072 97	$ (19,000 00)		$ 72 97		(72 97)	-	$ -
FNMA 4 625% due 10/15/14	$ 13,043 06			$ 13,043 06		(14 78)	-	$ 13,028 28
FHR 4024 3 0% due 3/15/27		$ (26,739 18)	$ 70,333 39	$ 43,594 21		-	-	$ 43,594 21
GNMA Pl 3 50% due 01/20/41	$ 201,407 42	$ (68,317 96)		$ 133,089 46		-	-	**$ 133,089 46**
Total Government Securities=	**$ 233,523.45**	**$ (114,057.14)**	**$ 70,333 39**	**$ 189,799 70**	**$ -**	**$ (87 75)**	**$ -**	**$ 189,711 95**

UBS Basis Reconciliation for 18245

Stocks	12/31/2011 Cost Basis	Sale Cost Basis	Purchase Price	Difference from Beginning	Return of Capital	Amortization	Accretion/ (OID)	12/31/2012 Cost Basis
Municipal Securities:								
Columbis, OH Tax Sr C 4 71% due 06/01/24	106,877 25	(106,877 25)		$ -		-	-	-
Total Municipal Securities=	$ 106,877 25	$ (106,877 25)	$ -	$ -		$ -	$ -	$ -
Total Portfolio:	$ 4,344,272.74	$ (2,884,317 89)	$ 1,886,477.61	$ 3,346,432 46	$ -	$ (62,957.56)	$ 17,719.38	$ 3,301,194.28

STATEMENT 7A

Your assets

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

Cash

Cash and money balances

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

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/interest period	Days in period
UBS BANK USA DEP ACCT	380,628.74	704, 258 37				

Equities

Structured products

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

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY NTS DEX RATE 08.000% MATURES 02/23/37 ACCRUED INTEREST $844.44 EAI: $8,000 Current yield: 9.22% Original cost basis $100,000 00	Feb 14, 07	100,000 000	85 972	85,972.68[1]	86.814	86,814.00	841 32	LT
MORGAN STANLEY 9.4500% DUE 09/26/22 Exchange: OTC Original cost basis: $50,000.00	Jul 24, 07	2,000 000	21 142	42,284 69[1]	14.650	29,300 00	-12,984 69	LT
Total			B	**$128,257.37**	B	**$116,114.00**	**-$12,143.37**	

Total estimated annual income: $8,000

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

Your assets (continued)

Fixed income

Corporate bonds and notes

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
J P MORGAN CHASE & CO NTS RATE 05.750% MATURES 01/02/13 ACCRUED INTEREST $142.95 CUSIP 46625HAT7 Moody: A3 S&P: A- EAI: $144 Current yield: 5.75% Original cost basis. $5,327.90	Jan 25, 05	5,000.000	100 008	5,000.41¹	100.000	5,000.00	-0 41	LT
UBS AG STAMFORD BRNCH MED TERM NTS RATE 02 750% MATURES 01/08/13 ACCRUED INTEREST $1,982 29 CUSIP 90261XFW7 Moody A2 S&P. A EAI. $2,063 Current yield. 2.75% Original cost basis: $151,325.25	Oct 18, 11	150,000 000	100 018	150,027.48	100.035	150,052 50	25 02	LT
CONS EDISON NTS 0BP RATE 04.875% MATURES 02/01/13 ACCRUED INTEREST $101.56 CUSIP 209111EA7 Moody: A3 S&P A- EAI: $122 Current yield: 4.86% Original cost basis: $5,071.00	Nov 08, 04	5,000.000	100.018	5,000 91¹	100.350	5,017 50	16 59	LT

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GOLDMAN SACHS GROUP INC NTS RATE 04.750% MATURES 07/15/13 ACCRUED INTEREST $2,190 28 CUSIP 38141GDK7 Moody: A3 S&P: A- EAI: $4,750 Current yield: 4.65% Original cost basis: $103,050.25	Oct 11, 11	100,000 000	100 963	100,963.29	102.097	102,097 00	1,133.71	LT
BLYTH INDUSTRIES INC NTS MW + 20 BP RATE 05 500% MATURES 11/01/13 ACCRUED INTEREST $146 66 CUSIP 09643PAB4 Moody: B3 S&P B+ EAI: $880 Current yield. 5.41%	May 02, 07	16,000 000	90 007	14,401 27¹	101.750	16,280.00	1,878 73	LT
MORGAN STANLEY NTS B/E ADJ RATE MATURES 01/24/14 CUSIP 61747WAE9 Moody: Baa1 S&P. A- EAI: $2,052 Current yield: 2.04%	Feb 28, 12	100,000 000	97 219	97,224 25	100.645	100,645.00	3,420 75	ST
WELLS FARGO & CO NEW GLOBAL NOTES RATE 04 625% MATURES 04/15/14 ACCRUED INTEREST $976.39 CUSIP 949746FS5 Moody: A3 S&P. A EAI: $4,625 Current yield: 4.40% Original cost basis. $106,297 25	Oct 17, 11	100,000 000	103 316	103,316 33	105 162	105,162 00	1,845 67	LT
SLM CORP NTS B/E ADJ RATE MATURES 07/01/14 CUSIP 78442FCS5 Moody: Ba1 S&P BBB- EAI $3,995 Current yield: 3.98% Original cost basis: $100,700.25	Apr 05, 12	100,000 000	100 480	100,480.31	100.276	100,276 00	-204.31	ST

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
US BANK NA MINN NTS SER BKNT B/E RATE 04.950% MATURES 10/30/14 ACCRUED INTEREST $2,062.50 CUSIP 90331HKP7 Moody: A1 S&P: A+ EAI: $12,375 Current yield: 4 60% Original cost basis: $275,970.25	Nov 18, 11	250,000 000	106 541	266,354.70	107.520	268,800.00	2,445 30	LT
ADOBE SYSTEMS INC NTS M/W T+15BP RATE 03.250% MATURES 02/01/15 ACCRUED INTEREST $1,015.62 CUSIP 00724FAA9 Moody: Baa1 S&P. BBB+ EAI: $2,438 Current yield: 3.10% Original cost basis: $79,865.25	Apr 24, 12	75,000 000	104 921	78,690 81	104.718	78,538.50	-152 31	ST
SWISS BANK CORP NOTES RATE 07.000% MATURES 10/15/15 ACCRUED INTEREST $1,477.78 CUSIP 870836AD5 Moody: Baa3 S&P: BBB EAI: $7,000 Current yield: 6.40% Original cost basis: $109,755.25	Apr 03, 12	100,000.000	107 857	107,857.57	109.446	109,446 00	1,588 43	ST
FIFTH THIRD BANCORP NTS B/E RATE 03.625% MATURES 01/25/16 ACCRUED INTEREST $785.41 CUSIP 316773CK4 Moody: Baa1 S&P: BBB EAI: $1,813 Current yield: 3.39% Original cost basis: $52,119.75	Nov 02, 11	50,000 000	103.132	51,566.24	106.842	53,421.00	1,854.76	LT

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
TIME WARNER INC CALL@M/W+30BP RATE 05 875% MATURES 11/15/16 ACCRUED INTEREST $225 20 CUSIP 887317AC9 Moody: Baa2 S&P: BBB EAI. $1,763 Current yield: 5.02% Original cost basis: $30,725.25	Jan 10, 07	30,000 000	101 109	30,332 77¹	117.089	35,126.70	4,793 93	LT
WILLIS GROUP N AMER MW+25BP RATE 06.200% MATURES 03/28/17 ACCRUED INTEREST $800.83 CUSIP 970648AD3 Moody: Baa3 S&P: BBB- EAI: $3,100 Current yield: 5.45% Original cost basis: $57,938.75	Mar 12, 12	50,000.000	113 531	56,765.76	113 848	56,924.00	158 24	ST
MERRILL LYNCH & CO 0BP RATE 05.700% MATURES 05/02/17 ACCRUED INTEREST $700.62 CUSIP 59022CCS0 Moody: Baa3 S&P: BBB+ EAI: $4,275 Current yield: 5 19% Original cost basis: $77,555.25	Apr 26, 12	75,000 000	103 002	77,251.52	109.750	82,312.50	5,060 98	ST
HALLIBURTON MED SER A MTN RATE 07.530% MATURES 05/12/17 ACCRUED INTEREST $1,568.75 CUSIP 40621PAB5 Moody: A2 S&P: A EAI: $3,765 Current yield: 6.06% Original cost basis: $57,509.75	Jan 11, 07	50,000 000	107 400	53,700 21¹	124 221	62,110.50	8,410 29	LT

continued next page

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

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

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MARRIOTT INTL INC CALL@M/WT+20 RATE 06.375% MATURES 06/15/17 ACCRUED INTEREST $141.66 CUSIP 571903AG8 Moody: Baa2 S&P: BBB EAI: $3,188 Current yield: 5.43% Original cost basis: $58,736.25	Nov 02, 11	50,000.000	114 133	57,066 82	117.299	58,649 50	1,582 68	LT
AT&T INC CALL @M/W+8P RATE 05 500% MATURES 02/01/18 ACCRUED INTEREST $2,291 67 CUSIP 00206RAJ1 Moody. A2 S&P: A- EAI. $5,500 Current yield. 4,62% Original cost basis. $117,165.25	Nov 14, 11	100,000.000	114.265	114,265.43	119.129	119,129.00	4,863.57	LT
BIOGEN IDEC INC NTS B/E CALL@MW+50BP RATE 06.875% MATURES 03/01/18 ACCRUED INTEREST $1,375 00 CUSIP 09062XAB9 Moody. Baa2 S&P. BBB+ EAI: $4,125 Current yield: 5 55% Original cost basis. $73,239 45	Oct 21, 11	60,000.000	118.287	70,972.24	123.867	74,320.20	3,347.96	LT
HEWLETT PACKARD CO CALL@M/W+30BP RATE 05.500% MATURES 03/01/18 ACCRUED INTEREST $934 99 CUSIP 428236AS2 Moody. Baa1 S&P: BBB+ EAI. $2,805 Current yield. 5 09% Original cost basis. $59,266.23	Nov 14, 11	51,000.000	113.521	57,896.00	108.157	55,160.07	-2,735.93	LT

continued next page

STATEMENT 7A **10 OF 17**

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CSX CORP CALL@M/W+30BP NTS RATE 06.250% MATURES 03/15/18 ACCRUED INTEREST $1,840 28 CUSIP 126408GM9 Moody: Baa2 S&P: BBB EAI: $6,250 Current yield. 5 13%								
Original cost basis: $121,565.25	Nov 14, 11	100,000.000	118 001	118,001.13	121.904	121,904 00	3,902 87	LT
REED ELSEVIER CPTL NTS CALL@MW+50BP RATE 08 625% MATURES 01/15/19 ACCRUED INTEREST $1,988.54 CUSIP 758202AG0 Moody Baa1 S&P: BBB+ EAI: $4,313 Current yield: 6.69%								
Original cost basis: $65,362.75	May 04, 11	50,000.000	124.918	62,459.31	128.939	64,469.50	2,010.19	LT
WASHINGTON POST CO CALL@MW NTS RATE 07.250% MATURES 02/01/19 ACCRUED INTEREST $3,776.03 CUSIP 939640AD0 Moody: Baa1 S&P: BBB EAI: $9,063 Current yield: 6.05%								
Original cost basis· $87,605.25	May 31, 12	75,000.000	115 550	86,663 01	119.907	89,930.25	3,267 24	ST
Original cost basis· $58,283.25	Jun 07, 12	50,000 000	115 368	57,684.16	119.907	59,953.50	2,269 34	ST
Security total		125,000.000		144,347.17		149,883.75	5,536.58	
AVON PRODUCTS INC NTS CALL MW+50BPS RATE 06.500% MATURES 03/01/19 ACCRUED INTEREST $1,625.00 CUSIP 054303AW2 Moody: Baa1 S&P: BBB- EAI: $4,875 Current yield: 6.03%								
Original cost basis: $80,304.75	Sep 04, 12	75,000 000	106 783	80,087 45	107.883	80,912.25	824 80	ST

continued next page

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

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

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
UBS AG JERSEY BRNCH FOREIGN SECURITY RATE 04.000% MATURES 04/22/20 MED TERM NTS CALLABLE ACCRUED INTEREST $766.67 ISIN US90261JFP30 Moody: A2 S&P. A EAI: $4,000 Current yield: 3.85% Original cost basis: $103,905 25	Jan 24, 12	100,000 000	103 519	103,519.84	103 994	103,994 00	474 16	ST
MURPHY OIL CORP B/E +35BP RATE 04.000% MATURES 06/01/22 CALLABLE ACCRUED INTEREST $333.33 CUSIP 626717AD4 Moody. Baa3 S&P. BBB EAI. $4,000 Current yield. 3 97% Original cost basis: $100,578.25	May 18, 12	100,000.000	100.549	100,549.57	100.795	100,795.00	245.43	ST
FISERV INC NTS B/E RATE 03.500% MATURES 10/01/22 INTEREST EARNED FROM 09/25/12 1ST INTEREST PAYMENT 04/01/13 CALLABLE ACCRUED INTEREST $699.99 CUSIP 337738AM0 Moody. Baa2 S&P. BBB- EAI. $2,625 Current yield: 3 44% Original cost basis: $76,411 50	Sep 27, 12	75,000.000	101.843	76,382 38	101.814	76,360.50	-21.88	ST
INTL PAPER CO DEB RATE 06.875% MATURES 11/01/23 ACCRUED INTEREST $1,145 83 CUSIP 460146AP8 Moody: Baa3 S&P. BBB EAI: $6,875 Current yield: 5 61% Original cost basis. $120,538 25	Sep 21, 11	100,000.000	118.890	118,890.11	122.623	122,623.00	3,732.89	LT

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BOEING CO DEBS RATE 07 250% MATURES 06/15/25 ACCRUED INTEREST $64.44 CUSIP 097023AM7 Moody: A2 S&P: A EAI. $1,450 Current yield: 5 29% Original cost basis: $24,378.05	May 19, 10	20,000 000	119 201	23,840.35	137 018	27,403.60	3,563 25	LT
BELLSOUTH TELECOMMUN INC DEBS RATE 07.000% MATURES 10/01/25 ACCRUED INTEREST $1,750 00 CUSIP 079867AM9 Moody: WR S&P: A- EAI: $7,000 Current yield. 5.53% Original cost basis: $123,387.25	Jun 27, 11	100,000.000	121 592	121,592.99	126.542	126,542.00	4,949 01	LT
DELL COMPUTER CORP 15BP RATE 07.100% MATURES 04/15/28 ACCRUED INTEREST $299.77 CUSIP 247025AE9 Moody: A2 S&P: A- EAI: $1,420 Current yield: 5.90% Original cost basis: $24,131.45	May 19, 10	20,000.000	118 715	23,743 02	120.398	24,079.60	336 58	LT
DEERE & CO B/E RATE 06 550% MATURES 10/01/28 ACCRUED INTEREST $327.50 CUSIP 244199AW5 Moody. A2 S&P: A EAI: $1,310 Current yield: 5.00% Original cost basis. $24,129.85	May 19, 10	20,000.000	118.703	23,740.79	130.896	26,179.20	2,438.41	LT

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CITIZENS COMMUNCTNS NTS M-W+50BP RATE 09.000% MATURES 08/15/31 ACCRUED INTEREST $850.00 CUSIP 17453BAJ0 Moody: Ba2 S&P: BB EAI: $2,250 Current yield: 8 18% Original cost basis: $28,067.75	Jan 10, 07	25,000.000	111 004	27,751.07[1]	110 000	27,500 00	-251.07	LT
JEFFRIES GROUP INC MW+25BP RATE 06.250% MATURES 01/15/36 ACCRUED INTEREST $1,095.13 CUSIP 472319AC6 Moody. Baa3 S&P: BBB EAI: $2,375 Current yield: 6.04%	May 18, 11	38,000 000	99.602	37,854.01	103.500	39,330.00	1,475.99	LT
WESTERN UNION CO MW+25BP RATE 06.200% MATURES 11/17/36 ACCRUED INTEREST $378.89 CUSIP 959802AH2 Moody: Baa1 S&P: BBB+ EAI: $3,100 Current yield: 6.13% Original cost basis: $56,165.25	Jul 10, 12	50,000.000	112.212	56,106.37	101.189	50,594.50	-5,511 87	ST
AMER INTL GROUP INC B/E CALL @ MW + 50 BP RATE 08.175% MATURES 05/15/58 ACCRUED INTEREST $522.29 CUSIP 026874BS5 Moody: Baa2 S&P: BBB EAI: $4,088 Current yield: 6.28% Original cost basis: $60,942 75	Aug 24, 12	50,000 000	121 859	60,929 82	130 250	65,125 00	4,195 18	ST
Total		**$2,565,000.000**	**B**	**$2,778,929.70**		**B $2,846,163.87**	**$67,234.17**	

Total accrued interest: $36,383.85

Total estimated annual income: $135,772

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

STATEMENT 7A **14 OF 17**

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

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

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

Asset backed securities

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

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Adjusted cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
FHR 4024 H								
RATE 03 0000% MATURES 03/15/27								
CURRENT PAR VALUE 42,945								
ACCRUED INTEREST $107.35								
CUSIP 3137ANKR5								
EAI: $1,288 Current yield: 2.96%	Jul 17, 12	75,000.000	101.500	43,594.21	101.276	43,492 97	-101.24	ST
GNMA PL 004932M								
RATE 03.5000% MATURES 01/20/41								
CURRENT PAR VALUE 147,325								
ACCRUED INTEREST $429.68								
CUSIP 36202FPR1								
EAI $5,156 Current yield: 3.32%	Sep 29, 11	200,000 000	104 675	133,089 46	105 315	132,446 82	937 20	LT
Total		**$275,000.000**		**$176,683.67**		**$176,003.56**	**$835.96**	

Total accrued interest: $537.03

Total estimated annual income: $6,444

Closed end funds & Exchange traded products

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EATON VANCE FLOATING RATE									
INCOME TRUST									
Symbol: EFT									
Trade date: Aug 24, 12	2,000.000	16.707	33,414.18	33,414.18	17.040	34,080 00	665 82		ST
Trade date Sep 4, 12	2,000.000	16 643	33,287 79	33,287.79	17.040	34,080.00	792 21		ST
EAI: $4,168 Current yield: 6.12%									
Security total	4,000.000	16 675	66,701.97	66,701 97		68,160.00	1,458.03	1,458 03	

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

Government securities

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

Holding	Trade date	Quantity	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
FNMA RATE 4.6250% MATURES 10/15/14 ACCRUED INTEREST $126 93 CUSIP 31359MWJ8 EAI. $601 Current yield: 4.29% Original cost basis: $13,124.29	Jul 20, 05	13,000.000	100 217	13,028 28[1]	107.738	14,005.94	977 66	LT

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

Other

Structured products

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

Holding	Trade date	Quantity	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY Exchange: OTC Original cost basis: $100,000.00	May 23, 07	4,000.000	34 398	137,593.29[1]	19 640	78,560.00	-59,033.29	LT

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

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	704, 258.37	18.81%	704, 258.37		
Equities	Structured products	116,114 00		128,257.37	8,000.00	-12,143.37
	Total accrued interest	B 844 44				
	Total equities	**116,958.44**	**2.83%**	**128,257.37**	**8,000.00**	**-12,143.37**
Fixed income	Corporate bonds and notes	2,846,163.87		2,778,929 70	135,772 00	67,234.17
	Asset backed securities	176,003.56		176,683.67	6,444 00	835.96
	Closed end funds & Exchange traded products	B 68,160.00		B 66,701.97	4,168.00	1,458 03

continued next page

STATEMENT 7A **16 OF 17**

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

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

Your assets › **Your total assets** (continued)

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
	Government securities	14,005 94		13,028 28	601.00	977 66
	Total accrued interest	B 37,047 81				
	Total fixed income	**3,164,025.91**	**76.46%**	**3,056,472.28**	**146,985.00**	**70,505.82**
Other	**Structured products**	B 78,560.00	1.90%	B 137,593.29		-59,033.29
Total		$4,041157.99	**100.00%**	$4,005,452.65	**$154,985.00**	**-$670.84**

TOTAL OF B	**3,146,889**	**3,111,482**

STATEMENT 7A

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UBS # 19426 (STMT 8A)		8,044,605.	8,589,868.	9,981,082.
	TOTALS	8,044,605.	8,589,868.	9,981,082.

NAME: THE FROG ROCK FOUNDATION
EIN: 13-4127228
TAX YEAR: 12/31/2012

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

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

Your assets

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

Cash

Cash and money balances

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

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
UBS BANK USA DEP ACCT	250,000 00	250,000.00					250,000 00
UBS SELECT PRIME CAPITAL	705,881.42	702. 452 48	1.00	0 09%	Nov 1 to Nov 30	30	
Total	**$955,881.42**	**$952,452.48**					

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ADOBE SYSTEMS INC (DELAWARE)								
Symbol· ADBE Exchange: OTC	Dec 22, 11	4,958 000	27 989	138,773 96	37.680	186,817.44	48,043 48	LT
	Jan 3, 12	1,593.000	28 919	46,069.40	37.680	60,024.24	13,954.84	ST
	Jun 21, 12	2,516 000	31 316	78,793 35	37 680	94,802.88	16,009 53	ST
	Aug 24, 12	3,317.000	32.170	106,707 89	37 680	124,984.56	18,276.67	ST
	Sep 21, 12	1,929.000	33.790	65,181.30	37.680	72,684.72	7,503 42	ST
Security total		14,313 000	30 429	435,525 90		539,313.84	103,787 94	
ANADARKO PETROLEUM CORP								
Symbol: APC Exchange: NYSE								
EAI· $275 Current yield: 0 49%	Jul 13, 10	763.000	48 256	36,819.95	74.310	56,698.53	19,878.58	LT
ANALOG DEVICES INC								
Symbol: ADI Exchange. OTC								
EAI: $2,160 Current yield: 2.85%	May 10, 10	1,800.000	28.966	52,140 24	42.060	75,708.00	23,567.76	LT

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STATEMENT 8A

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
APPLE INC								
Symbol: AAPL Exchange: OTC								
EAI: $4,272 Current yield 1 99%	Jul 13, 10	216 000	248 454	53,666 16	532 172	114,949 15	61,282 99	LT
	Dec 12, 12	187.000	542.403	101,429 40	532.172	99,516.16	-1,913.24	ST
Security total		403 000	384 853	155,095.56		214,465.31	59,369 75	
AT&T INC								
Symbol: T Exchange. NYSE								
EAI: $6,408 Current yield: 5.34%	Oct 21, 09	2,000 000	26.017	52,035.00	33 710	67,420.00	15,385.00	LT
	Dec 29, 09	543 000	28.338	15,388 01	33 710	18,304 53	2,916.52	LT
	Jan 21, 10	491.000	25.853	12,694.04	33.710	16,551.61	3,857.57	LT
	Jul 13, 10	526 000	24.990	13,144 88	33.710	17,731.46	4,586 58	LT
Security total		3,560.000	26.197	93,261.93		120,007.60	26,745 67	
CELGENE CORP								
Symbol: CELG Exchange: OTC	Dec 21, 10	1,507.000	58.940	88,824.03	78.470	118,254.29	29,430.26	LT
CHEVRON CORP								
Symbol: CVX Exchange: NYSE								
EAI: $3,204 Current yield: 3.33%	Oct 21, 09	505.000	77.918	39,348.84	108.140	54,610.70	15,261.86	LT
	Dec 29, 09	150 000	77.408	11,611.28	108.140	16,221 00	4,609 72	LT
	Jan 21, 10	125.000	77.984	9,748.00	108.140	13,517.50	3,769.50	LT
	Jul 13, 10	110 000	72.850	8,013 59	108 140	11,895.40	3,881.81	LT
Security total		890 000	77 215	68,721.71		96,244.60	27,522.89	
COCA COLA CO COM								
Symbol: KO Exchange. NYSE								
EAI: $4,829 Current yield. 2.81%	Sep 5, 07	400 000	26 835	10,734.00	36.250	14,500.00	3,766 00	LT
	Sep 20, 07	2,000.000	28 133	56,266.10	36 250	72,500.00	16,233.90	LT
	Jan 21, 10	450.000	27 741	12,483.51	36 250	16,312.50	3,828.99	LT
	Jul 13, 10	360 000	26.419	9,510 91	36 250	13,050.00	3,539.09	LT
	Feb 24, 11	1,524 000	32.079	48,888 85	36.250	55,245.00	6,356 15	LT
Security total		4,734 000	29.126	137,883.37		171,607.50	33,724 13	
COMCAST CORP NEW SPECIAL CL A								
Symbol. CMCSK Exchange. OTC								
EAI: $6,856 Current yield: 1 81%	Jun 27, 08	559.000	18.483	10,332 05	35 920	20,079 28	9,747 23	LT
	Aug 1, 11	5,989 000	23.118	138,457.82	35 920	215,124.88	76,667.06	LT

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STATEMENT 8A

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Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

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

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Aug 3, 11	4,000 000	22.310	89,240 00	35.920	143,680.00	54,440 00	LT
Security total		10,548.000	22 566	238,029 87		378,884.16	140,854.29	
CSX CORPORATION								
Symbol. CSX Exchange: NYSE								
EAI: $1,581 Current yield: 2 84%	Jan 21, 10	420 000	15 489	6,505 56	19.730	8,286 60	1,781 04	LT
	Jul 13, 10	2,403.000	17 522	42,107.37	19.730	47,411.19	5,303.82	LT
Security total		2,823.000	17.220	48,612 93		55,697 79	7,084.86	
EMC CORP MASS								
Symbol: EMC Exchange: NYSE	Jul 13, 10	2,356.000	19.840	46,744 48	25 300	59,606 80	12,862.32	LT
EXPRESS SCRIPTS HLDG CO								
Symbol: ESRX Exchange: OTC	Nov 26, 12	3,032.000	51.910	157,391.12	54.000	163,728.00	6,336.88	ST
	Nov 26, 12	1,068 000	51.338	54,829.08	54 000	57,672.00	2,842.92	ST
	Dec 7, 12	1,350.000	53.983	72,877 05	54 000	72,900 00	22 95	ST
Security total		5,450 000	52.311	285,097.25		294,300.00	9,202.75	
EXXON MOBIL CORP								
Symbol: XOM Exchange: NYSE								
EAI: $2,934 Current yield: 2.63%	Oct 1, 07	762.000	92.500	70,485 00	86.550	65,951 10	-4,533 90	LT
	Jan 21, 10	181.000	67.778	12,267.82	86 550	15,665.55	3,397.73	LT
	Jul 13, 10	344.000	59.309	20,402 38	86 550	29,773 20	9,370 82	LT
Security total		1,287.000	80.152	103,155.20		111,389.85	8,234.65	
FISERV INC								
Symbol. FISV Exchange: OTC	Mar 11, 11	201 000	59 913	12,042 64	79.030	15,885.03	3,842.39	LT
	Mar 30, 11	1,000.000	62.609	62,609 90	79.030	79,030 00	16,420.10	LT
	Apr 7, 11	1,500.000	62.356	93,534 82	79.030	118,545.00	25,010.18	LT
Security total		2,701.000	62.269	168,187.36		213,460.03	45,272 67	
GOOGLE INC CL A								
Symbol: GOOG Exchange: OTC	Apr 22, 10	88.000	547.789	48,205 48	707.380	62,249.44	14,043 96	LT
	May 14, 10	345 000	509 287	175,704 30	707 380	244,046.10	68,341.80	LT
	Mar 11, 11	100.000	575.152	57,515.20	707 380	70,738.00	13,222 80	LT
	Jun 8, 11	100.000	520.670	52,067.00	707.380	70,738 00	18,671 00	LT
	Apr 25, 12	217.000	610 030	132,376 51	707 380	153,501.46	21,124 95	ST
	Nov 14, 12	246.000	661.379	162,699.46	707.380	174,015.48	11,316.02	ST

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		1,096.000	573 511	628,567.95		775,288.48	146,720.53	
INTEL CORP								
Symbol: INTC Exchange: OTC								
EAI: $3,341 Current yield: 4.36%	Nov 29, 11	3,712.000	23.630	87,714.56	20.620	76,541.44	-11,173.12	LT
INTERCONTINENTALEXCHANGE INC								
Symbol: ICE Exchange NYSE	Jul 13, 10	444 000	107 638	47,791.69	123.810	54,971.64	7,179.95	LT
INTL BUSINESS MACH								
Symbol: IBM Exchange: NYSE								
EAI: $2,050 Current yield: 1.77%	Oct 21, 09	340.000	122.972	41,810.65	191.550	65,127.00	23,316 35	LT
	Dec 29, 09	94.000	132.107	12,418.06	191.550	18,005.70	5,587.64	LT
	Jan 21, 10	85.000	129.979	11,048 29	191.550	16,281.75	5,233.46	LT
	Jul 13, 10	84.000	129.434	10,872 51	191.550	16,090.20	5,217.69	LT
Security total		603 000	126 284	76,149.51		115,504.65	39,355 14	
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange: NYSE								
EAI. $2,542 Current yield: 3.48%	Oct 21, 09	590 000	60.759	35,848.15	70.100	41,359 00	5,510.85	LT
	Dec 29, 09	163 000	65.057	10,604 37	70.100	11,426.30	821.93	LT
	Jan 21, 10	143 000	64.878	9,277.66	70 100	10,024.30	746 64	LT
	Jul 13, 10	146 000	60.789	8,875.32	70.100	10,234.60	1,359.28	LT
Security total		1,042 000	62.001	64,605 50		73,044.20	8,438.70	
JPMORGAN CHASE & CO								
Symbol: JPM Exchange: NYSE								
EAI: $1,723 Current yield: 2.73%	Oct 21, 09	840.000	46.109	38,731.73	43 969	36,933.96	-1,797.77	LT
	Dec 29, 09	274 000	41 687	11,422.24	43 969	12,047 51	625.27	LT
	Jan 21, 10	211.000	42.093	8,881.78	43 969	9,277.46	395.68	LT
	Jul 13, 10	111.000	40 065	4,447.26	43.969	4,880.56	433.30	LT
Security total		1,436 000	44 208	63,483.01		63,139.48	-343 52	
MCDONALDS CORP								
Symbol. MCD Exchange: NYSE								
EAI: $3,102 Current yield: 3.49%	Oct 21, 09	585.000	58.747	34,367 29	88.210	51,602.85	17,235.56	LT
	Dec 29, 09	159 000	63 758	10,137.60	88 210	14,025 39	3,887.79	LT
	Jan 21, 10	139.000	63.317	8,801.09	88.210	12,261 19	3,460 10	LT
	Jul 13, 10	124.000	70.659	8,761.75	88 210	10,938.04	2,176.29	LT

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		1,007.000	61 636	62,067 73		88,827 47	26,759 74	
MEDTRONIC INC								
Symbol· MDT Exchange. NYSE								
EAI: $1,825 Current yield· 2.54%	Apr 15, 11	1,755 000	40 936	71,844.26	41.020	71,990.10	145.84	LT
METLIFE INC								
Symbol. MET Exchange: NYSE								
EAI. $1,254 Current yield: 2 25%	Dec 10, 10	1,695.000	43.810	74,257 95	32 940	55,833 30	-18,424 65	LT
MICROSOFT CORP								
Symbol· MSFT Exchange· OTC								
EAI: $1,689 Current yield· 3.44%	Oct 21, 09	780.000	26 568	20,723.04	26.709	20,833.02	109.98	LT
	Dec 29, 09	533.000	31.389	16,730 82	26.709	14,235 90	-2,494 92	LT
	Jan 21, 10	523.000	30 667	16,039.23	26.709	13,968.81	-2,070.42	LT
Security total		1,836 000	29 136	53,493 09		49,037 72	-4,455.36	
MOTOROLA SOLUTIONS INC								
Symbol· MSI Exchange. NYSE								
EAI· $4,304 Current yield· 1.87%	Aug 16, 11	2,138 000	40 250	86,054.71	55 680	119,043.84	32,989.13	LT
	Aug 30, 11	2,000.000	41.707	83,414 00	55.680	111,360.00	27,946.00	LT
Security total		4,138.000	40.954	169,468.71		230,403.84	60,935.13	
NEXTERA ENERGY INC COM								
Symbol. NEE Exchange. NYSE								
EAI: $3,161 Current yield. 3 47%	Jul 13, 10	1,317.000	52.235	68,793 72	69.190	91,123 23	22,329.51	LT
NOVARTIS AG SPON ADR								
Symbol: NVS Exchange: NYSE								
EAI: $1,666 Current yield: 3.33%	Oct 21, 09	435.000	52.128	22,675.94	63 300	27,535.50	4,859.56	LT
	Dec 29, 09	249.000	54.866	13,661 88	63.300	15,761 70	2,099 82	LT
	Jan 21, 10	107 000	54 162	5,795 36	63 300	6,773 10	977 74	LT
Security total		791.000	53.266	42,133 18		50,070 30	7,937.12	
OCCIDENTAL PETROLEUM CRP								
Symbol: OXY Exchange: NYSE								
EAI: $1,261 Current yield: 2.82%	Oct 21, 09	330.000	83.513	27,559.42	76.610	25,281.30	-2,278.12	LT
	Dec 29, 09	98.000	82.280	8,063.44	76 610	7,507.78	-555 66	LT
	Jan 21, 10	82.000	77.980	6,394.36	76 610	6,282.02	-112.34	LT
	Jul 13, 10	74.000	81.908	6,061.25	76.610	5,669.14	-392.11	LT

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STATEMENT 8A

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		584.000	82.326	48,078 47		44,740 24	-3,338 23	
ORACLE CORP								
Symbol: ORCL Exchange: OTC								
EAI: $3,893 Current yield: 0.72%	Jan 3, 12	7,176.000	26.400	189,446 40	33 320	239,104.32	49,657.92	ST
	Mar 9, 12	4,701 000	30 220	142,064.22	33 320	156,637.32	14,573.10	ST
	May 7, 12	4,345.000	28.255	122,767 98	33.320	144,775.40	22,007.42	ST
Security total		16,222.000	28.004	454,278.60		540,517.04	86,238.44	
PEPSICO INC								
Symbol: PEP Exchange NYSE								
EAI: $3,133 Current yield: 3.14%	Jun 13, 07	281.000	65.796	18,488.85	68.430	19,228 83	739.98	LT
	Jun 20, 07	149 000	65.987	9,832.21	68 430	10,196 07	363 86	LT
	Oct 1, 07	400 000	73.540	29,416 00	68 430	27,372 00	-2,044.00	LT
	Jan 21, 10	201 000	62.083	12,478.77	68 430	13,754.43	1,275.66	LT
	Jul 13, 10	426 000	63 998	27,263 57	68 430	29,151.18	1,887.61	LT
Security total		1,457.000	66 904	97,479 40		99,702.51	2,223.11	
PNC FINANCIAL SERVICES GROUP								
Symbol: PNC Exchange: NYSE								
EAI: $1,608 Current yield. 2.74%	Apr 14, 11	1,005.000	61.906	62,216.43	58 310	58,601.55	-3,614 88	LT
PRIMERICA INC								
Symbol: PRI Exchange: NYSE								
EAI: $2,700 Current yield: 1.20%	Nov 14, 11	1,000 000	22.986	22,986 50	30 010	30,010 00	7,023.50	LT
	Oct 25, 12	3,000 000	28.053	84,161.52	30 010	90,030.00	5,868.48	ST
	Nov 5, 12	1,125.000	28 339	31,882.39	30.010	33,761.25	1,878.86	ST
	Nov 5, 12	900 000	28 395	25,555 80	30 010	27,009 00	1,453.20	ST
	Nov 5, 12	600.000	28 243	16,945.80	30.010	18,006.00	1,060.20	ST
	Nov 5, 12	530 000	28 156	14,923.14	30 010	15,905.30	982 16	ST
	Nov 5, 12	241 000	28 395	6,843 36	30 010	7,232 41	389 05	ST
	Nov 5, 12	59 000	28.287	1,668 96	30 010	1,770 59	101.63	ST
	Nov 5, 12	45.000	28.316	1,274.24	30.010	1,350.45	76.21	ST
Security total		7,500.000	27.499	206,241 71		225,075.00	18,833.29	

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol: SLB Exchange: NYSE								
EAI: $970 Current yield. 1.59%	Mar 11, 10	802.000	63.548	50,965.66	69 298	55,576.99	4,611.33	LT
	Jul 13, 10	80.000	58.950	4,716.00	69.298	5,543 84	827 84	LT
Security total		882.000	63 131	55,681.66		61,120.83	5,439.17	
SCHWAB CHARLES CORP NEW								
Symbol: SCHW Exchange: NYSE								
EAI: $6,949 Current yield: 1 67%	Sep 17, 12	5,757.000	14.170	81,578 23	14.360	82,670.52	1,092 29	ST
	Sep 17, 12	5,748 000	14 190	81,564.12	14.360	82,541.28	977.16	ST
	Sep 20, 12	1,200.000	13.496	16,196 28	14.360	17,232.00	1,035.72	ST
	Oct 4, 12	8,235 000	12 999	107,054.85	14.360	118,254.60	11,199.75	ST
	Oct 12, 12	8,015.000	12 966	103,925 28	14 360	115,095.40	11,170 12	ST
Security total		28,955.000	13 480	390,318 76		415,793.80	25,475.04	
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR								
Symbol: TEVA Exchange. OTC								
EAI: $827 Current yield. 2.15%	Oct 21, 09	75 000	51 595	3,869.63	37.340	2,800.50	-1,069.13	LT
	Dec 29, 09	321.000	55 668	17,869 59	37.340	11,986.14	-5,883 45	LT
	Jan 21, 10	292 000	58.390	17,050.10	37 340	10,903.28	-6,146.82	LT
	Jul 13, 10	341.000	54.278	18,508 92	37.340	12,732 94	-5,775.98	LT
Security total		1,029 000	55 683	57,298 24		38,422.86	-18,875.38	
THERMO FISHER SCIENTIFIC INC								
Symbol. TMO Exchange: NYSE								
EAI. $802 Current yield: 0 94%	Oct 21, 09	745 000	47.714	35,547 38	63.780	47,516 10	11,968 72	LT
	Dec 29, 09	217 000	48 537	10,532.64	63 780	13,840.26	3,307.62	LT
	Jan 21, 10	177.000	48 930	8,660.74	63.780	11,289 06	2,628 32	LT
	Jul 13, 10	197 000	49 111	9,674.93	63 780	12,564.66	2,889.73	LT
Security total		1,336 000	48.215	64,415 69		85,210.08	20,794 39	
TJX COS INC NEW								
Symbol: TJX Exchange NYSE								
EAI: $1,384 Current yield: 1.08%	Nov 29, 11	3,008.000	30.223	90,910.93	42 450	127,689.60	36,778.67	LT

continued next page

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

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

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
TRAVELERS COS INC/THE								
Symbol: TRV Exchange. NYSE								
EAI: $2,348 Current yield 2.56%	Oct 21, 09	725 000	48 704	35,310 84	71 820	52,069 50	16,758 66	LT
	Dec 29, 09	209.000	49.947	10,439.03	71.820	15,010.38	4,571.35	LT
	Jan 21, 10	175 000	48.908	8,558.90	71.820	12,568.50	4,009 60	LT
	Jul 13, 10	167 000	51.472	8,595.92	71 820	11,993.94	3,398.02	LT
Security total		1,276.000	49.298	62,904 69		91,642.32	28,737.63	
UNTD TECHNOLOGIES CORP								
Symbol: UTX Exchange. NYSE								
EAI: $3,439 Current yield: 2.61%	Oct 1, 07	600.000	80.740	48,444.00	82 010	49,206.00	762.00	LT
	Jan 21, 10	222 000	71.440	15,859.85	82 010	18,206 22	2,346 37	LT
	Jul 13, 10	785.000	67.774	53,202.59	82 010	64,377.85	11,175.26	LT
Security total		1,607.000	73.122	117,506.44		131,790.07	14,283 63	
VALEANT PHARMACEUTICALS INTL I CAD								
Symbol: VRX Exchange: NYSE								
CAD Exchange rate: 0 99570	May 11, 11	1,000 000	52.237	52,237.20	59.770	59,770 00	7,532.80	LT
	May 17, 11	1,000.000	49 668	49,668.80	59 770	59,770.00	10,101 20	LT
	May 18, 11	1,000.000	49.165	49,165.00	59 770	59,770.00	10,605.00	LT
	May 26, 11	1,000.000	49.857	49,857.00	59.770	59,770 00	9,913 00	LT
	Jun 7, 11	2,000.000	53.390	106,780.00	59.770	119,540.00	12,760 00	LT
	Jun 8, 11	2,000.000	52.735	105,470 00	59.770	119,540.00	14,070.00	LT
	Jun 21, 11	2,000.000	51.437	102,875 50	59 770	119,540.00	16,664 50	LT
	May 7, 12	771.000	52.429	40,423 45	59 770	46,082 67	5,659 22	ST
	May 24, 12	2,166 000	47.899	103,749 65	59 770	129,461.82	25,712.17	ST
	May 24, 12	390.000	47 698	18,602 56	59.770	23,310 30	4,707.74	ST
	Oct 4, 12	1,988 000	56 800	112,918.40	59 770	118,822.76	5,904.36	ST
	Nov 27, 12	1,500 000	55.236	82,854 00	59 770	89,655 00	6,801 00	ST
Security total		16,815.000	52.013	874,601.56		1,005,032.55	130,430.99	
VISTAPRINT N V EUR								
Symbol: VPRT Exchange. OTC								
EUR Exchange rate: 0 75849	Jan 9, 12	1,700.000	30.563	51,957 95	32.860	55,862 00	3,904 05	ST
	Jan 11, 12	2,000.000	29.575	59,150 45	32 860	65,720.00	6,569.55	ST

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jan 13, 12	1,000.000	29 681	29,681 14	32 860	32,860 00	3,178 86	ST
	Jan 24, 12	1,000.000	30 210	30,210.80	32 860	32,860.00	2,649.20	ST
	Oct 4, 12	2,216.000	35.500	78,668 00	32 860	72,817 76	-5,850 24	ST
	Oct 26, 12	4,274 000	31 309	133,814.96	32.860	140,443.64	6,628.68	ST
Security total		12,190.000	31.459	383,483.30		400,563.40	17,080.10	
WALT DISNEY CO (HOLDING CO) DISNEY COM Symbol. DIS Exchange: NYSE EAI. $1,940 Current yield: 1 51%	Oct 21, 09	1,465.000	29.767	43,609 39	49 790	72,942 35	29,332 96	LT
	Dec 29, 09	397.000	32.377	12,853.67	49.790	19,766.63	6,912.96	LT
	Jan 21, 10	351.000	31.292	10,983.67	49.790	17,476 29	6,492 62	LT
	Jul 13, 10	373.000	34 272	12,783.54	49 790	18,571.67	5,788.13	LT
Security total		2,586 000	31.025	80,230 27		128,756.94	48,526 67	
YUM! BRANDS INC Symbol· YUM Exchange· NYSE EAI· $1,877 Current yield· 2.02%	Oct 21, 09	815 000	35 107	28,612.61	66.400	54,116.00	25,503.39	LT
	Dec 29, 09	240 000	35.357	8,485 80	66.400	15,936 00	7,450.20	LT
	Jan 21, 10	200.000	35 211	7,042.25	66.400	13,280.00	6,237.75	LT
	Jul 13, 10	146 000	41.330	6,034.25	66 400	9,694 40	3,660 15	LT
Security total		1,401 000	35 814	50,174.91		93,026.40	42,851.49	
3M CO Symbol. MMM Exchange. NYSE EAI: $2,263 Current yield. 2 54%	Jul 13, 10	959.000	83.976	80,533 85	92.850	89,043.15	8,509 30	LT
Total			A	**$6,644,825.55**	A	**$7,938,142.49**	**$1,293,316.96**	

Total estimated annual income: $94,570

Your assets › **Equities** (continued)

Closed end funds & Exchange traded products

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES TRUST CORE S&P 500 ETF									
Symbol: IVV									
Trade date: Jun 27, 11	1,354.000	127 889	173,163 04	173,163 04	143 140	193,811 56	20,648.52		LT
Trade date. Jul 8, 11	2,000.000	134.436	268,873.80	268,873.80	143.140	286,280 00	17,406 20		LT
Trade date: Feb 10, 12	1,500.000	134 750	202,125.00	202,125 00	143 140	214,710.00	12,585.00		ST
Trade date: Mar 6, 12	2,000.000	135.239	270,479.80	270,479.80	143.140	286,280.00	15,800 20		ST
Trade date: May 14, 12	2,000.000	134 770	269,541 82	269,541 82	143 140	286,280 00	16,738 18		ST
EAI $26,562 Current yield: 2 10%									
Security total	8,854.000	133 746	1,184,183.46	1,184,183 46		1,267,361.56	83,178 10	83,178.10	
ISHARES TRUST RUSSELL MIDCAP VALUE INDEX FUND									
Symbol: IWS									
Trade date: Apr 19, 12	4,375.000	46.860	205,012.79	205,012.79	50 240	219,800 00	14,787.21	14,787.21	ST
EAI. $4,598 Current yield: 2.09%									
TECHNOLOGY SECTOR SPDR TRUST SHS									
Symbol: XLK									
Trade date: Feb 22, 12	1,443.000	28.523	41,159.41	41,159.41	28.850	41,630.55	471.14	471.14	ST
EAI: $726 Current yield· 1.74%									
Total			**$1,430,355.66** A	**$1,430,355.66**	A	**$1,528,792.11**	**$98,436.45**	**$98,436.45**	

Total estimated annual income: $31,886

Your assets › **Equities** (continued)

Mutual funds

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMERICAN INDEPENDENCE									
STOCK FUND - CLASS A									
Symbol: IFCSX									
Trade date: Mar 12, 12	5,179.558	14.480	75,000.00	75,000.00	12.930	66,971.68	-8,028.32		ST
Total reinvested	870 239	12.789		11,130 35	12.930	11,252.19	121.84		
EAI: $387 Current yield. 0.49%									
Security total	6,049 797	14.237	75,000 00	86,130.35		78,223.87	-7,906.48	3,223 87	
MFS INTERNATIONAL									
DIVERSIFICATION FUND									
CLASS A									
Symbol: MDIDX									
Trade date: Nov 30, 12	11,476.206	13.910	159,634.03	159,634.03	14.200	162,962.11	3,328.08		ST
Total reinvested	116.596	14.140		1,648 67	14.200	1,655.66	6 99		
EAI: $1,669 Current yield: 1.01%									
Security total	11,592.802	13.912	159,634.03	161,282.70		164,617.78	3,335 07	4,983.74	
Total			**$234,634.03**	**A $247,413.05**		**A $242,841.65**	**-$4,571.41**	**$8,207.62**	

Total estimated annual income: $2,056

Your assets (continued)

Other

Mutual funds

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GLOBAL FUND									
CLASS A									
Symbol: SGENX									
Trade date: Mar 30, 11	5,213.764	47.950	250,000.00	250,000.00	48 590	253,336.79	3,336 79		LT
Total reinvested	369 814	46 710		17,274.29	48.590	17,969 26	694 97		
EAI: $2,858 Current yield: 1.05%									
Security total	5,583.578	47.868	250,000.00	A 267,274.29		A 271,306 05	4,031.76	21,306.05	

Total of A - Common Stock **8,589,868.55** **9,981,082.3**

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	952,452.48	**8.71%**	952,452.48		
Equities	Common stock	7,938,142.49		6,644,825 55	94,570.00	1,293,316 96
	Closed end funds & Exchange traded products	1,528,792.11		1,430,355.66	31,886.00	98,436 45
	Mutual funds	242,841.65		247,413 05	2,056.00	-4,571.41
	Total equities	**9,709,776.25**	**88.81%**	**8,322,594.26**	**128,512.00**	**1,387,182.00**
Other	**Mutual funds**	**271,306.05**	**2.48%**	**267,274.29**	**2,858.00**	**4,031.76**
Total		**$10,933,534.78**	**100.00%**	**$9,542,321.03**	**$131,370.00**	**$1,391,213.76**

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - UBS#18245 (STMT 7A)	3,763,872.	3,111,482.	3,146,889.
TOTALS	3,763,872.	3,111,482.	3,146,889.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANET INSKEEP BENTON 30 FROG ROCK ROAD ARMONK, NY 10504	PRESIDENT	0	0	0
ELISABETH C. NAMAN 87 DEVOE ROAD CHAPPAQUA, NY 10514	TRUSTEE	4,500.	0	0
MARGERY ORELL 5 LUDLOW DRIVE CHAPPAQUA, NY 10514	TRUSTEE	4,500.	0	0
	GRAND TOTALS	9,000.	0	0

ATTACHMENT 11

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

THE FROG ROCK FOUNDATION

P.O. BOX 865

CHAPPAQUA, NY 10514

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THE FROG ROCK FOUNDATION

improving outcomes for children

- Null
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- Recent Grants
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What We Fund

History

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

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

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

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

Grant Focus

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

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

Applicant Eligibility

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

Project eligibility

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

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

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

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

Learn more about our grant process

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STATEMENT 11A

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THE
FROG ROCK
FOUNDATION

Improving outcomes for children

- Null
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The Grant Process

1 **Review the parameters**

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

2 **The Initial Request form**

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

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

3 **Full proposal – by invitation only**

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

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

4 **Grant decision**

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

Apply for a Grant here

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STATEMENT 11A

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTCHESTER JEWISH COMMUNITY SERVICES WHITE PLAINS, NY 10602	N/A PUBLIC	GENERAL SUPPORT	225,000
WESTCOP - WESTCHESTER COMM OPPORTUNITY PROGRAM WHITE PLAINS, NY 10602	N/A PUBLIC	GENERAL SUPPORT	30,000
HUDSON RIVER MUSEUM OF WESTCHESTER YONKERS, NY 10701	N/A PUBLIC	GENERAL SUPPORT	15,000
WESTCHESTER CHILDREN'S ASSOCIATION 845 NORTH BROADWAY WHITE PLAINS, NY 10603	N/A PUBLIC	GENERAL SUPPORT	55,075
HUDSON VALLEY SHAKESPEARE FESTIVAL, INC 155 MAIN STREET COLD SPRING, NY 10516	N/A PUBLIC	GENERAL SUPPORT	45,000
PRO BONO PARTNERSHIP 237 MAMARONECK AVENUE SUITE 300 WHITE PLAINS, NY 10605	N/A PUBLIC	GENERAL SUPPORT	25,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GUIDANCE CENTER 70 GRAND STREET NEW ROCHELLE, NY 10801	N/A PUBLIC	GENERAL SUPPORT	200,000
JACOB BURNS FILM CENTER 364 MANVILLE ROAD PLEASANTVILLE, NY 10570	N/A PUBLIC	GENERAL SUPPORT	80,000
ANDRUS CHILDREN'S CENTER 1156 NORTH BORADWAY YONKERS, NY 10701	N/A PUBLIC	GENERAL SUPPORT	30,000
MOUNT KISCO CHILD CARE CENTER 95 RADIO CIRCLE DR MOUNT KISCO, NY 10549	N/A PUBLIC		60,000
PERFORMING ARTS CENTER FOUNDATION PURCHASE COLLEGE THE PERFORMING ARTS CENTER, PO BOX 140 PURCHASE, NY 10577	N/A PUBLIC		30,000
		TOTAL CONTRIBUTIONS PAID	795,075

Form **8868** (Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE FROG ROCK FOUNDATION	Employer identification number (EIN) or 13-4127228
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions PO BOX 865	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHAPPAQUA, NY 10514	

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

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

TAXPAYER'S COPY

- The books are in the care of ▶ JANET INSKEEP BENTON

Telephone No ▶ ______ FAX No ▶ ______

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20__, and ending ______, 20__

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 19,786.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 9,786.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 10,000.

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