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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation 1772 FOUNDATION INC		A Employer identification number 22-2578377	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 112		B Telephone number (see instructions) (860) 928-1772	
City or town, state, and ZIP code POMFRET CENTER, CT 062590112		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 ☒ 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) \$ 75,861,121		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	966	966		
	4 Dividends and interest from securities.	1,943,895	1,943,890		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	655,726			
	b Gross sales price for all assets on line 6a _____ 17,015,912				
	7 Capital gain net income (from Part IV , line 2)		655,726		
	8 Net short-term capital gain				
	9 Income modifications				
	10a 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)	2,149	2,149		
	12 Total. Add lines 1 through 11	4,602,736	2,602,731		
	13 Compensation of officers, directors, trustees, etc	296,304	74,075		222,229
	14 Other employee salaries and wages	3,000	1,500		1,500
	15 Pension plans, employee benefits	18,576	4,644		13,932
	16a Legal fees (attach schedule)	8,057	4,028		4,028
	b Accounting fees (attach schedule)	34,290	17,145		17,145
	c Other professional fees (attach schedule)	216,221	206,988		9,232
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,740			
	19 Depreciation (attach schedule) and depletion	1,257	629		
	20 Occupancy	8,600	4,300		4,300
	21 Travel, conferences, and meetings	38,690	5,803		32,886
	22 Printing and publications	6,044			6,044
	23 Other expenses (attach schedule)	26,715	6,248		20,467
	24 Total operating and administrative expenses. Add lines 13 through 23	679,494	325,360		331,763
	25 Contributions, gifts, grants paid	3,221,857			3,221,857
	26 Total expenses and disbursements. Add lines 24 and 25	3,901,351	325,360		3,553,620
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	701,385			
	b Net investment income (if negative, enter -0-)		2,277,371		
	c Adjusted net income (if negative, enter -0-)				

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	883,346	620,004	620,004
	2	Savings and temporary cash investments	6,426,972	8,256,297	8,256,297
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	64,220	59,180	59,180
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	11,667,302	 12,274,526	15,420,776
	c	Investments—corporate bonds (attach schedule).	1,990,000	 1,990,000	2,162,500
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans	3,659	2,197	2,567
	13	Investments—other (attach schedule)	50,573,819	 49,111,588	49,339,797
	14	Land, buildings, and equipment basis ▶ _____ 10,688 Less accumulated depreciation (attach schedule) ▶ _____ 8,143	3,802	 2,545	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	71,613,120	72,316,337	75,861,121	
Liabilities	17	Accounts payable and accrued expenses	56,588	51,720	
	18	Grants payable		325,000	
	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 ▶ _____)		 6,700	
	23	Total liabilities (add lines 17 through 22)	56,588	383,420	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	71,556,532	71,932,917	
	30	Total net assets or fund balances (see page 17 of the instructions)	71,556,532	71,932,917	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	71,613,120	72,316,337	

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	71,556,532
2	Enter amount from Part I, line 27a	2	701,385
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	72,257,917
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	325,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	71,932,917

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	655,726
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	164,534

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,471,557	71,770,458	0 048370
2010	2,987,331	68,935,077	0 043335
2009	3,593,102	65,653,548	0 054728
2008	3,438,843	74,293,263	0 046287
2007	2,988,441	83,431,815	0 035819

2	Total of line 1, column (d).	2	0 228539
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 045708
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	71,678,936
5	Multiply line 4 by line 3.	5	3,276,301
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,774
7	Add lines 5 and 6.	7	3,299,075
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	3,553,620

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	22,774
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	22,774
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	22,774
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,018		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,600		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	28,618
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	67
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	5,777
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 5,777 Refunded		11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NJ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW 1772 FOUNDATION ORG	13	Yes	
14	The books are in care of ► 1772 FOUNDATION Telephone no ► (860) 928-1772 Located at ► 112 MAIN STREET STE 9 PUTNAM CT ZIP +4 ► 06260			
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ►				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
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	65,840,593
b	Average of monthly cash balances.	1b	6,929,900
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	72,770,493
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	72,770,493
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,091,557
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	71,678,936
6	Minimum investment return. Enter 5% of line 5.	6	3,583,947

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	3,583,947
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	22,774
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,774
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,561,173
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,561,173
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	3,561,173

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	3,553,620
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	3,553,620
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	22,774
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,530,846
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				3,561,173
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			3,440,334	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 3,553,620				
a Applied to 2011, but not more than line 2a			3,440,334	
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.				113,286
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.				3,447,887
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.				
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. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

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

MARY ANTHONY
PO BOX 112
POMFRET CENTER, CT 062590112
(860) 928-1772

b

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

BEFORE AN ORGANIZATION IS ASKED TO APPLY, ONE-PAGE LETTER OF INQUIRY IS REQUIRED, WHICH CAN BE FILLED OUT THROUGH ON-LINE INQUIRY FORM ON THE FOUNDATION'S WEBSITE. IF LETTER OF INQUIRY APPROVED A COMPLETE GRANT APPLICATION WILL BE REQUIRED TO BE FILLED OUT AND SUBMITTED

c

Any submission deadlines

FUNDING INQUIRY SUBMISSION MUST BE PLACED BETWEEN NOVEMBER 15 AND JUNE 15 PRIOR TO THE YEAR THE FUND

d

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

GRANTS ARE LIMITED TO THE PRESERVATION AND ENHANCEMENT OF AMERICAN HISTORICAL ENTITIES AND PROJECTS

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3,221,857
b <i>Approved for future payment</i> See Additional Data Table				
Total				325,000

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	966	
4 Dividends and interest from securities.			14	1,943,895	
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.			14	2,149	
8 Gain or (loss) from sales of assets other than inventory			18	655,726	
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).				2,602,736	
13 Total. Add line 12, columns (b), (d), and (e).				2,602,736	2,602,736

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-06-10	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date 2013-06-12	Check if self-employed ☒	PTIN
	Firm's name ▶	LESHNER FRANCHINO & COMPANY		Firm's EIN ▶	
		19 CATTANO AVENUE			
	Firm's address ▶	MORRISTOWN, NJ 079606839		Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GOLDCORP INC-9950	P	2009-11-09	2012-03-12
PENTAIR LTD-2572	P	2011-11-21	2012-10-31
GNMA PASS THRU X SNLG FAM-9	P	1998-10-22	2012-12-17
SIT US GOVT SEC FD-64720 958	P	2012-01-01	2012-07-30
APACHE CORP-124	P	2011-10-06	2012-01-20
COMMUNITY HEALTH SYS-51	P	2010-08-31	2012-01-20
EXXON MOBILE CORP-39	P	2011-03-28	2012-01-20
GILEAD SCIENCES INC-161	P	2010-06-04	2012-01-20
HARTFORD FINL SVCS-71	P	2011-04-19	2012-01-20
LEVEL 3 COMM-200	P	2009-11-03	2012-01-20
MEMC ELEC MATLS-142	P	2010-07-30	2012-01-20
ON SEMICNDTR CORP-373	P	2007-04-05	2012-01-20
SANDRIDGE ENERGY INC-300	P	2011-10-05	2012-01-20
THERMO FISHER SCIENTIFIC-41	P	2011-11-29	2012-01-20
VARIAN MEDICAL SYS-57	P	2009-06-10	2012-01-20
ALIGN TECHNOLOGY INC-75	P	2008-08-08	2012-01-19
ARIBA INC-100	P	2011-09-06	2012-01-19
CORPORATE EXEC BOARD CO-200	P	2011-09-28	2012-01-19
DTS INC-150	P	2011-09-21	2012-01-19
HAEMONETICS CORP-50	P	2010-05-14	2012-01-19
KORN/FERRY INTL-100	P	2007-09-12	2012-01-19
M K S INSTRUMENTS INC-250	P	2006-07-03	2012-01-19
NEUSTAR INC CLASS A-50	P	2008-07-16	2012-01-19
PF CHANGS CHINA BISTRO-75	P	2006-08-18	2012-01-19
SEMTECH CORP-100	P	2011-09-30	2012-01-19
WADDELL & REED FINL-175	P	2008-12-11	2012-01-19
GOODRICH CORP-5000	P	2010-01-07	2012-01-23
THE ADT CORP-5360	P	2011-11-22	2012-10-31
AQR MGD FUTURES STRAT FD-295 067	P	2011-12-16	2012-01-25
DFA US LARGE CO PORT-4421 525	P	2012-01-01	2012-10-26

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APACHE CORP-28	P	2011-11-29	2012-01-20
COMMUNITY HEALTH SYS-25	P	2010-09-01	2012-01-20
EXXON MOBILE CORP-39	P	2011-04-05	2012-01-20
GOOGLE INC-8	P	2010-02-09	2012-01-20
HEWLETT-PACKARD CO-548	P	2011-08-01	2012-01-20
LEVEL 3 COMM-84	P	2009-11-03	2012-01-20
MEMC ELEC MATLS-177	P	2011-05-05	2012-01-20
ON SEMICNDTR CORP-212	P	2007-12-14	2012-01-20
SANDRIDGE ENERGY INC-2	P	2011-10-05	2012-01-20
THERMO FISHER SCIENTIFIC-56	P	2011-12-13	2012-01-20
VARIAN MEDICAL SYS-45	P	2011-11-29	2012-01-20
ALIGN TECHNOLOGY INC-250	P	2011-09-28	2012-01-19
ARIBA INC-100	P	2011-10-03	2012-01-19
COSTAR GROUP INC-75	P	2009-03-17	2012-01-19
FINANCIAL ENGINES INC-200	P	2011-09-19	2012-01-19
HAEMONETICS CORP-75	P	2011-09-28	2012-01-19
KORN/FERRY INTL-75	P	2008-06-04	2012-01-19
M K S INSTRUMENTS INC-150	P	2008-06-04	2012-01-19
NEUSTAR INC CLASS A-25	P	2008-09-26	2012-01-19
PF CHANGS CHINA BISTRO-100	P	2007-10-03	2012-01-19
STIFEL FINANCIAL CORP-200	P	2011-09-13	2012-01-19
WADDELL & REED FINL-100	P	2011-09-27	2012-01-19
ORACLE CORP-12900	P	2008-06-02	2012-01-23
TYCO INTL LTD-10720	P	2011-11-21	2012-10-31
AQR MGD FUTURES STRAT FD-38222 452	P	2012-01-01	2012-01-25
GOLDMAN SACHS COMM STRAT FD-418 119	P	2012-01-01	2012-10-26
APPLE COMPUTER INC-34	P	2011-12-22	2012-01-20
COMMUNITY HEALTH SYS-21	P	2010-09-02	2012-01-20
GAP INC-593	P	2011-03-16	2012-01-20
GOOGLE INC-8	P	2010-03-02	2012-01-20

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(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)
HEWLETT-PACKARD CO-217	P	2011-10-06	2012-01-20
LEVEL 3 COMM-116	P	2010-09-15	2012-01-20
MEMC ELEC MATLS-134	P	2011-07-13	2012-01-20
OSHKOSH CORP-260	P	2011-08-01	2012-01-20
SANDRIDGE ENERGY INC-267	P	2011-10-27	2012-01-20
UNITED STATES STEEL CORP-100	P	2010-05-03	2012-01-20
VERIZON COMM INC-100	P	2012-01-23	2012-04-18
AMERISTAR CASINOS INC-25	P	2008-05-21	2012-01-19
ATHENHEALTH INC-100	P	2010-04-23	2012-01-19
COSTAR GROUP INC-50	P	2009-10-27	2012-01-19
FINANCIAL ENGINES INC-100	P	2011-10-03	2012-01-19
HARMAN INTL INDS INC-200	P	2011-08-26	2012-01-19
LIFETIME FITNESS-75	P	2007-06-14	2012-01-19
M K S INSTRUMENTS INC-100	P	2009-05-18	2012-01-19
NEUSTAR INC CLASS A-100	P	2008-10-16	2012-01-19
PF CHANGS CHINA BISTRO-75	P	2008-05-30	2012-01-19
STRATASYS INC-100	P	2011-06-09	2012-01-19
WADDELL & REED FINL-50	P	2011-09-28	2012-01-19
POST HOLDINGS INC-2500	P	2011-03-31	2012-02-08
VIACOM INC-7050	P	2012-03-13	2012-11-21
LOOMIS SAYLES GLBL BND FD-2374 777	P	2012-01-01	2012-01-25
GOLDMAN SACHS COMM STRAT FD-26113 12	P	2012-01-01	2012-10-26
APPLE COMPUTER INC-7	P	2011-12-29	2012-01-20
COMMUNITY HEALTH SYS-156	P	2011-04-11	2012-01-20
GAP INC-7	P	2011-05-20	2012-01-20
GOOGLE INC-6	P	2010-07-07	2012-01-20
HEWLETT-PACKARD CO-82	P	2011-12-13	2012-01-20
LEVEL 3 COMM-21 4	P	2010-09-15	2012-01-20
MEMC ELEC MATLS-77	P	2011-07-13	2012-01-20
PHILIP MORRIS INTL INC-35	P	2012-01-23	2012-04-18

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STAPLES INC-184	P	2011-07-01	2012-01-20
UNITED STATES STEEL CORP-42	P	2010-05-03	2012-01-20
YAHOO INC-809	P	2011-05-19	2012-01-20
AMERISTAR CASINOS INC-50	P	2008-07-15	2012-01-19
ATHENHEALTH INC-125	P	2010-06-07	2012-01-19
COSTAR GROUP INC-50	P	2010-05-28	2012-01-19
FIRST SERVICE CORP-225	P	2006-07-03	2012-01-19
HARMAN INTL INDS INC-50	P	2011-09-06	2012-01-19
LIFETIME FITNESS-50	P	2007-11-27	2012-01-19
MANHATTAN ASSOCIATES INC-275	P	2006-07-03	2012-01-19
NEUSTAR INC CLASS A-50	P	2008-11-05	2012-01-19
PF CHANGS CHINA BISTRO-50	P	2008-06-04	2012-01-19
STRATASYS INC-50	P	2011-07-27	2012-01-19
WMS INDS INC-525	P	2006-07-03	2012-01-19
COOPER INDS PLC-5000	P	2010-01-07	2012-06-13
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-01-07
LOOMIS SAYLES GLBL BND FD-48511 702	P	2012-01-01	2012-01-25
HUSSMAN STRAT GWTH FD-296 609	P	2011-12-30	2012-10-26
BANK OF AMERICA-885	P	2011-01-03	2012-01-20
COMMUNITY HEALTH SYS-75	P	2011-08-09	2012-01-20
GAP INC-82	P	2011-05-20	2012-01-20
GOOGLE INC-4	P	2010-11-17	2012-01-20
INPEX CORP-800	P	2010-07-29	2012-01-20
LEVEL 3 COMM-153 6	P	2011-04-11	2012-01-20
MEMC ELEC MATLS-304	P	2011-08-09	2012-01-20
PHILLIPS 66-135	P	2012-01-23	2012-06-15
STAPLES INC-816	P	2011-07-05	2012-01-20
UNITED STATES STEEL CORP-34	P	2010-06-04	2012-01-20
YAHOO INC-160	P	2011-08-02	2012-01-20
AMERISTAR CASINOS INC-100	P	2009-09-01	2012-01-19

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CABOT MICROELECTRONICS-50	P	2006-08-29	2012-01-04
DEALTRACKER HLDGS INC-150	P	2009-07-08	2012-01-19
FIRST SERVICE CORP-50	P	2006-10-25	2012-01-19
HARMAN INTL INDS INC-100	P	2011-09-12	2012-01-19
LIFETIME FITNESS-50	P	2008-05-21	2012-01-19
MARKETAXESS HOLDINGS-375	P	2007-09-20	2012-01-19
NEUSTAR INC CLASS A-50	P	2009-01-29	2012-01-19
POLYPORE INTL-100	P	2011-12-15	2012-01-19
STRATASYS INC-150	P	2011-09-19	2012-01-19
WMS INDS INC-50	P	2009-02-24	2012-01-19
COOPER INDS PLC-4000	P	2010-08-17	2012-06-13
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-02-15
PIMCO FOREIGN BD FD-5882 467	P	2012-01-01	2012-01-25
HUSSMAN STRAT GWTH FD-59561 437	P	2012-01-01	2012-10-26
BANK OF AMERICA-627	P	2011-04-14	2012-01-20
COMMUNITY HEALTH SYS-78	P	2011-10-06	2012-01-20
GAP INC-116	P	2011-10-27	2012-01-20
GOOGLE INC-5	P	2011-01-31	2012-01-20
INPEX CORP-474	P	2010-07-29	2012-01-20
LIFETIME FITNESS-65	P	2009-02-19	2012-01-20
MEMC ELEC MATLS-218	P	2011-08-23	2012-01-20
PULTEGROUP INC-701	P	2010-10-19	2012-01-20
STAPLES INC-248	P	2011-07-05	2012-01-20
UNITED STATES STEEL CORP-24	P	2010-09-29	2012-01-20
ACI WORLDWIDE INC-200	P	2011-09-22	2012-01-19
AMERISTAR CASINOS INC-125	P	2009-09-10	2012-01-19
CABOT MICROELECTRONICS-125	P	2006-07-03	2012-01-19
DEALTRACKER HLDGS INC-125	P	2009-06-03	2012-01-19
FIRST SERVICE CORP PFRD-65	P	2006-07-03	2012-01-19
HEXCEL CORP-450	P	2009-07-07	2012-01-19

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LIFETIME FITNESS-25	P	2008-07-15	2012-01-19
MORNINGSTAR INC-75	P	2009-05-07	2012-01-19
NEUSTAR INC CLASS A-100	P	2011-08-18	2012-01-19
PSS WORLD MEDICAL INC-75	P	2006-07-03	2012-01-19
TECHNE CORP-100	P	2010-05-10	2012-01-19
WMS INDS INC-50	P	2011-04-08	2012-01-19
SUNCOR ENERGY INC-13200	P	2011-11-22	2012-04-05
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-03-15
PIMCO FOREIGN BD FD-112314 997	P	2012-01-01	2012-01-25
ALERE INC-261	P	2010-02-10	2012-01-20
BANK OF AMERICA-385	P	2011-07-13	2012-01-20
CORNING INC-101	P	2007-12-05	2012-01-20
GAP INC-139	P	2011-11-29	2012-01-20
GOOGLE INC-5	P	2011-03-28	2012-01-20
INPEX CORP-22	P	2010-07-29	2012-01-20
LIFETIME FITNESS-100	P	2009-02-19	2012-01-20
MEMC ELEC MATLS-243	P	2011-10-07	2012-01-20
PULTEGROUP INC-195	P	2010-11-22	2012-01-20
STAPLES INC-432	P	2011-07-19	2012-01-20
UNITED STATES STEEL CORP-72	P	2010-09-29	2012-01-20
ADTRAN INC-50	P	2012-01-04	2012-01-19
AMYLIN PHARMACEUTICALS-150	P	2006-07-03	2012-01-19
CABOT MICROELECTRONICS-75	P	2006-10-25	2012-01-19
DEALTRACKER HLDGS INC-225	P	2010-02-22	2012-01-19
FIRST SERVICE CORP PFRD-10	P	2006-10-25	2012-01-19
HEXCEL CORP-275	P	2010-02-16	2012-01-19
LIFETIME FITNESS-25	P	2008-08-08	2012-01-19
MORNINGSTAR INC-25	P	2009-06-17	2012-01-19
OPNET TECH INC-75	P	2012-01-06	2012-01-19
PSS WORLD MEDICAL INC-50	P	2006-10-27	2012-01-19

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TECHNE CORP-50	P	2010-11-04	2012-01-19
WMS INDS INC-50	P	2011-05-13	2012-01-19
VERTEX PHARMA INC-7970	P	2011-09-26	2012-04-11
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-04-16
PIMCO TOT RETURN FD-9352 466	P	2012-01-01	2012-01-25
ALERE INC-55	P	2010-09-02	2012-01-20
BEST BUY INC-347	P	2010-12-16	2012-01-20
CORNING INC-204	P	2009-09-23	2012-01-20
GENWORTH FINL INC-1033	P	2011-02-04	2012-01-20
GOOGLE INC-4	P	2011-04-04	2012-01-20
INPEX CORP-120	P	2010-09-28	2012-01-20
LIFETIME FITNESS-77	P	2009-02-19	2012-01-20
METLIFE INC-100	P	2011-10-06	2012-01-20
PULTEGROUP INC-224	P	2011-02-22	2012-01-20
STAPLES INC-189	P	2011-08-02	2012-01-20
UNITED STATES STEEL CORP-44	P	2011-04-04	2012-01-20
ADTRAN INC-400	P	2006-07-03	2012-01-19
AMYLIN PHARMACEUTICALS-50	P	2006-10-25	2012-01-19
CAPELLA EDUCATION CO-50	P	2010-11-10	2012-01-19
DEALTRACKER HLDGS INC-250	P	2011-09-28	2012-01-19
FRESH MARKET INC-100	P	2011-04-28	2012-01-19
HEXCEL CORP-50	P	2011-09-28	2012-01-19
LIFETIME FITNESS-75	P	2008-12-11	2012-01-19
MORNINGSTAR INC-35	P	2009-06-17	2012-01-19
OPNET TECH INC-100	P	2011-12-21	2012-01-19
PSS WORLD MEDICAL INC-100	P	2007-05-24	2012-01-19
TECHNE CORP-25	P	2011-09-28	2012-01-19
WMS INDS INC-150	P	2011-09-28	2012-01-19
VERTEX PHARMA INC-4800	P	2011-11-22	2012-04-11
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-05-15

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PIMCO TOT RETURN FD-227193 78	P	2012-01-01	2012-01-25
ALERE INC-40	P	2010-09-03	2012-01-20
BEST BUY INC-118	P	2011-10-27	2012-01-20
CORNING INC-348	P	2010-11-17	2012-01-20
GENWORTH FINL INC-242	P	2011-06-07	2012-01-20
HARTFORD FINL SVCS-83	P	2010-08-31	2012-01-20
INPEX CORP-158	P	2011-10-28	2012-01-20
LIFETIME FITNESS-23	P	2011-10-27	2012-01-20
METLIFE INC-100	P	2011-10-06	2012-01-20
PULTEGROUP INC-306	P	2011-08-09	2012-01-20
THERMO FISHER SCIENTIFIC-54	P	2009-03-13	2012-01-20
UNITED STATES STEEL CORP-42	P	2011-04-27	2012-01-20
ADTRAN INC-50	P	2006-10-25	2012-01-19
AMYLIN PHARMACEUTICALS-75	P	2008-10-27	2012-01-19
CAPELLA EDUCATION CO-50	P	2011-01-11	2012-01-19
DEVRY INC-125	P	2006-07-03	2012-01-19
FRESH MARKET INC-100	P	2011-06-02	2012-01-19
ICON PLC-225	P	2010-05-24	2012-01-19
LIFETIME FITNESS-50	P	2009-02-25	2012-01-19
MORNINGSTAR INC-25	P	2010-04-27	2012-01-19
OXFORD INDUSTRIES INC-50	P	2006-07-03	2012-01-19
PSS WORLD MEDICAL INC-50	P	2007-10-15	2012-01-19
ULTIMATE SOFTWARE GROUP-100	P	2011-09-28	2012-01-19
WMS INDS INC-1	P	2006-07-03	2012-01-19
WEATHERFORD INTL LTD-21600	P	2007-06-12	2012-04-11
GNMA PASS THRU X SNLG FAM-13	P	1998-10-22	2012-06-15
VANGUARD INTL EXPLORER FD-640 821	P	2011-12-27	2012-01-25
ALERE INC-68	P	2011-08-09	2012-01-20
BRISTOL-MEYERS SQUIBB CO-90	P	2012-01-23	2012-04-18
DELL INC-61	P	2009-10-13	2012-01-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GENWORTH FINL INC-378	P	2011-07-14	2012-01-20
HARTFORD FINL SVCS-113	P	2010-09-02	2012-01-20
JP MORGAN CHASE & CO-265	P	2010-10-15	2012-01-20
MEMC ELEC MATLS-300	P	2010-03-15	2012-01-20
METLIFE INC-151	P	2011-10-06	2012-01-20
SANDRIDGE ENERGY INC-216 832	P	2010-03-15	2012-01-20
THERMO FISHER SCIENTIFIC-47	P	2009-05-27	2012-01-20
UNITED STATES STEEL CORP-83	P	2011-07-13	2012-01-20
ADTRAN INC-150	P	2011-08-04	2012-01-19
AMYLIN PHARMACEUTICALS-125	P	2008-11-05	2012-01-19
CERADYNE INC-50	P	2011-03-14	2012-01-19
DICE HLDGS INC-125	P	2011-06-01	2012-01-19
GENTEX CORP-100	P	2006-07-03	2012-01-19
ICON PLC-25	P	2010-10-10	2012-01-19
LIFETIME FITNESS-150	P	2009-04-28	2012-01-19
MORNINGSTAR INC-25	P	2011-09-28	2012-01-19
OXFORD INDUSTRIES INC-100	P	2006-07-03	2012-01-19
PSS WORLD MEDICAL INC-100	P	2011-09-28	2012-01-19
UNDER AMOUR INC-50	P	2011-08-18	2012-01-19
XO GROUP INC-200	P	2007-05-24	2012-01-19
DOW CHEMICAL CO-15300	P	2011-09-09	2012-07-03
GNMA PASS THRU X SNLG FAM-1335	P	1998-10-22	2012-07-16
VANGUARD INTL EXPLORER FD-14673 512	P	2012-01-01	2012-01-25
ALERE INC-58	P	2011-11-01	2012-01-20
BRISTOL-MEYERS SQUIBB CO-540	P	2012-01-23	2012-09-10
DELL INC-283	P	2010-06-04	2012-01-20
GILEAD SCIENCES INC-94	P	2007-12-05	2012-01-20
HARTFORD FINL SVCS-35	P	2010-09-03	2012-01-20
JP MORGAN CHASE & CO-97	P	2011-04-14	2012-01-20
MEMC ELEC MATLS-100	P	2010-03-15	2012-01-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
METLIFE INC-149	P	2011-10-13	2012-01-20
SANDRIDGE ENERGY INC-1	P	2010-03-15	2012-01-20
THERMO FISHER SCIENTIFIC-51	P	2009-06-10	2012-01-20
UNITED STATES STEEL CORP-26	P	2011-08-09	2012-01-20
ALIGN TECHNOLOGY INC-200	P	2006-07-03	2012-01-19
AMYLIN PHARMACEUTICALS-75	P	2009-01-14	2012-01-19
CERADYNE INC-50	P	2011-07-28	2012-01-19
DICE HLDGS INC-125	P	2011-06-09	2012-01-19
GENTEX CORP-75	P	2008-09-30	2012-01-19
ICON PLC-175	P	2010-12-09	2012-01-19
LOGMEIN INC-100	P	2011-10-03	2012-01-19
NATIONAL INSTRUMENTS-87 5	P	2006-07-03	2012-01-19
OXFORD INDUSTRIES INC-50	P	2007-10-22	2012-01-19
REALD INC-150	P	2011-06-27	2012-01-19
VALMONT INDS INC-25	P	2009-10-27	2012-01-19
XO GROUP INC-200	P	2008-03-03	2012-01-19
EMBRAER SA SP-8450	P	2012-03-13	2012-07-12
GNMA PASS THRU X SNLG FAM-9	P	1998-10-22	2012-08-15
GOLDMAN SACHS LOC EMER MKT-8741 815	P	2012-01-01	2012-06-06
AMDOCS LTD-313	P	2008-10-08	2012-01-20
CHARLES SCHWAB CORP-573	P	2011-08-15	2012-01-20
DELL INC-382	P	2010-09-02	2012-01-20
GILEAD SCIENCES INC-61	P	2009-09-22	2012-01-20
HARTFORD FINL SVCS-245	P	2010-09-07	2012-01-20
JUNIPER NETWORKS INC-200	P	2011-12-22	2012-01-20
MEMC ELEC MATLS-1	P	2010-03-15	2012-01-20
METLIFE INC-30	P	2011-10-13	2012-01-20
SANDRIDGE ENERGY INC-382 168	P	2010-04-05	2012-01-20
THERMO FISHER SCIENTIFIC-41	P	2009-08-14	2012-01-20
UNITED STATES STEEL CORP-20	P	2011-08-09	2012-01-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ALIGN TECHNOLOGY INC-225	P	2007-10-26	2012-01-19
AMYLIN PHARMACEUTICALS-400	P	2011-03-03	2012-01-19
CERADYNE INC-50	P	2011-11-29	2012-01-19
DICE HLDGS INC-150	P	2011-06-20	2012-01-19
GENTEX CORP-75	P	2008-10-06	2012-01-19
INTERNAP NETWRK SVC-400	P	2007-10-24	2012-01-19
LUFKIN INDS INC-50	P	2011-12-15	2012-01-19
NATIONAL INSTRUMENTS-112 5	P	2008-10-16	2012-01-19
PANERA BREAD CO-25	P	2007-08-24	2012-01-17
REALD INC-100	P	2011-07-08	2012-01-19
VALMONT INDS INC-50	P	2010-01-15	2012-01-19
HERTZ GLOBAL HLDGS INC-27000	P	2010-10-25	2012-08-20
GNMA PASS THRU X SNLG FAM-9	P	1998-10-22	2012-09-17
GOLDMAN SACHS LOC EMER MKT-153302 71	P	2012-01-01	2012-06-06
AMDOCS LTD-10	P	2008-10-08	2012-01-20
CHARLES SCHWAB CORP-348	P	2011-08-23	2012-01-20
DIAGEO ORD-30	P	2012-01-23	2012-04-18
GILEAD SCIENCES INC-83	P	2009-12-28	2012-01-20
HARTFORD FINL SVCS-63	P	2011-04-14	2012-01-20
JUNIPER NETWORKS INC-75	P	2011-12-22	2012-01-20
MEMC ELEC MATLS-197	P	2010-05-10	2012-01-20
METLIFE INC-83	P	2011-11-29	2012-01-20
SANDRIDGE ENERGY INC-142	P	2010-08-11	2012-01-20
THERMO FISHER SCIENTIFIC-50	P	2009-10-28	2012-01-20
UNITED STATES STEEL CORP-122	P	2011-08-23	2012-01-20
ALIGN TECHNOLOGY INC-200	P	2008-01-31	2012-01-19
ANCESTRY COM INC-100	P	2011-02-28	2012-01-19
CHART INDS INC-50	P	2011-10-03	2012-01-19
DICE HLDGS INC-150	P	2011-08-04	2012-01-19
GENTEX CORP-250	P	2008-11-11	2012-01-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
INTERNAP NETWRK SVC-150	P	2007-11-07	2012-01-19
M K S INSTRUMENTS INC-25	P	2007-10-25	2012-01-19
NATIONAL INSTRUMENTS-75	P	2009-01-14	2012-01-19
PANERA BREAD CO-125	P	2007-09-26	2012-01-19
REALD INC-150	P	2011-09-28	2012-01-19
VALMONT INDS INC-50	P	2011-09-28	2012-01-19
SAGENT PHARMA INC-18300	P	2011-07-19	2012-08-09
GNMA PASS THRU X SNLG FAM-9	P	1998-10-22	2012-10-15
RIDGEWORTH US GOV SEC ULT SH BD-7782	P	2012-01-01	2012-07-30
AMDOCS LTD-130	P	2009-02-06	2012-01-20
CHARLES SCHWAB CORP-862	P	2011-10-13	2012-01-20
DOMINION RES INC-110	P	2012-01-23	2012-04-18
GILEAD SCIENCES INC-117	P	2010-03-01	2012-01-20
HARTFORD FINL SVCS-78	P	2011-04-15	2012-01-20
KDDI CORP ADR-780	P	2011-03-15	2012-01-20
MEMC ELEC MATLS-78	P	2010-06-24	2012-01-20
METLIFE INC-88	P	2011-12-13	2012-01-20
SANDRIDGE ENERGY INC-311	P	2010-10-11	2012-01-20
THERMO FISHER SCIENTIFIC-117	P	2010-09-02	2012-01-20
UNITED STATES STEEL CORP-58	P	2011-10-27	2012-01-20
ALIGN TECHNOLOGY INC-75	P	2008-06-04	2012-01-19
ANCESTRY COM INC-50	P	2011-09-21	2012-01-19
CORPORATE EXEC BOARD CO-250	P	2009-05-27	2012-01-19
DICE HLDGS INC-200	P	2011-09-27	2012-01-19
HAEMONETICS CORP-25	P	2010-04-12	2012-01-19
INTERNAP NETWRK SVC-225	P	2007-12-27	2012-01-19
M K S INSTRUMENTS INC-25	P	2007-10-25	2012-01-10
NATIONAL INSTRUMENTS-75	P	2009-02-10	2012-01-19
PF CHANGS CHINA BISTRO-25	P	2006-07-03	2012-01-19
SEMTECH CORP-275	P	2008-02-08	2012-01-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
WADDELL & REED FINL-50	P	2008-11-06	2012-01-19
NICE SYS LTD-2300	P	2010-07-13	2012-10-22
GNMA PASS THRU X SNLG FAM-9	P	1998-10-22	2012-11-15
RIDGEWORTH US GOV SEC ULT SH BD-9978	P	2012-01-01	2012-07-30
AMDOCS LTD-60	P	2011-10-27	2012-01-20
CHARLES SCHWAB CORP-369	P	2011-12-13	2012-01-20
EXXON MOBILE CORP-213	P	2011-01-13	2012-01-20
GILEAD SCIENCES INC-138	P	2010-04-22	2012-01-20
HARTFORD FINL SVCS-55	P	2011-04-18	2012-01-20
KDDI CORP ADR-148	P	2011-04-08	2012-01-20
MEMC ELEC MATLS-71	P	2010-06-25	2012-01-20
NEXTERA ENERGY INC-60	P	2012-01-23	2012-04-18
SANDRIDGE ENERGY INC-47	P	2011-10-05	2012-01-20
THERMO FISHER SCIENTIFIC-80	P	2011-08-02	2012-01-20
VARIAN MEDICAL SYS-78	P	2009-02-17	2012-01-20
ALIGN TECHNOLOGY INC-75	P	2008-07-14	2012-01-19
ANCESTRY COM INC-100	P	2011-09-28	2012-01-19
CORPORATE EXEC BOARD CO-125	P	2009-07-08	2012-01-19
DOLBY LABS INC-125	P	2006-10-25	2012-01-19
HAEMONETICS CORP-25	P	2010-04-16	2012-01-19
KORN/FERRY INTL-25	P	2006-10-25	2012-01-19
M K S INSTRUMENTS INC-100	P	2006-07-03	2012-01-19
NEUSTAR INC CLASS A-49	P	2008-05-22	2012-01-19
PF CHANGS CHINA BISTRO-75	P	2006-07-07	2012-01-19
SEMTECH CORP-125	P	2008-08-29	2012-01-19
WADDELL & REED FINL-225	P	2008-11-20	2012-01-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
461,791		435,240	26,551
108,286		92,633	15,653
9		10	-1
735,230		735,168	62
11,955		10,559	1,396
886		1,332	-446
3,390		3,276	114
7,589		5,616	1,973
1,333		1,892	-559
3,683		3,678	5
658		1,343	-685
3,330		3,603	-273
2,279		1,759	520
2,097		1,897	200
3,945		2,131	1,814
1,863		906	957
2,901		2,563	338
7,459		6,016	1,443
4,148		4,214	-66
3,205		2,836	369
1,860		1,793	67
7,433		5,101	2,332
1,794		1,086	708
2,454		2,731	-277
2,674		2,160	514
4,844		2,254	2,590
621,173		332,325	288,848
221,038		158,113	62,925
2,767		2,856	-89
49,270		49,724	-454

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,700		2,603	97
434		682	-248
3,390		3,317	73
4,680		4,318	362
15,279		19,212	-3,933
1,547		1,545	2
821		1,967	-1,146
1,892		1,731	161
15		12	3
2,864		2,546	318
3,114		2,691	423
6,211		3,959	2,252
2,901		2,645	256
4,639		1,936	2,703
4,623		4,203	420
4,808		4,408	400
1,395		1,308	87
4,460		3,691	769
897		513	384
3,272		2,966	306
6,796		5,712	1,084
2,768		2,792	-24
367,571		291,104	76,467
287,885		239,739	48,146
358,497		383,857	-25,360
2,395		2,512	-117
14,401		13,557	844
365		592	-227
11,043		12,857	-1,814
4,680		4,325	355

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,050		5,251	799
2,136		1,738	398
621		1,025	-404
6,432		6,349	83
2,028		2,166	-138
2,779		5,378	-2,599
3,755		3,833	-78
504		444	60
5,793		3,730	2,063
3,093		2,057	1,036
2,311		1,756	555
8,670		7,013	1,657
3,497		3,837	-340
2,973		1,458	1,515
3,588		1,359	2,229
2,454		2,016	438
3,785		3,308	477
1,384		1,319	65
65,649		52,705	12,944
352,334		334,953	17,381
39,681		39,885	-204
149,599		121,596	28,003
2,965		2,837	128
2,710		4,174	-1,464
130		136	-6
3,510		2,647	863
2,286		2,272	14
394		321	73
357		589	-232
3,073		2,606	467

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,940		2,878	62
1,167		2,259	-1,092
12,905		13,243	-338
1,008		580	428
7,242		2,937	4,305
3,093		2,060	1,033
6,376		5,194	1,182
2,167		1,635	532
2,331		2,473	-142
11,615		5,687	5,928
1,794		809	985
1,636		1,329	307
1,892		1,432	460
11,525		9,473	2,052
341,793		221,829	119,964
13		13	
810,602		761,413	49,189
3,263		3,687	-424
6,148		12,528	-6,380
1,303		1,388	-85
1,527		1,597	-70
2,340		2,355	-15
13,203		9,748	3,455
2,829		3,392	-563
1,409		1,741	-332
4,529		4,361	168
13,036		12,672	364
945		1,432	-487
2,552		2,110	442
2,017		1,688	329

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,378		1,541	837
4,184		2,291	1,893
1,417		1,092	325
4,335		3,181	1,154
2,331		1,867	464
11,860		5,987	5,873
1,794		682	1,112
5,227		4,579	648
5,677		3,382	2,295
1,098		942	156
273,435		173,589	99,846
13		13	
64,176		64,393	-217
655,146		751,646	-96,500
4,356		8,307	-3,951
1,355		1,277	78
2,160		2,266	-106
2,925		3,001	-76
7,823		5,775	2,048
3,022		704	2,318
1,011		1,458	-447
5,535		5,872	-337
3,962		3,851	111
667		1,066	-399
6,022		5,424	598
2,521		2,006	515
6,229		3,759	2,470
3,487		2,279	1,208
1,610		972	638
11,486		4,059	7,427

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,166		754	412
4,453		3,231	1,222
3,588		2,313	1,275
1,768		1,342	426
6,945		6,307	638
1,098		1,822	-724
403,334		389,758	13,576
13		13	
1,225,328		1,152,055	73,273
5,879		10,683	-4,804
2,675		3,990	-1,315
1,462		2,519	-1,057
2,588		2,531	57
2,925		2,916	9
363		268	95
4,649		1,083	3,566
1,126		1,406	-280
1,540		1,257	283
6,902		6,685	217
2,001		3,197	-1,196
1,690		1,478	212
1,734		7,309	-5,575
3,737		2,165	1,572
6,276		3,217	3,059
248		154	94
7,019		2,994	4,025
1,166		884	282
1,484		1,019	465
2,523		2,491	32
1,179		995	184

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,473		3,053	420
1,098		1,709	-611
296,142		382,638	-86,496
13		13	
102,876		102,028	848
1,239		1,642	-403
8,756		12,022	-3,266
2,954		3,203	-249
8,374		13,274	-4,900
2,340		2,348	-8
1,979		1,449	530
3,579		834	2,745
3,637		3,026	611
1,769		1,642	127
3,019		2,933	86
1,223		2,377	-1,154
13,521		9,121	4,400
578		2,207	-1,629
2,040		2,771	-731
6,973		4,154	2,819
4,257		4,147	110
1,276		1,081	195
3,497		909	2,588
2,078		1,401	677
3,364		3,651	-287
2,358		1,935	423
1,736		1,736	
3,293		2,712	581
178,354		133,930	44,424
13		13	

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,499,103		2,391,827	107,276
901		1,227	-326
2,977		3,224	-247
5,038		6,127	-1,089
1,962		2,571	-609
1,559		1,666	-107
2,606		2,815	-209
1,069		1,042	27
3,637		3,026	611
2,416		1,362	1,054
2,761		1,880	881
1,167		2,008	-841
1,690		1,178	512
867		637	230
2,040		2,669	-629
5,177		2,764	2,413
4,257		3,455	802
4,159		6,247	-2,088
2,331		484	1,847
1,484		1,249	235
2,438		1,978	460
1,179		993	186
6,720		4,923	1,797
12		18	-6
299,471		576,519	-277,048
13		13	
8,900		8,203	697
1,532		1,530	2
3,021		2,939	82
1,014		940	74

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,064		3,666	-602
2,122		2,444	-322
9,804		9,843	-39
1,391		4,241	-2,850
5,492		4,570	922
1,647		1,675	-28
2,403		1,818	585
2,306		3,720	-1,414
5,070		4,760	310
1,445		1,021	424
1,600		2,283	-683
1,239		1,722	-483
3,102		1,392	1,710
462		549	-87
6,994		2,505	4,489
1,484		1,436	48
4,877		3,956	921
2,358		2,047	311
3,663		2,832	831
1,597		3,626	-2,029
480,942		394,198	86,744
1,335		1,338	-3
203,786		219,593	-15,807
1,306		1,484	-178
17,920		17,632	288
4,706		3,758	948
4,431		4,422	9
657		783	-126
3,589		4,412	-823
464		1,414	-950

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,419		4,637	782
8		8	
2,608		2,126	482
722		760	-38
4,969		1,497	3,472
867		845	22
1,600		1,636	-36
1,239		1,703	-464
2,327		1,068	1,259
3,235		3,420	-185
4,093		3,093	1,000
2,325		1,598	727
2,438		1,247	1,191
1,311		3,554	-2,243
2,469		1,904	565
1,597		2,261	-664
193,256		252,645	-59,389
9		9	
77,538		80,469	-2,931
9,147		7,868	1,279
7,298		7,154	144
6,352		4,717	1,635
2,875		2,830	45
4,601		5,351	-750
4,632		4,144	488
5		14	-9
1,091		934	157
2,903		2,817	86
2,097		1,880	217
556		584	-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,590		4,161	1,429
4,624		4,603	21
1,600		1,444	156
1,486		1,764	-278
2,327		860	1,467
2,578		6,510	-3,932
3,723		3,348	375
2,989		1,791	1,198
3,717		1,117	2,600
874		2,203	-1,329
4,938		3,698	1,240
339,509		304,469	35,040
9		9	
1,359,767		1,409,654	-49,887
292		251	41
4,432		4,122	310
3,025		2,582	443
3,912		3,592	320
1,183		1,667	-484
1,737		1,554	183
913		2,443	-1,530
3,019		2,432	587
1,079		663	416
2,557		2,290	267
3,390		3,249	141
4,969		2,350	2,619
2,834		3,294	-460
3,085		1,873	1,212
1,486		1,815	-329
7,756		2,100	5,656

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
967		2,260	-1,293
743		491	252
1,993		1,053	940
19,044		5,340	13,704
1,311		1,557	-246
4,938		4,071	867
258,054		431,130	-173,076
9		9	
791,474		786,055	5,419
3,799		2,451	1,348
10,979		10,668	311
5,562		5,544	18
5,515		5,571	-56
1,465		2,084	-619
12,121		11,945	176
362		836	-474
3,200		2,793	407
2,362		1,670	692
5,983		5,136	847
1,612		1,436	176
1,863		989	874
1,417		1,373	44
9,324		4,425	4,899
1,982		1,852	130
1,603		1,425	178
1,450		2,010	-560
702		491	211
1,993		1,040	953
818		930	-112
7,353		3,238	4,115

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,384		629	755
73,522		62,296	11,226
9		9	
1,014,862		1,004,894	9,968
1,753		1,868	-115
4,700		4,387	313
18,513		16,220	2,293
6,505		5,696	809
1,033		1,463	-430
2,300		2,196	104
329		760	-431
3,755		3,560	195
357		276	81
4,091		4,635	-544
5,398		2,876	2,522
1,863		802	1,061
2,834		2,498	336
4,662		2,446	2,216
4,255		2,515	1,740
1,603		1,509	94
465		578	-113
2,973		2,040	933
1,758		1,107	651
2,454		2,667	-213
3,342		1,858	1,484
6,228		2,321	3,907

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			26,551
			15,653
			-1
			62
			1,396
			-446
			114
			1,973
			-559
			5
			-685
			-273
			520
			200
			1,814
			957
			338
			1,443
			-66
			369
			67
			2,332
			708
			-277
			514
			2,590
			288,848
			62,925
			-89
			-454

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			97
			-248
			73
			362
			-3,933
			2
			-1,146
			161
			3
			318
			423
			2,252
			256
			2,703
			420
			400
			87
			769
			384
			306
			1,084
			-24
			76,467
			48,146
			-25,360
			-117
			844
			-227
			-1,814
			355

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			799
			398
			-404
			83
			-138
			-2,599
			-78
			60
			2,063
			1,036
			555
			1,657
			-340
			1,515
			2,229
			438
			477
			65
			12,944
			17,381
			-204
			28,003
			128
			-1,464
			-6
			863
			14
			73
			-232
			467

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			62
			-1,092
			-338
			428
			4,305
			1,033
			1,182
			532
			-142
			5,928
			985
			307
			460
			2,052
			119,964
			49,189
			-424
			-6,380
			-85
			-70
			-15
			3,455
			-563
			-332
			168
			364
			-487
			442
			329

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			837
			1,893
			325
			1,154
			464
			5,873
			1,112
			648
			2,295
			156
			99,846
			-217
			-96,500
			-3,951
			78
			-106
			-76
			2,048
			2,318
			-447
			-337
			111
			-399
			598
			515
			2,470
			1,208
			638
			7,427

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			412
			1,222
			1,275
			426
			638
			-724
			13,576
			73,273
			-4,804
			-1,315
			-1,057
			57
			9
			95
			3,566
			-280
			283
			217
			-1,196
			212
			-5,575
			1,572
			3,059
			94
			4,025
			282
			465
			32
			184

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			420
			-611
			-86,496
			848
			-403
			-3,266
			-249
			-4,900
			-8
			530
			2,745
			611
			127
			86
			-1,154
			4,400
			-1,629
			-731
			2,819
			110
			195
			2,588
			677
			-287
			423
			581
			44,424

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			107,276
			-326
			-247
			-1,089
			-609
			-107
			-209
			27
			611
			1,054
			881
			-841
			512
			230
			-629
			2,413
			802
			-2,088
			1,847
			235
			460
			186
			1,797
			-6
			-277,048
			697
			2
			82
			74

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-602
			-322
			-39
			-2,850
			922
			-28
			585
			-1,414
			310
			424
			-683
			-483
			1,710
			-87
			4,489
			48
			921
			311
			831
			-2,029
			86,744
			-3
			-15,807
			-178
			288
			948
			9
			-126
			-823
			-950

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			782
			482
			-38
			3,472
			22
			-36
			-464
			1,259
			-185
			1,000
			727
			1,191
			-2,243
			565
			-664
			-59,389
			-2,931
			1,279
			144
			1,635
			45
			-750
			488
			-9
			157
			86
			217
			-28

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,429
			21
			156
			-278
			1,467
			-3,932
			375
			1,198
			2,600
			-1,329
			1,240
			35,040
			-49,887
			41
			310
			443
			320
			-484
			183
			-1,530
			587
			416
			267
			141
			2,619
			-460
			1,212
			-329
			5,656

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,293
			252
			940
			13,704
			-246
			867
			-173,076
			5,419
			1,348
			311
			18
			-56
			-619
			176
			-474
			407
			692
			847
			176
			874
			44
			4,899
			130
			178
			-560
			211
			953
			-112
			4,115

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			755
			11,226
			9,968
			-115
			313
			2,293
			809
			-430
			104
			-431
			195
			81
			-544
			2,522
			1,061
			336
			2,216
			1,740
			94
			-113
			933
			651
			-213
			1,484
			3,907

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
G STANTON GEARY  422 THAMES ST NEWPORT, RI 02840	PRESIDENT 30 00	66,150	0	0
JOHN R LIVESEY  411 SUMMER ST NORTH ANDOVER, MA 01845	TRUSTEE/DECE 1 00	5,850	0	0
B DANFORTH ELY  PO BOX 732 FAR HILLS, NJ 07931	TREASURER 30 00	29,400	0	0
ROBERT RAYNOLDS  12384 OXFORD ROAD LONGMONT, CO 80501	TRUSTEE 20 00	24,900	0	0
GRETCHEN S SORIN  PO BOX 800 COOPERSTOWN, NY 13326	TRUSTEE 20 00	24,900	0	0
NANCY E DAVIS  5604 SONOMA ROAD BETHESDA, MD 20817	TRUSTEE 20 00	24,900	0	0
MARY A ANTHONY  PO BOX 112 POMFRET CENTER, CT 06259	EXEC DIR 45 00	120,204	9,503	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
1816 FARMINGTON QUAKER MEETINGHOUSE PO BOX 25053 FARMINGTON,NY 14425		501(C)(3)	MUSEUM BUILDING REPAIRS & MAINTENACE	20,000
ABILENE PRESERVATION LEAGUE PO BOX 3451 ABILENE,TX 79604		501(C)(3)	REVOLVING FUND - 1903 JD MAGEE HOME	10,000
ABINGTON CONGREGATIONAL CHURCH 550 HAMPTON ROAD PO BOX 289 POMFRET CENTER,CT 06259		501(C)(3)	GENERAL PURPOSE	1,000
ABINGTON SOCIAL LIBRARY 536 HAMPTON ROAD POMFRET CENTER,CT 06259		501(C)(3)	GENERAL PURPOSE	1,000
AMERICAN ASSOC OF STATE & LOCAL HISTORY 1717 CHURCH ROAD NASHVILLE,TN 372033203		501(C)(3)	GENERAL PURPOSE	5,000
AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO,NC 27312		501(C)(3)	NATIONAL HERITAGE BREED CONSERVATION	51,000
AQUIDNECK LAND TRUST 790 AQUIDNECK AVENUE MIDDLETOWN,RI 02842		501(C)(3)	CAMPAIGN TO SAVE ST MARY'S CHURCH LA	30,000
BGCN LIFECAMP INC PO BOX 580 FAR HILLS,NJ 07931		501(C)(3)	GENERAL PURPOSE	500
BUNGAY FIRE BRIGADE 1256 ROUTE 171 WEST WOODSTOCK,CT 06281		501(C)(3)	EQUIPMENT & SUPPLIES	2,000
CHRIST CHURCH PO BOX 21 POMFRET,CT 06258		501(C)(3)	GENERAL PURPOSE	500
CHURCH OF THE GOOD SHEPHERD 80 ELM AVENUE RAHWAY,NJ 07065		501(C)(3)	GENERAL PURPOSE	2,000
CITY GREEN PO BOX 748 RINGWOOD,NJ 07456		501(C)(3)	URBAN FARM PROGRAM IN PATTERSON NJ	50,000
CLIVEDEN OF THE NATIONAL TRUST 6401 GERMANTOWN AVE PHILADELPHIA,PA 19144		501(C)(3)	RESTORATION OF SLAVE DWELLING & KITC	20,000
CONNECTICUT FARMLAND TRUST 77 BUCKINGHAM STREET HARTFORD,CT 06106		501(C)(3)	FARMLAND PROTECTION PROJECT	25,000
CONNECTICUT HUMANITIES COUNCIL 37 BROAD STREET MIDDLETOWN,CT 06457		501(C)(3)	CHALLENGE GRANT	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONNECTICUT TRUST FOR HISTORIC PRESERVATION 940 WHITNEY AVENUE HAMDEN,CT 06517		501(C)(3)	REVOLVING FUND	25,000
CONNECTICUT TRUST FOR HISTORIC PRESERVATION 940 WHITNEY AVENUE HAMDEN,CT 06517		501(C)(3)	REVOLVING FUND	10,000
CONNECTICUT TRUST FOR HISTORIC PRESERVATION 940 WHITNEY AVENUE HAMDEN,CT 06517		501(C)(3)	REFERRAL PROJECTS GRANT-CT	190,000
CT AUDUBON SOCIETY AT POMFRET 189 POMFRET STREET PO BOX 11 POMFRET CENTER,CT 06259		501(C)(3)	YOUTH PROGRAMS	5,000
DARTMOUTH NATURAL RESOURCES TRUST PO BOX P-17 DARTMOUTH,MA 02748		501(C)(3)	FARMLAND ACQUISITION	16,750
DAY KIMBALL HOSPITAL PO BOX 632 PUTNAM,CT 06260		501(C)(3)	ANNUAL APPEAL	5,000
DELAWARE ACADEMY OF SCIENCE 1355 OLD BALTIMORE PIKE NEWARK,DE 19702		501(C)(3)	RESTORATION OF CHIMNEY	4,000
DENVER URBAN GARDENS 3377 BLAKE STREET STE 11 DENVER,CO 80205		501(C)(3)	GENERAL PURPOSE	2,000
DUTCHESS LAND CONSERVANCY PO BOX 138 MILLBROOK,NY 12454		501(C)(3)	PURCHASE DEV RIGHT PROG SLEIGHT FARM	30,000
EAST COAST GREENWAY ALLIANCE 27B NORTH ROAD WAKEFIELD,RI 02879		501(C)(3)	GENERAL PURPOSE	1,000
EAST END AFRICAN AMERICAN MUSEUM PO BOX 2263 SOUTHHAMPTON,NY 11969		501(C)(3)	INTERIOR PAINTING PROJECT	5,000
EAST QUABBIN LAND TRUST PO BOX 5 120 RIDGE RD HARDWICK,MA 010370005		501(C)(3)	FARMLAND PROTECTION PROJECT	10,000
EASTERN SHORE LAND CONSERVANCY PO BOX 169 QUEENSTOWN,MD 216580169		501(C)(3)	GENERAL PURPOSE	5,000
FEED DENVER 10200 SMITH ROAD DENVER,CO 80239		501(C)(3)	GENERAL PURPOSE	2,000
FIVE RIVERS CONSERVATION TRUST 31 WARREN STREET CONCOR,NH 03301		501(C)(3)	FARMLAND ACQUISITION	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FLANDERS NATURE CENTER AND LAND TRUST 5 CHURCH HILL ROAD WOODBURY,CT 06798		501(C)(3)	CAPACITY BUILDING SUPPORT	8,000
FOREVER FARMLAND INITIATIVE C/O KESTREL LAND TRUST PO BOX 1016 AMHERST,MA 01004		501(C)(3)	FOREVER FARMLAND INITIATIVE	22,500
FRANKLIN LAND TRUST PO BOX 450 SHELBURNE FALLS,MA 01370		501(C)(3)	FARMLAND PROTECTION EFFORTS IN WESTE	20,000
FRANKLIN STAGE COMPANY 25 INSTITUTE STREET PO BOX 821 FRANKLIN,NY 13775		501(C)(3)	GENERAL PURPOSE	5,000
FRIENDS OF DINOSAUR RIDGE 16831 WALAMEDA PKWY MORRISON,CO 80465		501(C)(3)	GENERAL PURPOSE	10,000
FRIENDS OF THE JOHN COLTRANE HOME IN DIX HILLS 81 EAST JEFRYN BLVD SUITE H DEER PARK,NY 117290395		501(C)(3)	HOME STABILIZATION PROJECT	30,000
FRIENDS OF THE POMFRET PUBLIC LIBRA PO BOX 91 POMFRET,CT 06258		501(C)(3)	GENERAL PURPOSE	2,500
GREATER NEWARK CONSERVANCY 32 PRINCE STREET NEWARK,NJ 07103		501(C)(3)	URBAN FARMING/FOOD ACCESS INITIATIVE	50,000
HAMILTON PARTNERSHIP FOR PATTERSON 32 SPRUCE STREET 3RD FL PATERSON,NJ 07501		501(C)(3)	PRESERVATION WORK IN PATTERSON GREAT	100,000
HARRIET TUBMAN HOUSE 180 SOUTH STREET AUBURN,NY 13021		501(C)(3)	RESTORATION OF CHIMNEY, WINDOW WELLS	10,000
HERITAGE CONSERVANCY 85 OLD DUBLIN PIKE DOYLESTOWN,PA 189012489		501(C)(3)	REVOLVING FUND TO PRESERVE FARMS THR	20,000
HILTON-WINN FARM 189 OGUNQUIT ROAD CAPE NEDDICK,ME 03902		501(C)(3)	YOUTH ENRICHMENT CENTER	5,000
HISTORIC BOSTON INC 20 EUSTIS STREET ROXBURY,MA 02119		501(C)(3)	REVOLVING FUND-MALCOM X HOUSE	25,000
HISTORIC BOSTON INC 20 EUSTIS STREET ROXBURY,MA 02119		501(C)(3)	PRESERVATION OF MALCOLM X-ELLA LITTL	29,000
HISTORIC MACON FOUNDATION 935 HIGH STREET PO BOX 1 MACON,GA 31208		501(C)(3)	REVOLVING FUND TRANSFORM DERELICT BU	95,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC SAVANNAH FOUNDATION INC 321 E YORK STREET SAVANNAH,GA 31401		501(C)(3)	REVOLVING FUND EASEMENT PROGRAM	37,500
HUNTERDON LAND TRUST ALLIANCE 111 MINE STREET FLEMINGTON,NJ 088221474		501(C)(3)	SUPPORT OF PLANNED GIVING PROGRAM &	10,000
INDIANA LANDMARKS 1201 CENTRAL AVENUE INDIANAPOLIS,IN 46202		501(C)(3)	REVOLVING FUND	25,000
INSTITUTE FOR SUSTAINABLE LIVING ART 5870 COTTAGE DRIVE BELLAIRE,MI 49615		501(C)(3)	GENERAL PURPOSE	5,000
ISLAND INSTITUTE 386 MAIN STREET PO BOX 6 ROCKLAND,ME 048410648		501(C)(3)	GENERAL PURPOSE	5,000
ISLAND INSTITUTE 386 MAIN STREET PO BOX 6 ROCKLAND,ME 048410648		501(C)(3)	WORKING WATERFRONT PRESERVATION PROG	50,000
JOSHUA'S TRACT PO BOX 4 MANSFIELD CENTER,CT 06250		501(C)(3)	GENERAL PURPOSE	1,000
KESTREL LAND TRUST PO BOX 1016 AMHERST,MA 01004		501(C)(3)	PRESERVE FARMLAND IN HISTORIC GREAT	30,000
KNOX HERITAGE PO BOX 1242 KNOXVILLE,TN 37901		501(C)(3)	REVOLVING FUND	25,000
LAND TRUST ALLIANCE 112 SPRING ST STE 205 SARATOGA SPRINGS,NY 128663351		501(C)(3)	GENERAL PURPOSE	5,000
LAND TRUST ALLIANCE 112 SPRING ST STE 205 SARATOGA SPRINGS,NY 128663351		501(C)(3)	GENERAL PURPOSE	10,000
LAWNSIDE HISTORICAL SOCIETY INC PO BOX 608 LAWNSIDE,NJ 080450670		501(C)(3)	PETER MOTT HOUSE CONTRUCTION PROJECT	10,000
LIBERTY HALL FOUNDATION 1003 MORRIS AVENUE UNION,NJ 07083		501(C)(3)	MEMORIAL GIFT IN HONOR OF STEWART B	100,000
LIBERTY HALL FOUNDATION 1003 MORRIS AVENUE UNION,NJ 07083		501(C)(3)	FARMERS MARKET PILOT PROGRAM	46,000
MAINE PRESERVATION 233 WEST MAIN STREET YARMOUTH,ME 04096		501(C)(3)	NEW ENGLAND REVOLVING FUND CONSORTIU	9,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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a <i>Paid during the year</i>				
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN,MA 01773		501(C)(3)	SIBLEY AND WARNER FARMS ACQUISITION	30,000
MICHIGAN HISTORIC PRESERVATION NETWORK 107 EAST GRAND RIVER LANSING,MI 48827		501(C)(3)	REVOLVING FUND PLAN	19,000
MICHIGAN LAND USE INSITUTE 148 E FRONT ST STE 301 TRANSVERSE CITY,MI 49684		501(C)(3)	GENERAL PURPOSE	5,000
MONERO MUSTANGS PO BOX 432 TIERRA AMARILLA,NM 87575		501(C)(3)	GENERAL PURPOSE	2,000
MORRISTOWN MEMORIAL HOSPITAL PO BOX 1956 MORRISTOWN,NJ 07960		501(C)(3)	GENERAL PURPOSE	5,000
MOUNT GRACE LAND CONSERVATION TRUST 1461 OLD KEENE ROAD ATHOL,MA 01331		501(C)(3)	RED FIRE FARM PROJECT	30,000
MUSEUM OF AFRICAN AMERICAN HISTORY 14 BEACON STREET STE 719 BOSTON,MA 02108		501(C)(3)	CAPITAL REPAIRS OF AFRICAN MEETING H	15,000
NATIONAL TRUST FOR HISTORIC PRESERV 1785 MASSACHUSETTS AVE NW WASHINGTON,DC 20036		501(C)(3)	REVOLVING FUND ANNUAL CONFERENCE	66,500
NATIONAL TRUST FOR HISTORIC PRESERV 1785 MASSACHUSETTS AVE NW WASHINGTON,DC 20036		501(C)(3)	HISTORIC REAL ESTATE TRAINING PROGRA	60,800
NATIONAL TRUST FOR HISTORIC PRESERV 1785 MASSACHUSETTS AVE NW WASHINGTON,DC 20036		501(C)(3)	AFRICAN AMERICAN HISTORIC PLACES OUT	25,000
NEW BEDFORD HISTORICAL SOCIETY INC 21 SEVENTH STREET NEW BEDFORD,MA 02740		501(C)(3)	REPAIR MASONRY WORK IN KITCHEN	5,000
NEW HAMPSHIRE PRESERVATION ALLIANCE PO BOX 268 CONCORD,NH 03302		501(C)(3)	REVOLVING FUND	25,000
NEW JERSEY CONSERVATION FOUNDATION 170 LONGVIEW ROAD FAR HILLS,NJ 07931		501(C)(3)	GENERAL PURPOSE	2,000
NEW JERSEY CONSERVATION FOUNDATION 170 LONGVIEW ROAD FAR HILLS,NJ 07931		501(C)(3)	FARMLAND CONSERVATION	40,000
NEW JERSEY HISTORIC TRUST DEPT OF COMMUNITY AFFAIRS PO BOX 457 TRENTON,NJ 08625		501(C)(3)	GENERAL PURPOSE	10,000

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a <i>Paid during the year</i>				
NEW JERSEY HISTORIC TRUST DEPT OF COMMUNITY AFFAIRS PO BOX 457 TRENTON,NJ 08625		501(C)(3)	REFERRAL PROJECTS GRANT-NJ	190,000
NEW YORK HARBOR FOUNDATION BATTERY MARITIME BLDG 10 SOUTH ST SLIP 7 NEW YORK,NY 10004		501(C)(3)	AQUACULTURE PROJECT ASSISTANCE	50,000
NIAGRA FALLS UNDERGROUND RAILROAD H HERITAGE AREA COMMSSN 615 MAIN ST PO BOX 2733 NIAGRA FALLS,NY 14301		501(C)(3)	DEVELOPMENT OF WALKING TOUR	10,000
NORTH BENNET STREET SCHOOL 39 NORTH BENNET ST BOSTON,MA 02113		501(C)(3)	RENOVATION FOR ADAPTIVE RE-USE OF FO	50,000
NORTH COUNTRY TRAIL ASSOCIATION 229 E MAIN STREET LOWELL,MI 49331		501(C)(3)	GENERAL PURPOSE	5,000
NORTH SHORE LAND ALLIANCE 151 POST ROAD OLD WESTBURY,NY 11568		501(C)(3)	ACQUISITION OF 31-ACRE WAWAPEK FARM	35,000
OLD STURBRIDGE VILLAGE 1 OLD STURBRIDGE ROAD STURBRIDGE,MA 01566		501(C)(3)	CHARTER SCHOOL FEASIBILITY STUDY	20,000
OTSEGO LAND TRUST PO BOX 173 COOPERSTOWN,NY 13326		501(C)(3)	GENERAL PURPOSE	5,000
PALMETTO TRUST FOR HISTORIC PRESERV 8301 PARK LANE ROAD COLUMBIA,SC 29223		501(C)(3)	REVOLVING FUND-DAUFUSKIE ISLAND ENDA	75,000
PLAID HOUSE INC 54 WESTERN AVE MORRISTOWN,NJ 07960		501(C)(3)	GENERAL PURPOSE	500
PORTSMOUTH HISTORICAL SOCIETY 10 MIDDLE ST PO BOX 728 PORTSMOUTH,NH 03802		501(C)(3)	BLACK HERITAGE PRESERVATION TRAIL	15,000
PRESERVATION ALLIANCE FOR GREATER P 1616 WALNUT ST STE 1620 PHILADELPHIA,PA 19103		501(C)(3)	JOHN COLTTRANE HOUSE PRESERVATION	15,000
PRESERVATION ALLIANCE OF MINNESOTA 416 LANDMARK CENTER 75 W 5TH ST ST PAUL,MN 55102		501(C)(3)	REVOLVING FUND FEASIBILITY STUDY	15,000
PRESERVATION FOUNDATION OF NORTH CAROLINA PO BOX 27644 RALEIGH,NC 27611		501(C)(3)	PURCHASE OF MCGEE HOUSE	50,000
PRESERVATION GREENSBORO DEVELOPMENT 447 WEST WASHINGTON ST GREENSBORO,NC 27401		501(C)(3)	REVOLVING FUND	25,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
PRESERVATION LEAGUE OF NY STATE 44 CENTRAL AVENUE ALBANY,NY 12206		501(C)(3)	REVOLVING FUND DIRECTOR FUNDS	10,000
PRESERVATION RESOURCE CENTER OF NEWORLEANS 923 TCHOUPITOULAS STREET NEWORLEANS,LA 70130		501(C)(3)	OPERATION COMEBACK PROGRAM REVOLVING	25,000
PRESERVATION TRUST OF VERMONT 104 CHURCH STREET BURLINGTON,VT 05401		501(C)(3)	REVOLVING FUND	75,000
PRESERVE RHODE ISLAND 957 NORTH MAIN STREET PROVIDENCE,RI 02904		501(C)(3)	REVOLVING FUNDS AND PROJECT OPERATIO	25,000
PRESERVE RHODE ISLAND 957 NORTH MAIN STREET PROVIDENCE,RI 02904		501(C)(3)	GENERAL PURPOSE	10,000
PRESERVE RHODE ISLAND 957 NORTH MAIN STREET PROVIDENCE,RI 02904		501(C)(3)	REFERRAL PROJECTS GRANT-RI	190,000
PRESERVING US INC 3965 WEST 83RD STREET PRAIRIE VILLAGE,KS 66208		501(C)(3)	REVOLVING FUND- MARSHALLTOWN SENIOR R	25,000
PROVIDENCE REVOLVING FUND 372 WEST FOUNTAIN ST PROVIDENCE,RI 02903		501(C)(3)	REVOLVING FUND RECAPITALIZATION	25,000
PUTNEY SCHOOL ELM LEA FARM 418 HOUGHTON BROOK RD PUTNEY,VT 053468675		501(C)(3)	ANNUAL FUND	5,000
QUINEBAUG VALLEY COMMUNITY COLLEGE 742 UPPER MAPLE ST DANIELSON,CT 06239		501(C)(3)	VISIONS IN LEADERSHIP PROGRAM	1,500
RARITAN HEADWATERS ASSOCIATION PO BOX 273 GLADSTONE,NJ 07934		501(C)(3)	GENERAL PURPOSE	4,000
SEED SAVERS EXCHANGE 3094 NORTH WINN ROAD DECORAH,IA 52101		501(C)(3)	HISTORIC APPLE ORCHARD INSTALLATION	48,207
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE,VT 05842		501(C)(3)	GENERAL PURPOSE	3,500
SOCIETY FOR PROTECTION OF NH FOREST 34 PORTSMOUTH STREET CONCORD,NH 03301		501(C)(3)	CONSERVATION EASEMENT PURCHASE FOR 7	20,000
SOUTH KINGSTOWN LAND TRUST 227 ROBINSON STREET WAKEFIELD,RI 02879		501(C)(3)	CONSERVATION EASEMENT PRUCHASES	30,000

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a <i>Paid during the year</i>				
SOUTHEAST LAND TRUST OF NEW HAMPSHIRE PO BOX 625 EXETER,NH 03833		501(C)(3)	CAPACITY BUILDING SUPPORT	10,000
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE,RI 029071031		501(C)(3)	URBAN FARMLAND ACQUISITION PROVIDENC	25,000
SPRINGFIELD FIRE DEPARTMENT PO BOX 358 SPRINGFIELD CENTER,NY 13468		501(C)(3)	EXTRICATION EQUIPMENT	2,000
ST MARY'S EPISCOPAL CHURCH PO BOX 376 SPRINGFIELD CENTER,NY 134680376		501(C)(3)	GENERAL PURPOSE	6,000
ST PAUL'S EPISCOPAL CHURCH 390 MAIN STREET NORTH ANDOVER,MA 01845		501(C)(3)	IN MEMORY OF JOHN R LIVESEY	5,000
ST AUGUSTINE'S PROJECT INC 333 MADISON AVENUE NEW YORK,NY 10002		501(C)(3)	HISTORIC PROPERTY & MANAGEMENT OF GA	12,000
ST VRAIN HISTORICAL SOCIETY PO BOX 705 LONGMONT,CO 805020705		501(C)(3)	PRESERVE & DEVELOP HISTORIC FARMSTEA	4,000
STRONGHOLD INC 7901 COMUS ROAD DICKERSON,MD 20842		501(C)(3)	GENERAL PURPOSE	5,000
THE COMMITTEE TO RESTORE THE ABYSSINIAN MEETING HOUSE PO BOX 11064 PORTLAND,ME 04104		501(C)(3)	EXTERIOR BUILDING CONSTRUCTION	35,000
THE GEORGIA TRUST FOR HISTORIC PRES 1516 PEACHTREE STREET NW ATLANTA,GA 30309		501(C)(3)	REVOLVING FUND SUSTAINABLE SPARTA PR	37,500
THE GEORGIA TRUST FOR HISTORIC PRES 1516 PEACHTREE STREET NW ATLANTA,GA 30309		501(C)(3)	REVOLVING FUND WEBITE MAINTENANCE	7,500
THE GEORGIA TRUST FOR HISTORIC PRES 1516 PEACHTREE STREET NW ATLANTA,GA 30309		501(C)(3)	REVOLVING FUND	6,500
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DRIVE NEW HAVEN,CT 06511		501(C)(3)	IN MEMORY OF JOHN R LIVESEY	5,000
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DRIVE NEW HAVEN,CT 06511		501(C)(3)	IN MEMORY OF JOHN R LIVESEY	1,000
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DRIVE NEW HAVEN,CT 06511		501(C)(3)	IN MEMORY OF JOHN R LIVESEY	15,000

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a <i>Paid during the year</i>				
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DRIVE NEW HAVEN,CT 06511		501(C)(3)	IN MEMORY OF JOHN R LIVESEY	5,000
THE LAND CONSERVANCY OF NEW JERSEY 19 BOONTON AVENUE BOONTON,NJ 07005		501(C)(3)	INTERNAL CONSERVANCY REVOLVING FUND	20,000
THE MONADNOCK CONSERVANCY PO BOX 337 KEENE,NH 03431		501(C)(3)	ACQUISITION OF CONSERVATOIN EASEMENT	20,000
THE OPEN SPACE CONSERVANCY 1350 BROADWAY SUITE 201 NEW YORK,NY 10018		501(C)(3)	FARMLAND ACQUISITION FUND IN ROUNDU	25,000
THE RECTORY SCHOOL 528 POMFRET STREET POMFRET,CT 06258		501(C)(3)	RECTORY SCHOOL SCHOLARSHIP FUND	9,000
THE URBAN FARM OF DENVER 10200 SMITH RD DENVER,CO 80239		501(C)(3)	GENERAL PURPOSE	2,000
THREE RIVERS LAND TRUST 78 SUNSET RD SPRINGVALE,ME 04083		501(C)(3)	FARMLAND PROTECTION	20,000
TINICUM CONSERVANCY PO BOX 206 ERWINNA,PA 18920		501(C)(3)	CAPACITY BUILDING SUPPORT	5,000
UNDERGROUND RAILROAD HISTORY PROJEC PO BOX 10851 ALBANY,NY 12201		501(C)(3)	RESTORATION OF STEPHEN & HARRIET MYE	25,000
UPTOWN ENTERTAINMENT AND DEV CORP 2227 N BROAD STEET PHILADELPHIA,PA 191324502		501(C)(3)	RESTORATION OF HISTORIC UPTOWN THEAT	30,000
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER,VT 05602		501(C)(3)	LEGACY CAMPAIGN PLANNED GIVING PROGR	10,000
WALLKILL VALLEY LAND TRUST PO BOX 208 NEW PALTZ,NY 12561		501(C)(3)	CAPACITY BUILDING FOR HOUSE TOUR EVE	5,000
WATERFRONT HISTORIC AREA LEAGUE 128 UNION STREET NEW BEDFORD,MA 02740		501(C)(3)	WHALE REVOLVING FUND	15,000
WEEKSVILLE HERITAGE CENTER 1698 BERGEN STREET BROOKLYN,NY 11213		501(C)(3)	RESTORATION OF HUNTERFLY ROW HOUSES	35,000
WEST WOODSTOCK LIBRARY ASSOCIATION 5 BUNGAY HILL CONNECTOR WOODSTOCK VALLEY,CT 06282		501(C)(3)	GENERAL PURPOSE	3,000

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a <i>Paid during the year</i>				
WESTCHESTER LAND TRUST 403 HARRIS ROAD BEDFORD HILLS,NY 10507		501(C)(3)	WESTCHESTER LAND TRUST FARMERS NETWO	7,500
WHOLESOME WAVE 189 STATE STREET BRIDGEPORT,CT 06604		501(C)(3)	NJ DOUBLE COUPON VALUE PROGRAM AT FA	50,000
WOODSTOCK HISTORICAL SOCIETY PO BOX 65 WOODSTOCK,CT 06281		501(C)(3)	GENERAL PURPOSE	1,000
WYNDHAM LAND TRUST INC PO BOX 302 POMFRET CENTER,CT 06259		501(C)(3)	GENERAL PURPOSE	5,000
YMCA OF GREATER HARTOFRD 241 TRUMBULL STREET HARTFORD,CT 06103		501(C)(3)	GENERAL PURPOSE	3,000
Total  3a				3,221,857

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b <i>Approved for future payment</i>				
GEORGIA TRUST FOR HISTORIC PRESV1516 PEACHTR4EE ST NW ATLANTA,GA 30309		501(C)(3)	REVOLVING FUND-SPARTA PROJECT	37,500
HISTORIC BOSTON INC20 EUSTIS ST ROXBURY,MA 02119		501(C)(3)	MALCOLM X HOUSE	25,000
HISTORIC SAVANNAH FOUNDATION321 E YORK STREET SAVANNAH,GA 31401		501(C)(3)	REVOLVING FUND EASEMENT PROG	37,500
KNOX HERITAGEPO BOX 1242 KNOXVILLE,TN 37901		501(C)(3)	REVOLVING FUND	25,000
NEW HAMPSHIRE PRESV ALLIANCE PO BOX 268 CONCORD,NH 03302		501(C)(3)	REVOLVING FUND	25,000
PALMETTO TRUST FOR HIST PRESV 8301 PARK LANE RD COLUMBIA,SC 29223		501(C)(3)	REVOLVING FUND-DAUDUSKIE ISLND	75,000
PRESERVATION FOUNDATION OF NORTH CAROLINAPO BOX 27644 RALEIGH,NC 27611		501(C)(3)	PURCHASE OF MCGEE HOUSE	50,000
PRESERVATION RESOURCE CENTER OF NEW ORLEANS923 TCHOUPITOULAS STREET NEW ORLEANS,LA 70130		501(C)(3)	REVOLVING FUND-OPERATION COMEBACKL	25,000
PROVIDENCE REVOLVING FUND372 WEST FOUNTAIN ST PROVIDENCE,RI 02903		501(C)(3)	REVOLVING FUND	25,000
Total			 3b	325,000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization 1772 FOUNDATION INC	Employer identification number 22-2578377
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Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization 1772 FOUNDATION INC	Employer identification number 22-2578377
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ESTATE OF STEWART B KEAN 687 COLONIAL DRIVE UNION, NJ 07083	\$ 2,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
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<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization 1772 FOUNDATION INC	Employer identification number 22-2578377
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization 1772 FOUNDATION INC	Employer identification number 22-2578377
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return 1772 FOUNDATION INC	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 22-2578377
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,257

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,257
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2012 Accounting Fees Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LESHNER FRANCHINO & CO	34,290	17,145		17,145

TY 2012 Compensation Explanation**Name:** 1772 FOUNDATION INC**EIN:** 22-2578377

Person Name	Explanation
G STANTON GEARY	
JOHN R LIVESEY	
B DANFORTH ELY	
ROBERT RAYNOLDS	
GRETCHEN S SORIN	
NANCY E DAVIS	
MARY A ANTHONY	

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

TY 2012 Depreciation Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2006-01-19	3,600	3,600	S/L	5 0000				
FILING CABINET	2007-08-02	2,798	1,765	S/L	7 0000	400	200		
PRINTER	2009-04-09	478	263	S/L	5 0000	96	48		
PRINTER	2009-05-14	1,086	579	S/L	5 0000	217	109		
POWER POINT PROJECTOR	2009-08-07	583	282	S/L	5 0000	116	58		
LAPTOP COMPUTER	2010-01-26	547	210	S/L	5 0000	109	54		
LAPTOP COMPUTER	2010-10-25	583	136	S/L	5 0000	117	59		
DESKTOP COMPUTER	2011-09-25	1,013	51	S/L	5 0000	202	101		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: 1772 FOUNDATION INC
EIN: 22-2578377

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HCA INC 6.375% 01-15-15	1,990,000	2,162,500

TY 2012 Investments Corporate
Stock Schedule

Name: 1772 FOUNDATION INC
EIN: 22-2578377

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACI WORLDWIDE INC		
ADTRAN INC		
ALIGN TECH INC		
AMERISTAR CASINOS INC		
AMYLIN PHARMA		
ANCESTRY.COM		
ARIBA INC		
ATHENAHEALTH INC		
CABOT MICROELECTRONICS		
CAPELLA EDUCATION CO		
CERADYNE INC		
CHART INDUSTRIES INC		
CORP EXECUTIVE BOARD CO		
COSTAR GROUP INC		
D T S INC		
DEALERTRACK HOLDINGS		
DEVRY INC		
DICE HOLDINGS INC		
DOLBY LABS INC		
FINANCIAL ENGINES INC		
FIRST SERVICE CORP		
FIRST SERVICE CORP 7.0% PFD		
FRESH MARKET INC		
GENETEX CORP		
HAEMONETICS CORP		
HARMAN INTL INDS INC		
HEXCEL CORP		
ICON PLC		
INTERNAP NETWORK SVC		
KORN/FERRY INTL		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIFETIME FITNESS		
LOGMEIN INC		
LUFKIN INDS INC		
M K S INST INC		
MANHATTAN ASSOC INC		
MARKETAXESS HLDGS		
MORNINGSTAR INC		
NATIONAL INSTRUMENTS		
NEUSTAR INC		
OPNET TECH INC		
OXFORD INDS INC		
P F CHANGS CHINA BISTRO		
P S S WORLD MEDICAL INC		
PANERA BREAD CO		
POLYPORE INTL		
REALD INC		
SEMTECH CORP		
STIFEL FINL CORP		
STRATASYS INC		
TECHNE CORP		
ULTIMATE SOFTWARE GROUP		
UNDER ARMOUR INC		
VALMONT IND INC		
W M S INDS INC		
WADDELL & REED FINL		
XO GROUP INC		
3M COMPANY	14,550	15,785
ALERE INC		
ALTRIA GROUP INC	18,864	20,750
AMDOCS LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE CORP		
APPLE INC		
ASTRAZENECA PLC	20,485	20,326
AT&T INC	17,622	19,552
BANK OF AMERICA		
BEST BUY INC		
BOEING CO	14,369	14,318
CHARLES SCHWAB CORP		
CHEVRON CORP	19,217	19,465
CISCO SYSTEMS INC	12,848	13,165
COMMUNITY HEALTH SYS		
CONOCOPHILLIPS	19,595	20,876
CORNING INC		
DELL INC		
DIAGEO PLC	15,491	20,984
DOMINION RES INC	12,096	12,432
DU PONT E I DE NEMOUR & CO	17,684	16,192
EXXON MOBIL CORP		
FISERV INC		
GAP INC		
GENERAL ELECTRIC CO	15,248	19,521
GENUINE PARTS CO	14,755	14,623
GENWORTH FINL INC		
GILEAD SCIENCES INC		
GOOGLE INC		
HARTFORD FINL SVCS GRP		
HCP INC	17,638	19,419
HEALTH CAERE REIT INC	17,612	19,613
HEINZ H J CO	19,130	21,342
HEWLETT PACKARD CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HSBC HOLDINGS PLC	14,782	18,575
INPEX CORP		
INTEL CORP	17,676	13,609
JOHNSON & JOHNSON	20,850	22,432
JP MORGAN CHASE		
JP MORGAN CHASE & CO	12,110	11,652
JUNIPER NETWORKS INC		
KDDI CORP		
KIMBERLY CLARK CORP	17,658	20,263
KRAFT FOODS GROUP	7,267	8,185
LEVEL 3 COMM		
LIFETIME FITNESS		
LILLY ELI & CO	20,470	25,646
MEMC ELEC MATLS		
MERCK & CO	17,861	18,832
METLIFE INC		
MICROSOFT CORP	17,296	17,094
MONDELEZ INTL INC	13,439	13,745
NEXTERA ENERGY INC	17,209	20,065
ON SEMICONDUCTOR CORP		
OSHKOSH CORP		
PHILLIP MORRIS INTL INC	15,261	17,146
PULTEGROUP INC		
RAYTHEON CO	18,253	19,858
ROYAL DUTCH PETE	17,890	17,014
SANDRIDGE ENERGY INC		
STAPLES INC		
THERMO FISHER SCIENTIFIC		
TRAVERLERS COS INC	16,360	19,391
UNILEVER NV	17,779	20,682

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED STATES STEEL CORP		
VARIAN MEDICAL SYS		
VERIZON COMM INC	16,867	19,039
VODAFONE GROUP	17,548	15,870
YAHOO INC		
APPLE INC	420,702	1,064,346
B&G FOODS INC	174,422	161,933
CELANESE CORP	218,689	360,693
COLFAX CORP	396,880	738,405
COOPER INDS LTD	331,024	383,792
DANAHER CORP	379,332	514,280
DISNEY WALT CO	183,857	188,455
DOW CHEM CO		
FORTINET INC	242,583	214,194
GOLDCORP INC		
GOODRICH CORP		
GOOGLE INC	307,091	424,428
HERSHEY CO	321,782	321,379
HERTZ GLOBAL HLDGS		
HOME DEPOT INC	507,226	779,310
IDEXX LABS INC	170,702	167,968
INTERNATIONAL PAPER CO	333,295	390,830
JP MORGAN CHASE & CO	333,254	341,640
KRAFT FOODS GROUP	113,950	126,861
LAS VEGAS SANDS CORP	252,869	207,720
LOWES	404,751	571,872
MERCK & CO	253,588	237,452
MONDELEZ INTL INC	212,295	213,043
NICE SYS LTD	332,208	391,716
OCCIDENTAL PETE CORP	309,394	222,169

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP	338,882	353,192
PPG INDS INC	321,215	419,585
PROCTOR & GAMBLE CO	243,556	271,560
RALCORP HLDGS INC	288,631	448,250
SAGENT PHARMA INC		
SALES FORCE COM INC	241,432	290,813
STANLEY BLACK & DECKER INC	333,810	336,564
STARBUCKS CORP	302,364	375,410
STATE STREET CORP	341,548	377,020
STEWART ENTERPRISES	328,842	399,572
SUNCOR ENERGY INC		
TESORO COR	574,985	1,048,390
THERMO FISHER SCIENTIFIC	430,061	548,508
TYCO INTL LTD		
UNITED TECH CORP	548,200	508,462
VERTEX PHARMA INC		
VISA INC	345,462	376,676
WATSON PHARMA INC	240,711	276,920
WEATHERFORD INTL LTD		
WELLS FARGO & CO	313,401	355,472
WILLIAMS SONOMA INC	317,752	404,435

TY 2012 Investments - Other Schedule

Name: 1772 FOUNDATION INC
EIN: 22-2578377

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GLOBAL BAL ASSET ALLOC FD III	AT COST	19,469,710	18,390,556
WESTFIELD DIVIDEND GWTH FD LP	AT COST	1,500,000	2,088,339
PINE GROVE OFF FD LTD	AT COST	3,000,000	3,140,651
ACL ALTERNATIVE FUND	AT COST	2,951,910	2,613,007
DOUBLELINE TOTAL RETURN	AT COST	4,387,719	4,601,148
GLDMN SACHS LOCL EMRG MKT DBT	AT COST		
LOOMIS SAYLES ABSOLUTE STRAT Y	AT COST	811,882	812,388
LOOMIS SAYLES BOND FD	AT COST	1,029,894	1,161,902
LOOMIS SAYLES GLBL BD FD	AT COST		
METROPOLITAN WEST TOTAL RET BD FD	AT COST	1,130,743	1,211,219
PIMCO FOREIGN BD UNHDG FD	AT COST	2,292,167	2,331,407
PIMCO LOW DURATION FD	AT COST	3,539,328	3,662,882
PIMCO REAL RETURN FD	AT COST	1,065,064	1,284,258
PIMCO TOTAL RETURN FD	AT COST		
RIDGEWORTH US GOV SEC ULTRA SH	AT COST		
SIT US GOVT SEC FD	AT COST		
RIVERNORTH DOUBLELINE STAT INC FD	AT COST	379,615	393,977
TCW EMER MKT INC FD	AT COST	1,489,673	1,613,366
VANGUARD TOTAL BD MKT IDX FD	AT COST	2,644,439	2,669,975
AQR MGD FUTURES STAT FD	AT COST	644,500	619,973
DFA EMG MKT CORE EQ PORT	AT COST	157,468	181,331
DFA INTL SMALL CO	AT COST	309,687	377,337
DFA LARGE CAP INTL PORT	AT COST	244,518	227,860
DFA REAL ESTATE SEC PORT	AT COST	219,241	222,417
DFA US LARGE CO PORT	AT COST	36,030	48,313
DFA US SMALL CAP PORT	AT COST	214,148	241,321
FIRST EAGLE GOLD FD	AT COST	541,459	567,231
GLDMN SACHS COMMODITY FD	AT COST		
HUSSMAN STRATEGIC GROWTH	AT COST		
PIMCO COMMOD REAL RTN ST FD	AT COST	698,914	512,764

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD ENERGY FD	AT COST	155,999	167,230
VANGUARD INTL EXPL INV SHS	AT COST		
FLEXSHARES EXCH TRD FD GLBL	AT COST	148,000	149,889
ISHARES MSCI ETF USA MIN VOL	AT COST	49,480	49,056

TY 2012 Land, Etc. Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	10,688	8,143	2,545	

TY 2012 Legal Fees Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	8,057	4,028		4,028

TY 2012 Other Decreases Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Description	Amount
GRANTS PAYABLE	325,000

TY 2012 Other Expenses Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE SUPPLIES & EXPENSE	6,571	1,641		4,930
DUES & SUBSCRIPTIONS	3,197	799		2,398
PAYROLL SERVICE FEES	1,505	376		1,129
TELEPHONE	3,423	856		2,567
INSURANCE	5,764	1,441		4,323
DATA PROCESSING & WEBSITE	3,985			3,985
UTILITIES	2,270	1,135		1,135

TY 2012 Other Income Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER REVENUE	2,149	2,149	

TY 2012 Other Liabilities Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAXES PAYABLE		6,700

TY 2012 Other Professional Fees Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT & TRADE FE	203,911	203,911		
CONSULTING FEES	12,310	3,077		9,232

TY 2012 Substantial Contributors Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Name	Address
ESTATE OF STEWART B KEAN	687 COLONIAL AVENUE UNION,NJ 070837405

TY 2012 Taxes Schedule

Name: 1772 FOUNDATION INC

EIN: 22-2578377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	21,740			