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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

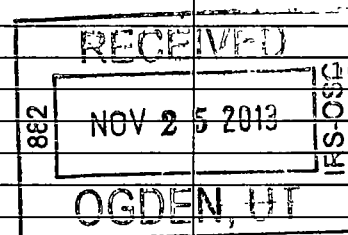
Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation THE COWLES CHARITABLE TRUST		A Employer identification number 13-6090295
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 219 C/O MARY CROFT, TREASURER		B Telephone number (see instructions) (732) 936-9826
City or town, state, and ZIP code RUMSON, NJ 07760		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,098,086.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14.	14.		ATCH 1
	4 Dividends and interest from securities	588,332.	588,332.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	396,996.			
	b Gross sales price for all assets on line 6a	4,594,317.			
	7 Capital gain net income (from Part IV, line 2)		396,996.		
	8 Net short-term capital gain			390,130.	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-21,488.	-21,279.		
	12 Total. Add lines 1 through 11	963,854.	964,063.	390,130.	
	13 Compensation of officers, directors, trustees, etc.	103,505.	34,502.		69,002.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	20,000.	10,000.		10,000.
	c Other professional fees (attach schedule) *	107,708.	107,708.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	5,562.	5,562.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	34,442.	300.		18,563.
	24 Total operating and administrative expenses. Add lines 13 through 23	271,217.	158,072.		97,565.
	25 Contributions, gifts, grants paid	1,003,250.			1,003,250.
	26 Total expenses and disbursements. Add lines 24 and 25	1,274,467.	158,072.	0	1,100,815.
	27 Subtract line 26 from line 12	-310,613.			
	a Excess of revenue over expenses and disbursements		805,991.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			390,130.	



516
9
7

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,251.		
	2 Savings and temporary cash investments	1,635,262.	2,149,402.	2,149,402.
	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). **	1,590,308.	1,538,262.	1,844,638.
	b Investments - corporate stock (attach schedule) ATCH 9	11,659,809.	11,899,953.	14,244,444.
	c Investments - corporate bonds (attach schedule) ATCH 10	1,878,413.	1,195,259.	1,366,408.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 11	277,983.	156,186.	493,194.	
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)	17,043,026.	16,939,062.	20,098,086.	
Liabilities	17 Accounts payable and accrued expenses	5,589.	212,238.	
	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)	5,589.	212,238.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	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	17,037,437.	16,726,824.	
	30 Total net assets or fund balances (see instructions)	17,037,437.	16,726,824.	
	31 Total liabilities and net assets/fund balances (see instructions)	17,043,026.	16,939,062.	

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	17,037,437.
2 Enter amount from Part I, line 27a	2	-310,613.
3 Other increases not included in line 2 (itemize) ▶ ATCH 12	3	
4 Add lines 1, 2, and 3	4	16,726,824.
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	16,726,824.

**ATCH 8

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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)	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> <div style="border-left: 1px solid black; padding-left: 10px;"> 2 396,996. </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } </div> <div style="border-left: 1px solid black; padding-left: 10px;"> 3 390,130. </div> </div>

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	359,548.	19,080,035.	0.018844
2010	918,615.	18,170,920.	0.050554
2009	883,907.	16,430,403.	0.053797
2008	1,144,105.	19,644,858.	0.058239
2007	1,222,930.	22,732,080.	0.053798

2 Total of line 1, column (d)	2 0.235232
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 0.047046
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 19,701,941.
5 Multiply line 4 by line 3	5 926,898.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 8,060.
7 Add lines 5 and 6	7 934,958.
8 Enter qualifying distributions from Part XII, line 4. 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.	8 1,100,815.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	8,060.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	8,060.
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	8,060.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	20,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	178.
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	11,762.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,762. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of MARY CROFT, TREASURER Telephone no (732) 936-9826			
	Located at 9 WATERMAN AVENUE RUMSON, NJ ZIP+4 07760			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

5b

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

6b

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 13		103,505.	8,011.	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 ☐

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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		

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	NOT APPLICABLE	
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

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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	18,519,619.
b	Average of monthly cash balances	1b	1,482,352.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	20,001,971.
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	20,001,971.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	300,030.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,701,941.
6	Minimum investment return. Enter 5% of line 5	6	985,097.

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	985,097.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,060.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,060.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	977,037.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	977,037.
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	977,037.

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	1,100,815.
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	1,100,815.
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	8,060.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,092,755.

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.

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Page **9****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				977,037.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			59,012.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,100,815.</u>				
a Applied to 2011, but not more than line 2a			59,012.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2012 distributable amount				977,037.
e Remaining amount distributed out of corpus	64,766.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,766.			
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	64,766.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	64,766.			

Form **990-PF** (2012)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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

N/A

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

SIMPLE LETTER FORM

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 14				
Total			▶ 3a	1,003,250.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	14.	
4 Dividends and interest from securities			14	588,332.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	396,996.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 15 _____				-21,488.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				963,854.	
13 Total. Add line 12, columns (b), (d), and (e)				963,854.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Paid Preparer Use Only	Print/Type preparer's name <i>Jester A. Marks</i>	Preparer's signature <i>Jester A. Marks</i>	Date <i>11/13/13</i>	Check <input type="checkbox"/> if self-employed	PTIN <i>P01203229</i>
	Firm's name ▶ <i>EISNERAMPER LLP</i>			Firm's EIN ▶ <i>13-1639826</i>	
	Firm's address ▶ <i>750 THIRD AVENUE NEW YORK, NY</i>			Phone no. <i>10017-2703</i>	

60056621

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					6,866.	
2,478,208.		SEE STATEMENT A ATTACHED PROPERTY TYPE: SECURITIES 2,458,387.				P	VAR 19,821.	VAR
2,109,243.		SEE STATEMENT A ATTACHED 1,738,934.				P	VAR 370,309.	VAR
TOTAL GAIN (LOSS)					<u>396,996.</u>	

THE COWLES CHARITABLE TRUST

Morgan Stanley 472-119055

<u>Security</u>	<u>Proceeds From Sales</u>	<u>Sales At Cost</u>	<u>Gains/ (Losses)</u>	<u>Shares Sold</u>
AIR PRODUCTS & CHEMICALS	157,496	105,107	52,389	2,000
CARNIVAL CORP	88,927	121,469	(32,542)	3,000
CENOVUS ENERGY INC	128,975	109,887	19,088	3,500
CISCO SYS INC	144,770	207,080	(62,310)	7,750
DEVON ENERGY CORP NEW	103,878	129,769	(25,891)	2,000
DISCOVERY COMMUNICATIONS INC	122,379	103,611	18,768	2,500
HEWLETT PACKARD CO	53,559	149,563	(96,004)	3,200
HUDSON CITY BANCORP INC	73,399	124,999	(51,600)	10,000
INTERCONTINENTALEXCHANGE INC	141,445	131,043	10,402	1,100
INTL BUSINESS MACHINES CORP	18,287	11,829	6,458	100
KELLOGG CO	105,585	76,903	28,682	2,000
L 3 COMMUNICATIONS HLDGS INC	124,040	121,500	2,540	1,750
NETAPP INC	66,849	111,978	(45,129)	2,200
ORACLE CORP	130,304	116,219	14,085	4,500
UNITED TECHNOLOGIES CORP	53,182	34,927	18,255	700
VISA INC COM CL A	92,110	55,877	36,233	750
WHIRLPOOL CORP	109,405	76,067	33,338	1,075
W W GRAINGER INC	195,202	132,783	62,419	1,000
AT&T INC DTD 4 950% 12/06/07	204,923	184,838	20,085	200,000
GENERAL ELEC CO DTD 1/28/03 5% 2/1/2013	102,440	96,069	6,371	100,000
IBM INTL GROUP CAPITAL 5 050% 10/22/2012	206,438	204,822	1,616	200,000
US TREASURY NOTES SER B-2019 DTD 02/17/2009	54,615	52,047	2,568	50,000
Total Morgan Stanley 472-119055	2,478,208	2,458,387	19,821	0
Cap gain distribution - ms 472-119055				
Cap gain distribution - Morgan Stanley 503 018755			6,866	
			26,687	

THE COWLES CHARITABLE TRUST

Morgan Stanley 503 018755

<u>Security</u>	<u>Proceeds From Sales</u>	<u>Sales At Cost</u>	<u>Gains/ (Losses)</u>	<u>Shares Sold</u>
AT&T INC NEW	38,253	23,964	14,289	1,000
BANK OF AMERICA	27,277	100,894	(73,617)	3,000
CBS CORP CL B COM	31,253	22,626	8,627	1,000
CHUBB CORP	76,322	38,347	37,975	1,000
COMCAST CORP CL A SPL NEW	128,062	63,467	64,595	4,000
DEERE & CO	71,422	55,643	15,779	1,000
DU PONT EIDE NEMOUR&CO	47,324	27,141	20,184	1,000
EOG RES INC	112,146	33,768	78,378	1,000
FIFTH THIRD BANCORP OHIO	31,079	52,936	(21,857)	2,000
HARTFORD FINANCIAL SERVICES GROUP INC	89,025	145,184	(56,159)	4,500
HOME DEPOT INC	119,833	63,351	56,482	2,000
HEWLETT-PACKARD CO COM	86,102	160,855	(74,753)	5,000
HONEYWELL INTL INC	117,675	62,649	55,026	2,000
INTERNATIONAL BUSINESS MACHINES CORP	163,874	82,282	81,592	800
LEXINGTON CORPORATE PPTYS TR COM	32,361	64,666	(32,305)	3,367
LIMITED BRAND INC	42,301	20,644	21,657	1,000
M&T BANK CORP	115,830	133,025	(17,195)	1,200
NORDIC AMERICAN TNKR SHIPPING	10,093	28,700	(18,607)	1,000
OMNIVISION TECHNOLOGIES INC	13,902	13,642	260	1,000
SARA LEE CORP	19,600	54	19,546	
TICC CAPITAL CORP	20,806	33,232	(12,426)	2,000
TIME WARNER INC NEW COM	111,038	58,320	52,718	3,000
UNITED TECHNOLOGIES CORP	79,294	43,736	35,558	1,000
US BANCORP COM NEW	68,701	50,148	18,553	2,000
VERIZON COMMUNICATIONS COM	45,812	29,914	15,898	1,000
WALT DISNEY CO HOLDING CO	79,520	43,859	35,661	1,500
INERGY	95,336	88,462	6,874	5,000
SUBURBAN PROPANE PARTNERS LP	2		2	
SEARIVER MARITIME	235,000	197,425	37,575	235,000
Total Morgan Stanley 503 018755	2,109,243	1,738,934	370,309	
Total Morgan Stanley Smith Barney 05424 - Morgan Stanley 472-119055	2,478,208	2,458,387	19,821	
TOTAL	4,587,451	4,197,321	390,130	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY MMKT 05424	14.	14.
DEUTSCHE BANK TRUST CO		
MSSB KERR 503 018755 MMKT		
TOTAL	14.	14.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSMITH BARNEY 617 05424 INTEREST	49,252.	49,252.
MSSMITH BARNEY 617 05424 DIVIDENDS	12,452.	12,452.
MSSMITH BARNEY 617 05424 ACCR INT PAID		
MSSB KERR 503 018755 INTEREST	8,621.	8,621.
MSSB KERR 503 018755 DIVIDENDS	296,206.	296,206.
MSSB KERR 503 018755 OID	5,073.	5,073.
MS 472 119055 INTEREST	94,713.	94,713.
MS 472 119055 DIVIDENDS	122,015.	122,015.
TOTAL	588,332.	588,332.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUBURBAN PROPANE PARTNERS, L.P	405.	454.
ENERGY TRANSFER PARTNERS LP	-9,258.	-9,217.
KINDER MORGAN	-10,332.	-10,312.
INERGY LP	-3,017.	-3,016.
SUBURBAN PROPANE PARTNERS	2,782.	2,877.
WILLIAMS PARTNERS LP	-2,068.	-2,065.
TOTALS	-21,488.	-21,279.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EISNERAMPER LLP	20,000.	10,000.		10,000.
TOTALS	20,000.	10,000.		10,000.

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT FEES- KERR	71,433.	71,433.
INVESTMENT MGMT FEES- WHALEN	36,275.	36,275.
TOTALS	<u>107,708.</u>	<u>107,708.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX		
FOREIGN TAX- MSSB 05424		
FOREIGN TAX- MS 018755 KERR	1,283.	1,283.
FOREIGN TAX- MS 472 119055	4,279.	4,279.
TOTALS	<u>5,562.</u>	<u>5,562.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
POSTAGE	889.		889.
SUPPLIES	3,642.		3,642.
MISCELLANEOUS	13,902.		13,902.
OTHER EMPLOYEE PENSION	16,000.		
NEW YORK LAW JOURNAL FEE	130.		130.
ATTORNEY GENERAL FILING FEE			
BANK FEE	300.	300.	
BANK FEE - ADJ			
BANK FEE - ADJ	-421.		
TOTALS	34,442.	300.	18,563.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 8</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY 472 119055	1,274,978.	1,553,167.
MORGAN STANLEY 503 018755	201,009.	200,690.
US OBLIGATIONS TOTAL	<u>1,475,987.</u>	<u>1,753,857.</u>
MORGAN STANLEY 503 018755	62,275.	90,781.
STATE OBLIGATIONS TOTAL	<u>62,275.</u>	<u>90,781.</u>
US AND STATE OBLIGATIONS TOTAL	<u>1,538,262.</u>	<u>1,844,638.</u>

<u>No Shares</u>	<u>Security</u>	<u>12/31/12 Book Basis</u>	<u>12/31/12 Value</u>
0		0	
0		0	
0		0	
50,000	US TREASURY NOTES SER B-2019 DTD 02/17/2009	52,047	55,364
500,000	US TREASURY BONDS DTD 8/15/1993	510,834	716,875
500,000	US TREASURY NOTES SER B-2015 DTD 2/15/2004	485,937	539,220
225,000	US TREASURY NOTES SER F DTD 11/15/2004	226,160	241,708
Total	Morgan Stanley 472-119055 Government Bonds	<u>1,274,978</u>	<u>1,553,167</u>

<u>No Shares</u>	<u>Security</u>	<u>12/31/12 Book Basis</u>	<u>12/31/12 Value</u>
100,000	PHILADELPHIA PA AUTH	62,275	90,781
0	FEDERAL NATL MTG	0	
200,000	FEDERAL HOME LN BK	201,009	200,690
0		0	
Total	Morgan Stanley 503 018755 Kerr Government Bonds	<u>263,284</u>	<u>291,471</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY 472 119055	5,599,160.	6,156,988.
MORGAN STANLEY 503 018755	6,300,793.	8,087,456.
TOTALS	<u>11,899,953.</u>	<u>14,244,444.</u>

Morgan Stanley 472-119055 Common Stock hooks

No Shares	Security	12/31/12 Book Basis	12/31/12 Value
0	AIR PRODUCTS & CHEMICALS	0	0
3,325	AMERICAN INTL GROUP INC	232,068	96,603
1,300	ANADARKO PETE	98,420	159,652
300	APPLE INC	136,935	168,550
5,000	AT & T INC	157,410	170,790
3,000	AUTOMATIC DATA PROCESSING INC	120,739	117,285
1,500	BECTON DICKINSON & CO	96,742	130,360
4,000	BRISTOL MYERS SQUIBB CO	130,608	0
0	CARNIVAL CORP	0	0
0	CATERPILLAR INC	0	0
0	CENOVUS ENERGY INC	0	0
0	CISCO SYS INC	0	0
2,175	COACH INC	113,128	120,734
1,600	COGNIZANT TECH SOLUTIONS CL A	115,543	118,212
4,450	COMERICA	140,987	135,013
1,750	CONOCOPHILLIPS	74,772	101,482
0	COSTCO WHOLESALE CORP NEW	0	0
0	CVS	0	0
2,800	DANAHER CORP DE	123,948	156,520
0	DENTSPLY INTL INC	0	0
0	DEVON ENERGY CORP NEW	0	0
1,500	DIAGEO PLC SPON ADR - NEW	102,717	174,870
2,000	DIGITAL REALITY TRUST INC	129,186	135,780
0	DISCOVERY COMMUNICATIONS INC	0	0
3,275	DU PONT EI DE NEMOURS & CO	166,246	147,305
6,650	EMC CORP - MASS	117,720	168,245
2,425	EMERSON ELECTRIC CO	134,660	128,428
1,800	EXPRESS SCRIPTS HLDG CO COM	98,182	97,200
1,250	EXXON MOBIL CORP	86,062	108,188
0	FEDEX CORP	0	0
0	FRANKLIN RESOURCES INC	0	0
4,300	GENERAL ELECTRIC CO	249,293	90,257
9,000	GOLDMAN SACHS GROUP INC PREFERRED	191,445	186,210
200	GOOGLE INC CL A	103,156	141,476
0	HEWLETT PACKARD CO	0	0
0	HESS CORP	0	0
0	HUDSON CITY BANCORP INC	0	0
0	INTERCONTINENTAL EXCHANGE INC	0	0
0	ILLINOIS TOOL WORKS INC	0	0
0	INTEL CORP	0	0
750	INTL BUSINESS MACHINES CORP	88,718	143,662
0		0	0
5,100	JOHNSON CONTROLS INC	156,586	156,417
3,625	JPMORGAN CHASE & CO	130,452	159,388
0	KELLOGG CO	0	0
16,350	KEYCORP NEW	131,438	137,667
0	KOHL'S CORP	0	0
0	L 3 COMMUNICATIONS HLDGS INC	0	0
0	LOWES COMPANIES INC	0	0
1,500	MCDONALDS CORP	77,948	132,315
0	MEDCO HEALTH SOLUTIONS INC	0	0

<u>No. Shares</u>	<u>Security</u>	<u>12/31/12</u>	<u>Value</u>
0	MICROSOFT CORP	0	
0	NABORS INDUSTRIES LTD USD NEW	0	
0	NETAPP INC	0	
3,000	NIKE INC B	130,253	154,800
3,400	NOBLE CORPORATION-CHF	135,175	118,388
0	NOKIA CORP SPONSORED ADR	0	
2,350	NOVARTIS AG ADR CGMI	93,679	148,755
0	ORACLE CORP	0	
0	PENNSYLVANIA REAL ESTATE INV TR	0	
2,000	PEPSICO INC	98,400	136,860
875	PHILLIPS 66 COM	22,221	46,463
1,300	PRAXAIR INC	134,929	142,285
1,500	PROCTER & GAMBLER CO	68,782	101,835
2,500	QUALCOMM INC	100,210	154,649
0	RAYMOND JAMES FINANCIAL CORP	0	
5,400	ROBERT HALF INT	139,231	171,828
2,250	ROCHE HOLDINGS ADR	99,916	113,625
2,100	SCHLUMBERGER LTD	129,382	145,527
2,500	STATE STREET CORP	105,154	117,525
2,400	T ROWE PRICE GROUP INC	125,905	156,281
3,000	TEVA PHARMACEUTICAL INDS LTD ADR	138,974	112,020
0	TOYOTA MOTOR CORP ADR NEW	0	
0	TRANSOCEAN LTD SWITZERLAND	0	
1,500	3M COMPANY	124,355	139,275
3,500	UNILEVER PLC SPONS ADR NEW	103,835	135,520
1,000	UNITED TECHNOLOGIES CORP	49,896	82,010
750	VISA INC COM CL A	55,877	113,685
3,900	VANGUARD EMERGING MARKETS ETF	161,809	173,667
1,075	WHIRLPOOL CORP	76,067	109,381
0	W W GRAINGER INC	0	
0	VANGUARD INTL EQUITY INDEX FDS	0	
Total	Morgan Stanley 472-119055 Common Stock, Preferred	<u>5,599,160</u>	<u>6,156,988</u>
			0

Morgan Stanley 503 018755 Common Stock

No Shares	Security	12/31/12 Book Basis	12/31/12 Value
2,000	ABBOTT LABORATORIES	75,475	131,000
0	AFLAC INC	0	
2,000	AMERICAN ELECTRIC POWER CO	73,520	85,360
1,000	AMERIPRISE FINL INC COM	46,437	62,630
0	AOL INC	0	
4,000	AT&T INC NEW	95,858	134,840
0	BANK OF AMERICA	0	
0	BANCO SANTANDER SA STD (EXCHANGE ADR)	0	
3,000	BERKSHIRE HATHAWAY INC CL B	120,309	269,100
0	BEST BUY COMPANY	0	
11,000	BLACKROCK LTD DURATION INC	193,615	199,870
3,000	BP PLC SPONS ADR	140,017	124,920
4,000	BRISTOL MYERS SQUIBB CO	144,831	130,360
2,000	CATERPILLAR INC	186,525	179,217
2,000	CRS CORP CL B COM	45,252	76,100
4,500	CENTURYLINK INC	145,838	176,040
2,000	CHEVRON CORP COM	125,376	216,280
3,000	CHUBB CORP	115,042	225,960
2,000	CISCO SYSTEMS INC	47,827	39,299
500	CLOROX CO DE	35,998	36,610
4,000	COCA COLA CO	117,200	145,000
2,000	COLUMBIA BANKING SYSTEMS INC	43,273	35,880
2,000	COMCAST CORP CL A SPL NEW	31,733	71,840
3,000	CONOCOPHILLIPS	123,480	173,970
500	CUMMINS INC	46,916	54,175
0	CVS CAREMARK CORP	0	
4,000	DE MASTER BLNDR 1753 NV ORD	38,419	45,640
2,000	DEERE & CO	111,287	172,840
1,500	DEVON ENERGY CORP NEW COM (MERGER OCEAN ENERGY)	31,861	78,060
3,000	DU PONT EIDE NEMOUR&CO	81,422	134,935
1,000	EOG RES INC	33,768	120,790
4,565	E V ADV FLOATING RATE I	50,037	50,670
0	FIFTH THIRD BANCORP OHIO	0	
1,200	FRONTIER COMMUNICATIONS CORP	9,886	5,136
0	GENERAL MARITIME CORP NEW	0	
2,000	GENERAL ELECTRIC COMPANY GE	41,585	41,980
1,000	GENERAL MILLS INC	36,996	40,420
0	HARTFORD FINANCIAL SERVICES GROUP INC	0	
3,000	HOME DEPOT INC	95,026	185,550
800	HILLSHIRE BRANDS COMPANY	17,108	22,512
0	HEWLETT-PACKARD CO COM	0	

No Shares	Security	12/31/12 Book Basis	12/31/12 Value
2,000	HONEYWELL INTL INC	62,649	126,940
4,000	INGERSOLL RAND CO	70,875	191,840
5,000	INTEL CORP	123,645	103,100
500	INTERNATIONAL BUSINESS MACHINES CORP	51,426	95,775
3,000	ISHARES AAA-A RATED CO BD FD	151,920	156,810
4,000	ISHARES BARCLAYS	418,100	421,920
2,000	ISHARES INDUSTRIAL SEC BOND BD	102,257	103,500
1,000	JOHN WILEY & SONS INC CL A	8,588	38,930
4,000	JOHNSON & JOHNSON	204,173	280,400
1,000	JPMORGAN CHASE & CO	43,648	43,969
0	LEXINGTON CORPORATE PPTYS TR COM	0	0
4,000	LIMITED BRAND INC	82,578	188,240
3,000	LINCOLN NATIONAL CORP	101,511	77,700
0	M&T BANK CORP	0	0
1,000	MC DONALDS CORP	88,371	88,210
3,000	MERCK & CO INC NEW	138,987	122,820
4,000	METLIFE INC	152,026	131,760
5,176	MFS BOND FUND A	70,322	73,965
3,000	MICROSOFT CORP	98,962	80,129
4,000	NEWMONT MINING CORP	191,144	185,760
0	NOKIA CORP	0	0
0	NORDIC AMERICAN TNKR SHIPPING	0	0
0	OMNIVISION TECHNOLOGIES INC	0	0
4,000	PEOPLE'S UNITED FINANCIAL INC	50,187	48,360
2,000	PEPSICO INC	141,365	136,860
5,985	PFIZER INC	126,382	150,100
11,000	PIMCO CORPORATE & INCOME OPPTY FD	206,989	213,510
1,500	PHILLIPS 66 COM	36,697	79,650
0	PRIDE INTERNATIONAL	0	0
2,500	ROYAL DUTCH PETROLEUM CO	103,450	172,375
15,468	RS FLOATING RATE A	156,253	158,858
0	SARA LEE CORP	0	0
0	SEAHAWK DRILLING INC	0	0
0	SEADRILL LTD	0	0
0	SMITHFIELD FOODS INC	0	0
2,000	SPDR S&P DIVIDEND	99,231	116,320
2,000	SYS CO CORPORATION	56,027	63,320
0	TICC CAPITAL CORP	0	0
1,000	TIFFANY & COMPANY	31,150	57,340
0	TIME WARNER INC NEW COM	0	0
1,000	TRANSOCEAN INC	7,312	44,660

<u>No Shares</u>	<u>Security</u>	<u>12/31/12 Book Basis</u>	<u>12/31/12 Value</u>
0		0	
2,000	UNITED TECHNOLOGIES CORP	87,473	164,020
5,000	US BANCORP COM NEW	125,369	159,700
2,000	UTILITIES SEL SECT SPDR FD	73,203	69,841
4,000	VERIZON COMMUNICATIONS COM	119,655	173,080
3,000	WALT DISNEY CO HOLDING CO	87,718	149,370
2,000	WILLIAMS CO INC	64,457	65,480
3,000	WESTAR ENERGY INC	64,776	85,860
Total	Morgan Stanley 503 018755 Kerr Common Stock	<u>630,793</u>	<u>8,087,456</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY 472 119055	1,195,259.	1,366,408.
MORGAN STANLEY 503 018755		
TOTALS	<u>1,195,259.</u>	<u>1,366,408.</u>

<u>No Shares</u>	<u>Security</u>	<u>12/31/12 Book Basis</u>	<u>12/31/12 Value</u>
0	AT&T INC DTD 4.950% 12/06/07	0	
300,000	CARDINAL HLTH INC 4.0% 6/15/2015	274,455	322,401
150,000	CVS CORP	161,205	161,145
100,000	GENERAL ELEC CO DTD 1/28/03 5% 2/1/2013	96,069	100,381
0	IBM INTL GROUP CAPITAL 5.050% 10/22/2012	0	
200,000	JP MORGAN CHASE & CO 6.0% 1/15/2018	201,504	239,438
125,000	MARRIOTT INTERNATIONAL 5.625% 2/15/2013	126,016	125,672
200,000	ORACLE CORP 5.75% 4/15/2018	192,440	243,402
150,000	TRANSOCEAN SEDCO FOR DTD 12/11/2007 DUE 3/15/2018 6.00%	143,570	173,969
Total	Morgan Stanley 472-119055 Corporate Bonds	<u>1,195,259</u>	<u>1,366,408</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MS KERR - SUBURBAN PROP	52,981.	137,564.
MS KERR - ENERGY TRANSF	60,280.	171,720.
MS KERR - INERGY LP		
MS KERR - KINDER MORGAN	20,011.	159,580.
MS KERR - WILLIAMS PARTNERS	22,914.	24,330.
TOTALS	156,186.	493,194.

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJ

TOTAL

THE COWLES CHARITABLE TRUST

13-6090295

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
GARDNER COWLES III P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	PRESIDENT	0	0
MARY CROFT P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TREASURER	103,505.	8,011.
LOIS COWLES HARRISON P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0
KATE COWLES NICHOLS P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0
VIRGINIA COWLES SCHROTH P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0

THE COWLES CHARITABLE TRUST

13-6090295

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

COMPENSATION

JAN S. COWLES P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0	0
.		0	0	0
CHARLES COWLES P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0	0
LOIS ELEANOR HARRISON P.O. BOX 219 C/O MARY CROFT, TREASURER RUMSON, NJ 07760	TRUSTEE	0	0	0
GRAND TOTALS		103,505.	8,011.	

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ATTACHMENT 13

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 16	501 (C) 3		THE ARTS	306,750
SEE STATEMENT 17	501 (C) 3		EDUCATION	182,750
SEE STATEMENT 18	501 (C) 3		MEDICAL	166,000.
SEE STATEMENT 19	501 (C) 3		CHARITABLE	347,750.

TOTAL CONTRIBUTIONS PAID

1,003,250.

THE COWLES CHARITABLE TRUST

13-6090295

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
SUBURBAN PROP LP			01	405.	
ENERGY TRANSFER PARTNERS			01	-9,258.	
KINDER MORGAN			01	-10,332.	
INERGY LP			01	-3,017.	
SUBURBAN PROP LP			01	2,782.	
WILLIAMS PARTNERS LP			01	-2,068.	
TOTALS				-21,488.	

THE COWLES CHARITABLE TRUST

EIN 13-6090295

Contributions**2012****THE ARTS**

Aldrich Contemporary Art Museum	\$5,000
Alliance for the Arts	5,000
American Academy in Rome	2,000
American Federation of Arts	5,000
American Patrons of Tate	3,500
Artists Space	25,000
Big Apple Circus	4,000
Bronx Museum of the Arts	7,000
Brooklyn Academy of Music	2,500
Brooklyn Botanic Garden	1,500
Brooklyn Museum	4,000
Carnegie Hall	2,500
Ceramic League of Miami	1,000
Chinati Foundation	1,000
Creative Time	5,000
Des Moines Art Center	10,000
Des Moines Symphony Association	1,500
Dieu Donne Papermill	2,000
Drawing Center	5,000
Dutchess County Arts Council	15,000
El Museo del Barrio	3,000
Fairchild Tropical Botanic Garden	5,000
Florida Craftsmen	5,000
Florida Orchestra	4,000
Foundation for Contemporary Arts	2,500
Goat on A Boat	2,000
Solomon R. Guggenheim Foundation	10,000
Byrd Hoffman WaterMill Foundation	5,000
Imperial Symphony Orchestra	3,000

THE ARTS (continued)

EIN 13-6090295

International Center of Photography	2,000
Joyce Theatre Foundation	1,000
Kitchen, The	2,000
Lehman College Art Gallery	1,000
Locust Projects	2,000
LongHouse Reserve	8,000
Long Island Museum of American Art, History And Carriages	1,500
Lower Manhattan Cultural Council	3,000
Miami City Ballet	4,000
Mill Street Loft	20,000
Morean Arts Center	5,000
Moving Theater	2,500
Museum of the City of New York	7,500
Museum of Fine Arts of St. Petersburg, Fla.	4,000
Museum of Modern Art	20,000
New Museum of Contemporary Art	7,500
New York Botanical Garden	6,000
New York City Ballet	4,000
New York City Center	2,000
New York Foundation for the Arts	2,000
Parsons Dance Company	2,500
Poets & Writers	1,500
Polk Museum of Art	8,250
Printed Matter	2,000
Public Art Fund	2,000
Public Theater, The	1,500
John and Mable Ringling Museum of Art	4,000
Socrates Sculpture Park	2,500
Studio Museum in Harlem	10,000
Visual AIDS	2,500

THE ARTS (continued)

Vizcayans, The	3,000
White Columns	2,500
Whitney Museum of American Art	5,000
Wolfsonian, The	7,500
TOTAL CONTRIBUTIONS – THE ARTS (31%)	\$306,750

THE COWLES CHARITABLE TRUST

EIN. 13-6090295

Contributions**2012****EDUCATION**

American Museum of National History	\$ 1,000
Bard Graduate Center	4,000
Bowdoin College	8,000
Cumberland College	1,000
Eaglebrook School	10,000
East Harlem Tutorial Program	2,500
Epiphany Cathedral School	23,250
Florida West Coast Public Broadcasting-WEDU	7,500
Foundation Center, The	1,000
Harrison Parents' Association	5,000
Institute of Classical Architectural and Classical America	2,000
John Jermain Memorial Library	5,000
Literacy for Incarcerated Teens	500
Madeira School	10,000
Mote Marine Laboratory	2,500
NAACP Legal Defense and Educational Fund	5,000
New Fairfield Public Library	5,000
New York Public Library	5,000
Planned Parenthood Federation of America	10,000
Planned Parenthood Hudson Peconic	10,000
Planned Parenthood of New York City	10,000
Planned Parenthood of SW and Central Florida	20,000
School of American Ballet	5,000

EDUCATION (continued)

EIN 13-6090295

University of South Florida Foundation	2,000
Wildlife Conservation Society	5,000
WNET/Thirteen	2,500
Women's Studio Workshop	20,000
TOTAL CONTRIBUTIONS – EDUCATION (18%)	\$182,750

THE COWLES CHARITABLE TRUST

EIN. 13-6090295

Contributions**2012****MEDICAL**

AmFAR, The Foundation for AIDS Research	\$ 3,500
Animal Medical Center	1,000
Beth Israel Medical Center	10,000
Crohn's & Colitis Foundation of America	10,000
Doctors Without Borders	15,000
Eye Bank for Sight Restoration	1,000
Food Allergy Initiative	2,000
Genesis Health Service	13,000
Grant Foundation, The	28,500
Hospital Audiences – Music That Heals	3,000
Iowa Health Foundation	1,500
Memorial Sloan-Kettering Cancer Center	16,500
Multicultural Health Institute	13,000
Multiple Myeloma Research Foundation	1,000
National Foundation for Facial Reconstruction	5,000
New York Foundling Hospital	1,500
Northside Center for Child Development	5,000
Physicians for Reproductive Choice and Health	7,500
Recording for the Blind & Dyslexic	2,000
Roswell Park Alliance Foundation	1,000
Stony Brook University Medical Center	15,000
Stroke Association of Florida	3,500
United Ostomy Association of America	5,000

EIN: 13-6090295

MEDICAL (continued)

W.O.M.E.N.

1,500

TOTAL CONTRIBUTIONS –MEDICAL (17%)

\$166,000

THE COWLES CHARITABLE TRUST

EIN 13-6090295

Contributions**2012****CHARITABLE**

American Civil Liberties Union Foundation	\$ 1,000
American Red Cross – Greater New York Chapter	25,000
American Red Cross – Jersey Coast Chapter	25,000
Bowery Residents' Committee	2,500
Boys and Girls Club of Ridgefield, CT	10,000
Bridge Fund of New York	4,000
Brady Center to Prevent Gun Violence	2,500
Brooklyn Community Services	2,500
Center for Alternative Sentencing and Employment Services	5,000
Central Park Conservancy	3,000
Church of the Holy Comforter	34,000
Citymeals-on-Wheels	2,500
City Parks Foundation	3,750
Coalition for the Homeless	4,000
Community Action Stops Abuse	20,000
Corporate Angel Network	1,000
Council on the Environment of New York City	1,000
Doe Fund, The	3,000
Equal Justice USA	5,000
FAIR-Fairness & Accuracy in Reporting Fighting Chance	2,000 20,000
God's Love We Deliver	10,000
G.R.A.S.P.	15,000
Guidestar USA	1,000
Hope House Ministries	2,000
Housing Works	1,000
JAMAKEPE Foundation	35,000

CHARITABLE (continued)

EIN. 13-6090295

K.O.P.P.I.R.	3,000
LaGasse Family Foundation	3,000
Lenox Hill Neighborhood Center	2,000
Lesbian, Gay, Bisexual & Transgender Community Center	2,500
Monmouth County SPCA	2,000
National Council on Crime and Delinquency	10,000
National Trust for Historic Preservation	2,000
New York Landmarks Conservancy	1,500
New Yorkers for Parks	2,500
Partnership at Drugfree.org	1,000
Partnership for the Homeless	6,000
Pines of Sarasota	2,500
Reach and Teach Ministry	4,000
Reef Relief	1,000
Renaissance Manor	12,000
Resurrection House	10,000
Retreat, The	1,000
Royal Family Kids Camp	4,000
St. Edmund's Retreat	5,000
Second Chance Recovery	3,000
Seventh Regiment Armory Conservancy	5,000
Southampton Fresh Air Home	1,000
Southern Poverty Law Center	4,000
Spence-Chapin Services to Families & Children	2,500
Temple Emanu-El	10,000
Volunteers of America-Greater New York	5,000
YMCA of Greater New York	1,500
TOTAL CONTRIBUTIONS-CHARITABLE (34%)	\$347,750

STATE OF NEW YORK

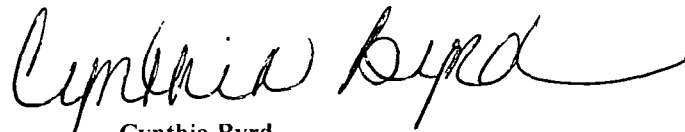
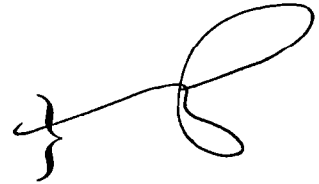
County of New York, s:

THE ANNUAL RETURN
OF The Cowles Charitable
Trust For the calendar
year ended 12/31/12 is
available at its principal
office located at P O Box
219, Rumson, New Jersey
07760 for inspection during
regular business hours by
any citizen who requests it
within 180 days hereof
Principal Manager of the
Foundation is Mary Croft
2125761 jy29

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 29th day of July, 2013.

TO WIT : JULY 29, 2013

SWORN BEFORE ME, this 29th day
Of July, 2013.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- 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

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

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE COWLES CHARITABLE TRUST

13-6090295

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

Social security number (SSN)

P.O. BOX 219

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

RUMSON, NJ 07760

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

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

- The books are in the care of ▶ MARY CROFT, TREASURER

Telephone No ▶ 732 936-9826

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
- ▶ ☒ calendar year 20 12 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	\$	0
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	\$	1,083.
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	\$	20,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2013)