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 , and ending

Name of foundation
THE RESOURCE FOUNDATION, INC.

A Employer identification number
22-2870501

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O A. J. SIGNORILE 10 PARK AVENUE

B Telephone number
(212)683-9280

City or town, state, and ZIP code
NEW YORK, NY 10016

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,379,873.

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

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

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

		(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	450,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4 Dividends and interest from securities	293,344.	293,344.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	311,481.			
	b Gross sales price for all assets on line 6a 4,467,923.				
	7 Capital gain net income (from Part IV, line 2)		311,481.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	20.	20.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,054,856.	604,856.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	39,000.	9,750.		29,250.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	16,437.	3,287.		13,150.
	c Other professional fees STMT 5	54,193.	54,193.		0.
	17 Interest				
	18 Taxes STMT 6	18,062.	7,284.		3,234.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	751.	94.		657.
	22 Printing and publications				
	23 Other expenses STMT 7	488.	169.		319.
	24 Total operating and administrative expenses. Add lines 13 through 23	128,931.	74,777.		46,610.
	25 Contributions, gifts, grants paid	708,510.			708,510.
	26 Total expenses and disbursements Add lines 24 and 25	837,441.	74,777.		755,120.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	217,415.			
	b Net investment income (if negative, enter -0-)		530,079.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	86,071.	43,132.	43,132.
	2 Savings and temporary cash investments	591,720.	466,425.	466,425.
	3 Accounts receivable ▶ 11,109.			
	Less: allowance for doubtful accounts ▶	3,534.	11,109.	11,109.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,231.		
	10a Investments - U.S. and state government obligations STMT 8	359,179.	228,900.	267,227.
	b Investments - corporate stock STMT 9	8,034,282.	8,243,218.	9,332,005.
	c Investments - corporate bonds STMT 10	103,250.	261,438.	259,875.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	85,615.		
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,266,882.	9,254,222.	10,379,873.
Liabilities	17 Accounts payable and accrued expenses	239,208.	9,133.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	239,208.	9,133.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,027,674.	9,245,089.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	9,027,674.	9,245,089.	
	31 **Total liabilities and net assets/fund balances**	9,266,882.	9,254,222.	

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	9,027,674.
2 Enter amount from Part I, line 27a	2	217,415.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,245,089.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,245,089.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,467,923.		4,156,442.	311,481.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				311,481.

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	311,481.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	611,168.	9,743,742.	.062724
2010	255,533.	9,415,327.	.027140
2009	320,691.	8,764,639.	.036589
2008	406,090.	9,813,927.	.041379
2007	531,943.	10,549,296.	.050425

2 Total of line 1, column (d)	2	.218257
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	.043651
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,725,522.
5 Multiply line 4 by line 3	5	424,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,301.
7 Add lines 5 and 6	7	429,830.
8 Enter qualifying distributions from Part XII, line 4	8	755,120.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	5,301.
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	0.
3 Add lines 1 and 2			3	5,301.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,301.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,544.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,544.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,243.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2,243.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROY B. SIMPSON Telephone no. ▶ (212) 683-9280

Located at ▶ 50 VISTA DR., GREENWICH, CT ZIP+4 ▶ 06830

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 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☒ Yes ☐ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
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.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	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? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ROY B. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	CHMN/DIRECTOR 0.00	0.	0.	0.
EDITH J. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	PRES/DIRECTOR 0.00	0.	0.	0.
ROY B. SIMPSON, JR. 100 SPRINGHOUSE LANE NEWTOWN SQUARE, PA 19073	TREA/DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	9,535,894.
b	Average of monthly cash balances	1b	334,350.
c	Fair market value of all other assets	1c	3,382.
d	**Total** (add lines 1a, b, and c)	1d	9,873,626.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,873,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,104.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,725,522.
6	**Minimum investment return.** Enter 5% of line 5	6	486,276.

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	486,276.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,301.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,301.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	480,975.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	480,975.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	480,975.

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	755,120.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	755,120.
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	5	5,301.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	749,819.

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				480,975.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			36,899.	
b Total for prior years: ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 755,120.				
a Applied to 2011, but not more than line 2a			36,899.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				480,975.
e Remaining amount distributed out of corpus	237,246.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	237,246.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	237,246.			
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 237,246.				

223581
12-05-12

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A S P C A 424 EAST 92ND STREET NEW YORK, NY 10128	N/A	PUBLIC	GENERAL PURPOSES	5,000.
ADOPT-A-DOG 849 LAKE AVENUE GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	5,000.
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902	N/A	PUBLIC	GENERAL PURPOSES	5,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	1,000.
AMOGERONE VOLUNTEER FIRE CO. NO. 1 P. O. BOX 121 GREENWICH, CT 06836	N/A	PUBLIC	GENERAL PURPOSES	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	708,510.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	11.	
4 Dividends and interest from securities			14	293,344.	
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	20.	
8 Gain or (loss) from sales of assets other than inventory			18	311,481.	
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)		0.		604,856.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	604,856.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

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

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
N/A		

Sign Here

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

Ali J. Allen | NOV. 8 2013 | Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN A. SIGNORILE	Stephen A. Signorile	11-5-13		P01471301
Firm's name ▶ A. J. SIGNORILE & CO.			Firm's EIN ▶ 11-6194531	
Firm's address ▶ 10 PARK AVENUE NEW YORK, N. Y. 10016			Phone no. 212-683-9280	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE RESOURCE FOUNDATION, INC.

Employer identification number

22-2870501

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization: THE RESOURCE FOUNDATION, INC.

Employer identification number: 22-2870501

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROY B. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	$ 450,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE RESOURCE FOUNDATION, INC.	22-2870501

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	Employer identification number
THE RESOURCE FOUNDATION, INC.	22-2870501

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.) ▶ $

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

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	3,526 SHS. WISDOMTREE ASIA LOCAL DEBT FD	P	04/19/11	01/17/12
b	4,600 SHS. MFA FINANCIAL INC. COM	P	10/28/10	01/17/12
c	3,000 SHS. MFA FINANCIAL INC. COM	P	10/27/10	01/17/12
d	1,500 SHS. MFA FINANCIAL INC. COM	P	10/13/11	01/17/12
e	500 SHS. SOUTHWESTERN ENERGY CO. COM	P	07/06/11	01/17/12
f	1,500 SHS. SOUTHWESTERN ENERGY CO. COM	P	02/03/11	01/17/12
g	474 SHS. WISDOMTREE ASIA LOCAL DEBT FD	P	04/19/11	01/18/12
h	6,981.3 SHS. DOUBLELINE TOTAL RETURN BOND FS	P	09/23/11	02/23/12
i	$50,000 CROWN CASTLE INTL CORP SR NT 9% 15 9% DUE	P	06/16/09	03/14/12
j	10,562.948 SHS. DOUBLELINE TOTAL RETURN BOND FS	P	09/23/11	04/09/12
k	9,347,925 SHS. DOUBLELINE TOT	P	05/17/11	04/09/12
l	100 SHS. APPLE INC. COM	P	08/09/11	04/24/12
m	50 SHS. APPLE INC. COM	P	04/19/11	04/24/12
n	50 SHS. APPLE INC. COM	P	11/04/10	04/24/12
o	2,000 SHS. FINISAR CORP. COM NEW	P	02/28/11	04/24/12

	(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	178,487.		182,471.	-3,984.
b	31,814.		36,568.	-4,754.
c	20,749.		23,726.	-2,977.
d	10,374.		9,664.	710.
e	14,483.		21,884.	-7,401.
f	43,450.		58,619.	-15,169.
g	24,084.		24,530.	-446.
h	78,400.		78,889.	-489.
i	55,063.		51,125.	3,938.
j	118,516.		119,361.	-845.
k	104,884.		104,043.	841.
l	56,103.		36,893.	19,210.
m	28,052.		16,688.	11,364.
n	28,051.		15,940.	12,111.
o	33,264.		81,073.	-47,809.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-3,984.
b				-4,754.
c				-2,977.
d				710.
e				-7,401.
f				-15,169.
g				-446.
h				-489.
i				3,938.
j				-845.
k				841.
l				19,210.
m				11,364.
n				12,111.
o				-47,809.

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

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).
If (loss), enter "-0-" in Part I, line 8 3

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	400 SHS. FINISAR CORP. COM NEW	P	03/09/11	04/24/12
b	850 SHS. FINISAR CORP. COM NEW	P	05/04/11	04/24/12
c	1,000 SHS. FINISAR CORP. COM NEW	P	05/26/11	04/24/12
d	750 SHS. FINISAR CORP. COM NEW	P	09/06/11	04/24/12
e	1,000 SHS. JOHNSON & JOHNSON COM	P	01/10/12	04/24/12
f	200 SHS. APPLE INC. COM	P	11/04/10	04/25/12
g	$20,000 NEW YORK CITY HSG DEV CORP REV BDS 2006 A	P	07/15/10	05/01/12
h	2,500 SHS. ISHARES MSCI EMERGING MARKET	P	01/17/12	05/04/12
i	1,000 SHS. MOSAIC CO.	P	03/29/11	05/04/12
j	500 SHS. MOSAIC CO.	P	05/26/11	05/04/12
k	1,500 SHS. PEPSICO INC COM	P	08/09/11	05/04/12
l	1,000 SHS. BLACKSTONE GROUP LP UNIT	P	04/19/11	05/07/12
m	4,000 SHS. BLACKSTONE GROUP LP UNIT	P	02/04/11	05/07/12
n	5,000 SHS. WINDSTREAM CORP.	P	05/04/11	05/14/12
o	1,250 SHS. SNAP-ON INC.	P	11/03/11	05/14/12

	(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	6,653.		10,568.	-3,915.
b	14,137.		21,777.	-7,640.
c	16,632.		23,090.	-6,458.
d	12,474.		14,339.	-1,865.
e	63,663.		65,367.	-1,704.
f	122,431.		63,761.	58,670.
g	20,000.		20,000.	0.
h	103,348.		100,397.	2,951.
i	50,980.		78,680.	-27,700.
j	25,490.		34,275.	-8,785.
k	98,868.		93,875.	4,993.
l	12,873.		17,082.	-4,209.
m	51,491.		68,327.	-16,836.
n	48,328.		66,225.	-17,897.
o	75,177.		68,467.	6,710.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-3,915.
b				-7,640.
c				-6,458.
d				-1,865.
e				-1,704.
f				58,670.
g				0.
h				2,951.
i				-27,700.
j				-8,785.
k				4,993.
l				-4,209.
m				-16,836.
n				-17,897.
o				6,710.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	1,000 SHS. CATERPILLAR INC. DEL COM	P	05/04/12	05/24/12
b	1,500 SHS. CONOCOPHILLIPS COM	P	02/23/12	05/24/12
c	2,000 SHS. WISDOMTREE EMERGING MKTS EQUITY INCOME	P	08/24/10	05/24/12
d	250 SHS. ROCKWELL AUTOMATION INC.	P	05/26/11	06/08/12
e	150 SHS. ROCKWELL AUTOMATION INC	P	05/17/11	06/08/12
f	100 SHS. ROCKWELL AUTOMATION INC	P	09/29/10	06/08/12
g	750 SHS. ROCKWELL AUTOMATION INC	P	09/29/10	06/26/12
h	250 SHS. ROCKWELL AUTOMATION INC.	P	09/06/11	06/26/12
i	3,000 SHS. DU PONT E I DE NEMOURS & CO.	P	01/17/12	06/26/12
j	1,000 SHS. US BANCORP DEL	P	01/17/12	06/28/12
k	500 SHS. ABBOTT LABS COM	P	04/19/11	06/28/12
l	500 SHS. BRISTOL MYERS SQUIBB CO. COM	P	09/06/11	06/28/12
m	500 SHS. CROWN CASTLE INTL CORP.	P	07/06/11	06/28/12
n	500 SHS. COMCAST CORP. NEW CL A	P	05/24/12	06/28/12
o	500 SHS. KRAFT FOODS INC CL A	P	07/06/11	06/28/12

	(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	90,651.		98,697.	-8,046.
b	77,811.		85,165.	-7,354.
c	101,691.		102,067.	-376.
d	17,375.		20,615.	-3,240.
e	10,425.		12,251.	-1,826.
f	6,950.		6,224.	726.
g	47,395.		46,677.	718.
h	15,798.		14,152.	1,646.
i	145,888.		146,216.	-328.
j	30,880.		29,119.	1,761.
k	31,148.		25,515.	5,633.
l	17,355.		14,605.	2,750.
m	28,823.		21,447.	7,376.
n	15,383.		14,432.	951.
o	18,638.		17,915.	723.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-8,046.
b				-7,354.
c				-376.
d				-3,240.
e				-1,826.
f				726.
g				718.
h				1,646.
i				-328.
j				1,761.
k				5,633.
l				2,750.
m				7,376.
n				951.
o				723.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	750 SHS. AMETEK INC. NEW COM	P	11/03/11	06/29/12
b	$100,000 RHODE ISLAND HSG & MTG FIN COR 4.9% DUE	P	11/10/11	07/11/12
c	300 SHS. CROWN CASTLE INTL CORP.	P	07/06/11	07/13/12
d	1,125 SHS. AMETEK INC. NEW COM	P	11/03/11	07/17/12
e	500 SHS. CROWN CASTLE INTL CORP.	P	07/06/11	07/17/12
f	250 SHS. CANADIAN PAC RY LTD COM	P	05/04/12	07/17/12
g	700 SHS. CROWN CASTLE INTL CORP.	P	07/06/11	08/08/12
h	500 SHS. CROWN CASTLE INTL CORP.	P	08/09/11	08/08/12
i	250 SHS. ABBOTT LABS COM	P	04/19/11	09/18/12
j	500 SHS. COMCAST CORP. NEW CL A	P	07/06/11	09/18/12
k	250 SHS. CANADIAN PAC RY LTD COM	P	05/04/12	09/18/12
l	500 SHS. CENTURYLINK	P	05/04/12	09/18/12
m	250 SHS. PHILLIPS 66 COM	P	07/17/12	09/18/12
n	250 SHS. QUALCOMM INC. COM	P	04/05/12	09/18/12
o	4,995.671 SHS. PIMCO TOTAL RETURN FUND-INSTL	P	06/11/12	09/19/12

	(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	37,128.		30,448.	6,680.
b	100,000.		100,279.	-279.
c	18,164.		12,868.	5,296.
d	37,408.		30,448.	6,960.
e	30,040.		21,447.	8,593.
f	18,657.		18,780.	-123.
g	43,249.		30,026.	13,223.
h	30,892.		20,158.	10,734.
i	17,215.		12,758.	4,457.
j	17,350.		12,787.	4,563.
k	20,968.		18,780.	2,188.
l	21,219.		19,288.	1,931.
m	11,335.		9,052.	2,283.
n	16,231.		16,837.	-606.
o	57,700.		56,351.	1,349.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,680.
b				-279.
c				5,296.
d				6,960.
e				8,593.
f				-123.
g				13,223.
h				10,734.
i				4,457.
j				4,563.
k				2,188.
l				1,931.
m				2,283.
n				-606.
o				1,349.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	17,562.2517 SHS. VANGUARD HIGH-YIELD CORPORATE-IN	P	11/18/11	09/25/12
b	SCRIP KRAFT FOODS GROUP INC. COM	P	05/04/11	10/02/12
c	167 SHS. KRAFT FOODS GROUP INC. COM	P	05/04/11	10/08/12
d	666 SHS. KRAFT FOODS GROUP INC.	P	04/19/11	10/08/12
e	17,562.3035 SHS. VANGUARD HIGH-YIELD	P	11/18/11	10/22/12
f	$10,000 NEW YORK NY CITY HSG DEV CORP REV BDS 206	P	07/15/10	11/01/12
g	750 SHS. ABBOTT LABS COM	P	04/19/11	11/08/12
h	500 SHS. ABBOTT LABS COM	P	08/09/11	11/08/12
i	14,968.868 SHS. PIMCO TOTAL RETURN FUND-INSTL	P	06/11/12	11/09/12
j	3,000 SHS. XEROX CORP.	P	07/06/11	12/13/12
k	3,425 SHS. XEROX CORP.	P	07/01/11	12/13/12
l	3,575 SHS. XEROX CORP.	P	06/24/11	12/13/12
m	2,500 SHS. XEROX CORP.	P	09/06/11	12/13/12
n	500 SHS. PHILLIPS 66 COM	P	07/17/12	12/13/12
o	3,000 SHS. SPDR KBW REGIONAL BANKING ETF	P	10/05/12	12/13/12

	(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	106,076.		98,700.	7,376.
b	16.		12.	4.
c	7,896.		5,909.	1,987.
d	31,489.		23,269.	8,220.
e	106,603.		98,700.	7,903.
f	10,000.		10,000.	0.
g	48,177.		38,273.	9,904.
h	32,118.		24,080.	8,038.
i	173,789.		168,849.	4,940.
j	21,067.		31,859.	-10,792.
k	24,052.		36,202.	-12,150.
l	25,105.		35,623.	-10,518.
m	17,556.		19,455.	-1,899.
n	25,896.		18,104.	7,792.
o	82,588.		88,355.	-5,767.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,376.
b				4.
c				1,987.
d				8,220.
e				7,903.
f				0.
g				9,904.
h				8,038.
i				4,940.
j				-10,792.
k				-12,150.
l				-10,518.
m				-1,899.
n				7,792.
o				-5,767.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	750 SHS. LYONDELLBASELL INDUSTRIES N V A	P	05/02/11	12/13/12
b	500 SHS. MONDELEZ INTL INC CL A	P	05/04/11	12/13/12
c	2,000 SHS. MONDELEZ INTL INC CL A	P	04/19/11	12/13/12
d	500 SHS. COMCAST CORP. NEW CL A	P	07/06/11	12/13/12
e	1,000 SHS. COMCAST CORP NEW CL A	P	07/01/11	12/13/12
f	500 SHS. CANADIAN PAC RY LTD COM	P	05/04/12	12/13/12
g	750 SHS. CENTURYLINK	P	05/04/12	12/13/12
h	500 SHS. DIRECTV	P	07/17/12	12/13/12
i	50 SHS. ECOLAB INC.	P	09/06/11	01/19/12
j	9,661.836 SHS. BBH LTD DURATION FUND CL I	P	12/12/11	05/11/12
k	100 SHS. WAL-MART STORES INC.	P	09/06/11	06/07/12
l	200 SHS. DIAGEO PLC ADR	P	09/06/11	08/21/12
m	150 SHS. EBAY INC	P	11/18/11	08/27/12
n	300 SHS. EBAY INC.	P	09/06/11	08/28/12
o	276 SHS. EBAY INC.	P	09/06/11	09/06/12

	(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	39,685.		34,473.	5,212.
b	13,020.		11,030.	1,990.
c	52,081.		43,351.	8,730.
d	18,414.		12,787.	5,627.
e	36,828.		25,511.	11,317.
f	49,939.		37,560.	12,379.
g	29,137.		28,932.	205.
h	24,930.		24,302.	628.
i	3,012.		2,576.	436.
j	100,000.		99,613.	387.
k	6,597.		5,151.	1,446.
l	21,292.		15,649.	5,643.
m	7,054.		4,507.	2,547.
n	14,095.		8,710.	5,385.
o	13,518.		8,013.	5,505.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				5,212.
b				1,990.
c				8,730.
d				5,627.
e				11,317.
f				12,379.
g				205.
h				628.
i				436.
j				387.
k				1,446.
l				5,643.
m				2,547.
n				5,385.
o				5,505.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	.434 SHS. LIBERTY VENTURES - RTS	P	09/30/11	09/18/12
b	2.066 SHS. LIBERTY VENTURES - RTS	P	10/03/11	09/18/12
c	200 SHS. ECOLAB INC.	P	02/10/10	01/19/12
d	150 SHS. ECOLAB INC.	P	02/12/10	01/19/12
e	150 SHS. ECOLAB INC.	P	02/12/10	02/01/12
f	114 SHS. ECOLAB INC.	P	04/15/09	02/02/12
g	12 SHS. VISA INC.-CL A	P	12/06/10	02/03/12
h	153 SHS. VISA INC.-CL A	P	12/07/10	02/03/12
i	85 SHS. VISA INC-CL. A	P	12/06/10	02/06/12
j	150 SHS. VISA INC-CL. A	P	12/16/10	02/09/12
k	300 SHS. VISA INC-CL. A	P	12/16/10	02/27/12
l	100 SHS. VISA INC-CL. A	P	12/06/10	02/09/12
m	100 SHS. VISA INC-CL. A	P	12/15/10	03/26/12
n	92 SHS. VISA INC-CL. A	P	03/23/11	03/26/12
o	2 SHS. VISA INC-CL. A	P	12/17/10	03/27/12

	(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	5.		4.	1.
b	25.		19.	6.
c	12,047.		8,769.	3,278.
d	9,035.		6,229.	2,806.
e	9,091.		6,229.	2,862.
f	6,918.		4,261.	2,657.
g	1,283.		931.	352.
h	16,355.		11,897.	4,458.
i	9,098.		6,592.	2,506.
j	16,970.		11,392.	5,578.
k	35,090.		22,784.	12,306.
l	11,313.		7,755.	3,558.
m	12,006.		7,595.	4,411.
n	11,046.		6,626.	4,420.
o	240.		135.	105.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1.
b				6.
c				3,278.
d				2,806.
e				2,862.
f				2,657.
g				352.
h				4,458.
i				2,506.
j				5,578.
k				12,306.
l				3,558.
m				4,411.
n				4,420.
o				105.

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

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).
If (loss), enter "-0-" in Part I, line 8 } 3

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	58 SHS. VISA INC-CL. A	P	03/23/11	03/27/12
b	48 SHS. VISA INC-CL. A	P	12/17/10	04/03/12
c	182 SHS. VISA INC-CL. A	P	12/17/10	04/17/12
d	101 SHS. ECOLAB INC.	P	04/14/09	04/17/12
e	86 SHS. ECOLAB INC.	P	04/15/09	04/17/12
f	174 SHS. ECOLAB INC.	P	04/14/09	04/18/12
g	43 SHS. ECOLAB INC.	P	04/14/09	04/20/12
h	132 SHS. ECOLAB INC.	P	04/14/09	04/25/12
i	118 SHS. VISA INC.-CL A	P	12/17/10	04/26/12
j	200 SHS. WAL-MART STORES INC.	P	03/08/06	06/07/12
k	350 SHS. WAL-MART STORES INC.	P	10/29/09	06/07/12
l	550 SHS. COMCAST CORP. CL A	P	07/24/07	06/20/12
m	171 SHS. COMCAST CORP. CL A	P	07/25/07	06/20/12
n	829 SHS. COMCAST CORP. CL A	P	07/25/07	06/27/12
o	300 SHS. WAL-MART STORES INC.	P	03/08/06	07/02/12

	(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	6,960.		4,177.	2,783.
b	5,758.		3,251.	2,507.
c	22,246.		12,329.	9,917.
d	6,327.		3,752.	2,575.
e	5,388.		3,215.	2,173.
f	10,880.		6,464.	4,416.
g	2,677.		1,597.	1,080.
h	8,233.		4,904.	3,329.
i	14,447.		7,994.	6,453.
j	13,195.		9,080.	4,115.
k	23,090.		17,569.	5,521.
l	17,161.		15,790.	1,371.
m	5,335.		4,906.	429.
n	25,769.		23,784.	1,985.
o	20,772.		13,620.	7,152.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				2,783.
b				2,507.
c				9,917.
d				2,575.
e				2,173.
f				4,416.
g				1,080.
h				3,329.
i				6,453.
j				4,115.
k				5,521.
l				1,371.
m				429.
n				1,985.
o				7,152.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	300 SHS. WAL-MART STORES INC.	P	03/08/06	07/17/12
b	200 SHS. WAL-MART STORES INC.	P	03/08/06	07/27/12
c	91 SHS. WAL-MART STORES INC.	P	03/08/06	08/03/12
d	179 SHS. WAL-MART STORES INC.	P	03/08/06	08/06/12
e	180 SHS. WAL-MART STORES INC.	P	03/08/06	08/08/12
f	50 SHS. DIAGEO PLC ADR	P	10/15/09	08/21/12
g	133 SHS. DIAGEO PLC ADR	P	10/16/09	08/21/12
h	100 SHS. DIAGEO PLC ADR	P	10/08/08	08/22/12
i	50 SHS. DIAGEO PLC ADR	P	10/14/09	08/22/12
j	17 SHS. DIAGEO PLC ADR	P	10/16/09	08/22/12
k	20 SHS. EBAY INC.	P	06/13/11	08/27/12
l	280 SHS. EBAY INC.	P	06/13/11	08/28/12
m	74 SHS. EBAY INC.	P	09/06/11	09/07/12
n	273 SHS. EBAY INC.	P	01/23/09	09/21/12
o	7.5 SHS. LIBERTY VENTURES - RTS	P	12/10/07	09/18/12

	(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	21,891.		13,620.	8,271.
b	14,915.		9,080.	5,835.
c	6,784.		4,131.	2,653.
d	13,346.		8,127.	5,219.
e	13,404.		8,172.	5,232.
f	5,323.		3,126.	2,197.
g	14,159.		8,314.	5,845.
h	10,652.		5,979.	4,673.
i	5,326.		3,076.	2,250.
j	1,811.		1,063.	748.
k	941.		598.	343.
l	13,155.		8,364.	4,791.
m	3,625.		2,148.	1,477.
n	13,642.		3,255.	10,387.
o	88.		95.	-7.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				8,271.
b				5,835.
c				2,653.
d				5,219.
e				5,232.
f				2,197.
g				5,845.
h				4,673.
i				2,250.
j				748.
k				343.
l				4,791.
m				1,477.
n				10,387.
o				-7.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	11.667 SHS. LIBERTY VENTURES - RTS	P	12/11/07	09/18/12
b	16.667 SHS. LIBERTY VENTURES - RTS	P	12/12/07	09/18/12
c	10.833 SHS. LIBERTY VENTURES - RTS	P	01/04/08	09/18/12
d	13.333 SHS. LIBERTY VENTURES - RTS	P	01/07/08	09/18/12
e	9.167 SHS. LIBERTY VENTURES - RTS	P	01/08/08	09/18/12
f	23.333 SHS. LIBERTY VENTURES - RTS	P	01/11/08	09/18/12
g	0.5 SHS. LIBERTY VENTURES - SER A	P	12/12/07	08/28/12
h	1.0 SHS. LIBERTY VENTURES - RTS	P	09/30/11	10/05/12
i	284 SHS. ANHEUSER-BUSCH INBEV SPN ADR	P	08/18/11	10/05/12
j	192 SHS. ANHEUSER-BUSCH INBEV SPN ADR	P	09/06/11	10/05/12
k	224 SHS. ANHEUSER-BUSCH INBEV SPN ADR	P	09/06/11	10/15/12
l	723 SHS. WASTE MANAGEMENT INC.	P	03/08/06	11/06/12
m	385 SHS. WASTE MANAGEMENT INC.	P	03/08/06	11/07/12
n	349 SHS. WASTE MANAGEMENT INC.	P	03/08/06	11/08/12
o	143 SHS. WASTE MANAGEMENT INC.	P	03/08/06	11/21/12

	(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	137.		149.	-12.
b	196.		214.	-18.
c	128.		116.	12.
d	157.		143.	14.
e	108.		99.	9.
f	274.		224.	50.
g	24.		26.	-2.
h	14.		8.	6.
i	25,723.		15,489.	10,234.
j	17,390.		10,062.	7,328.
k	19,450.		11,739.	7,711.
l	23,298.		24,416.	-1,118.
m	12,318.		13,002.	-684.
n	11,158.		11,786.	-628.
o	4,572.		4,829.	-257.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-12.
b				-18.
c				12.
d				14.
e				9.
f				50.
g				-2.
h				6.
i				10,234.
j				7,328.
k				7,711.
l				-1,118.
m				-684.
n				-628.
o				-257.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	229 SHS. EBAY INC.	P	01/23/09	12/06/12
b	271 SHS. EBAY INC.	P	01/23/09	12/11/12
c	22.5 SHS. LIBERTY VENTURES - SER A	P	12/10/07	12/11/12
d	35 SHS. LIBERTY VENTURES - SER A	P	12/11/07	12/11/12
e	49.5 SHS. LIBERTY VENTURES - SER A	P	12/12/07	12/11/12
f	32.5 SHS. LIBERTY VENTURES - SER A	P	01/04/08	12/11/12
g	40 SHS. LIBERTY VENTURES - SER A	P	01/07/08	12/11/12
h	27.5 SHS. LIBERTY VENTURES - SER A	P	01/08/08	12/11/12
i	70 SHS. LIBERTY VENTURES - SER A	P	01/11/08	12/11/12
j	3.8 SHS. LIBERTY VENTURES - SER A	P	09/30/11	12/11/12
k	6.2 SHS. LIBERTY VENTURES - SER A	P	10/03/11	12/11/12
l	SECURITY LITIGATION-QWEST	P	VARIOUS	07/27/12
m	BLACKSTONE GROUP-K-1 CAP GAIN	P	VARIOUS	12/31/12
n	PIMCO INCOME FUND-INS. CAP GAIN DIST	P	06/28/12	12/13/12
o	J P MORGAN HIGH YLD BD FD CAP GAIN DIST	P	08/29/12	12/14/12

	(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	11,904.		2,730.	9,174.
b	14,100.		3,231.	10,869.
c	1,327.		1,133.	194.
d	2,065.		1,780.	285.
e	2,921.		2,528.	393.
f	1,918.		1,380.	538.
g	2,360.		1,699.	661.
h	1,623.		1,173.	450.
i	4,130.		2,667.	1,463.
j	224.		136.	88.
k	366.		222.	144.
l	15.			15.
m	307.			307.
n	1,838.			1,838.
o	531.			531.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				9,174.
b				10,869.
c				194.
d				285.
e				393.
f				538.
g				661.
h				450.
i				1,463.
j				88.
k				144.
l				15.
m				307.
n				1,838.
o				531.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	WISDOM TREE EMRG MKTS LCL DEBT CG DIST	P	04/19/11	12/31/12
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	603.			603.
b	4,806.			4,806.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				603.
b				4,806.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	311,481.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANBRYCE FOUNDATION 1650 TYSONS BLVD., STE 900 MCLEAN, VA 22102	N/A	PUBLIC	GENRAL PURPOSES	1,000.
BROOKLYN TECH ALUMNI FOUNDATION, INC. 29 FORT GREENE PLACE BROOKLYN, NY 11217	N/A	PUBLIC	GENERAL PURPOSES	2,500.
BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	14,250.
C.O.P. INC. PO BOX 1611 GREENWICH, CT 06836	N/A	PUBLIC	GENERAL PURPOSES	500.
CALL A RIDE OF GREENWICH INC. 37 LAFAYETTE PL., COLLYER CENTER GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	5,500.
CARE USA 151 ELLIS ST, NE ATLANTA, GA 30303	N/A	PUBLIC	GENERAL PURPOSES	1,000.
CENTER FOR NEW AMERICAN MEDIA 589 EIGHTH AVENUE NEW YORK, NY 10018	N/A	PUBLIC	GENERAL PURPOSES	1,000.
CONNECTICUT FOOD BANK P. O. BOX 8686 NEW HAVEN, CT 06531	N/A	PUBLIC	GENERAL PURPOSES	30,000.
DEAFNESS RESEARCH FOUNDATION 363 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PUBLIC	GENRAL PURPOSES	1,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	6,000.
Total from continuation sheets				692,010.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENGLISH SPEAKING UNION 144 EAST 39H STREET NEW YORK, NY 10016	N/A	PUBLIC	GENERAL PURPOSES	1,070.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	N/A	PUBLIC	GENERAL PURPOSES	700.
ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY ROAD AMHERST, MA 01002	N/A	PUBLIC	GENERAL PURPOSES	2,500.
FAMILY CENTERS, INC. 40 ARCH STREET GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	10,000.
FAMILY REENTRY INC. 9 MOTT AVENUE SUITE 104 NORWALK, CT 06850	N/A	PUBLIC	GENERAL PURPOSES	5,000.
FIDO FIXERS INC P.O. BOX 4801 GREENWICH, NY 06831	N/A	PUBLIC		5,000.
FIRST CHURCH OF CHRIST SCIENTIST 11 PARK PLACE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	20,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	30,000.
FRIENDS OF ST. BARTHOLOMEW'S ANGLICAN CHURCH, INC. C/O ANN C.W. GREEN, PO BOX 6199 FAIR HAVEN, NJ 07704	N/A	PUBLIC	SUPPORT OF JAMES WELLESLEY - WESLEY FUND	11,000.
FRIENDS OF THE FAMILY CENTRE, INC P.O. BOX 1284, RIVERDALE BRONX, NY 10471	N/A	PUBLIC		6,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN, NY 11238	N/A	PUBLIC	GENERAL PURPOSES	2,500.
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH ADULT DAY CARE, INC. 125 RIVER ROAD EXTENSION COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	29,575.
GREENWICH CHAPLAINCY SERVICES 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH CHAPTER - AMERICAN RED CROSS 99 INDIAN FIELD ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	15,000.
GREENWICH COUNCIL - BOY SCOUTS OF AMERICA 63 MASON STREET GREENWICH, CT 06830	N/A	PUBLIC	GENRAL PURPOSES	500.
GREENWICH EMERGENCY MEDICAL SERVICES, INC. 1111 EAST PUTNAM AVENUE RIVERSIDE, CT 06878	N/A	PUBLIC	GENERAL PURPOSES	7,000.
GREENWICH HISTORICAL SOCIETY 39 STRICKLAND ROAD COS COB, CT 06807	N/A	PUBLIC		6,000.
GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	500.
GREENWICH LAND TRUST, INC. 132 EAST PUTNAM AVE, 2 EAST STE D COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREENWICH LIBRARY 101 W. PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH RIDING AND TRAILS ASSOCIATION PO BOX 1403 GREENWICH, CT 06836	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH ROUNDTABLE PO BOX 4019 GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	3,000.
GREENWICH TREE CONSERVANCY PO BOX 4215 GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	2,000.
GREENWICH UNITED WAY ONE LAFAYETTE COURT GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	30,000.
GREENWICH YOUTH CONSERVATION PROJECT 101 FIELD POINT ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	5,000.
HEALTHCARE CHAPLAINCY 513 EAST 62ND STREET, 4TH FLOOR NEW YORK, NY 10065	N/A	PUBLIC	GENERAL PURPOSES	6,000.
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE, NY 10570	N/A	PUBLIC	GENERAL PURPOSES	95.
KIDS IN CRISIS ONE SALEM STREET COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	5,000.
LAUREL HOUSE 1616 WASHINGTON BLVD STAMFORD, CT 06902	N/A	PUBLIC	GENERAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY VOLUNTEERS 141 FRANKLIN STREET STAMFORD, CT 06901	N/A	PUBLIC	GENERAL PURPOSES	1,000.
MEALS-ON-WHEELS OF GREENWICH 89 MAPLE AVE. GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	6,500.
MEDIA MATTERS FOR AMERICA 445 MASS. AVE.NW, SUITE 600 WASHINGTON, DC 20001	N/A	PUBLIC	GENERAL PURPOSES	10,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	N/A	PUBLIC	GENERAL PURPOSES	5,000.
NEIGHBOR TO NEIGHBOR 248 EAST PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	15,000.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	GENERAL PURPOSES	65,960.
OPIN INC. - OUTREACH TO PETS IN NEED PO BOX 488 RIVERSIDE, CT 06878	N/A	PUBLIC	GENERAL PURPOSES	5,000.
OUR COMPANIONS - DOMESTIC ANIMAL SANCTUARY P. O. BOX 673 BLOOMFIELD, CT 06002	N/A	PUBLIC	GENERAL PURPOSES	2,500.
PAGL FOUNDATION, INC. PO BOX 4001 OLD LYME, CT 06371	N/A	PUBLIC	GENERAL PURPOSES	2,500.
PATHWAYS, INC. 175 MILBANK ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	750.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEGASUS THERAPEUTIC RIDING INC. 310 BEACH LAKE ROAD BREWSTER, NY 10509	N/A	PUBLIC	GENERAL PURPOSES	1,000.
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND 345 WHITNEY AVENUE NEW HAVEN, CT 06511	N/A	PUBLIC	GENERAL PURPOSES	1,500.
PUPPIES BEHIND BARS 10 EAST 40 STREET - 19TH FL NEW YORK, NY 10016	N/A	PUBLIC	GENERAL PURPOSES	16,000.
SPECIAL OLYMPICS CONNECTICUT, INC. 2666 STATE STREET, SUITE 1 HAMDEN, CT 06517	N/A	PUBLIC	GENERAL PURPOSES	1,000.
ST. BARNABAS EPISCOPAL CHURCH 954 LAKE AVENUE GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	26,000.
ST. BARTS MUSIC FESTIVAL 6847 JUNIATA PLACE PITTSBURGH, PA 15208	N/A	PUBLIC	GENERAL PURPOSES	2,000.
STARKEY HEARING FOUNDATION 6700 WASHINGTON AVENUE SOUTH EDEN PRAIRIE, MN 55344	N/A	PUBLIC	GENERAL PURPOSES	50,000.
STUDIO IN A SCHOOL ASSOCIATION 410 WEST 59TH STREET NEW YORK, NY 10019	N/A	PUBLIC	GENERAL PURPOSES	72,650.
THE AMERICAS SOCIETY/COUNCIL OF THE AMERICAS 680 PARK AVENUE NEW YORK, NY 10065	N/A	PUBLIC	GENERAL PURPOSES	10,000.
THIRTEEN WNET 450 WEST 33RD STREET NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRANSPORTATION ASSOCIATES OF GREENWICH 13 RIVERSIDE AVENUE RIVERSIDE, CT 06878	N/A	PUBLIC	GENERAL PURPOSES	5,000.
TRICKLE UP PROGRAM 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	1,000.
U.S. SQUASH 555 EIGHTH AVE. STE. 1102 NEW YORK, NY 10018	N/A	PUBLIC	GENERAL PURPOSES	250.
VAUGHN COLLEGE OF AERONAUTICS AND TECHNOLOGY 86-01 23RD AVENUE FLUSHING, NY 11369	N/A	PUBLIC	WALTER HARTUNG SCHOLARSHIP FUND	97,710.
WNYC NEW YORK PUBLIC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A	PUBLIC	GENERAL PURPOSES	10,000.
Total from continuation sheets				

THE RESOURCE FOUNDATION, INC. 22-2870501

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BBH MONEY FUND REGULAR	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

THE RESOURCE FOUNDATION, INC. 22-2870501

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABORATORIES	3,383.	0.	3,383.
AMETEK INC	225.	0.	225.
ANHEUSER-BUSCH INBEV SPN ADR	2,340.	0.	2,340.
AUTOMATIC DATA PROCESSING	2,291.	0.	2,291.
BAXTER INTERNATIONAL INC.	4,147.	0.	4,147.
BBH BROAD MKT FD FIXED	3,669.	0.	3,669.
BBH INTL EQUITY FD	8,866.	0.	8,866.
BBH LIMITED DURATION FD-CLI	25,813.	618.	25,195.
BECTON DICKINSON & CO	1,384.	0.	1,384.
BLACKSTONE GROUP LP	567.	0.	567.
BRISTOL MYERS SQUIBB	4,420.	0.	4,420.
CANADIAN PACIFIC RWY LTD	1,046.	0.	1,046.
CELANESE CORP-SER A	169.	0.	169.
CENTURY LINK INC	7,250.	0.	7,250.
CHUBB CORP.	2,997.	0.	2,997.
COMCAST CORP - CL A	3,636.	0.	3,636.
COMCAST CORP. CLA	2,319.	0.	2,319.
CONOCO PHILLIPS	990.	0.	990.
CORNING, INC	405.	0.	405.
CROWN CASTLE INT'L 9% DUE 01-15-15	3,050.	0.	3,050.
CROWN CASTLE INT'L CORP 7.125%	2,197.	0.	2,197.
DELL INC	412.	0.	412.
DENTSPLY INT'L INC.	550.	0.	550.
DIAGEO PLC SPONS ADR	4,045.	0.	4,045.
DOUBLELINE TOTAL RETURN BD FD	29,538.	0.	29,538.
DUPONT (E.I.) DE NEMOURS	2,520.	0.	2,520.
ECOLAB INC.	347.	0.	347.
EOG RESOURCES INC.	570.	0.	570.
GENERAL ELECTRIC	1,700.	0.	1,700.
GENERAL MILLS INC.	1,588.	0.	1,588.
J P MORGAN CHASE & CO	1,800.	0.	1,800.
J P MORGAN HIGH YLD BD FD	1,748.	0.	1,748.
JOHNSON & JOHNSON	3,240.	0.	3,240.
JOHNSON & JOHNSON	570.	0.	570.
KINDER MORGAN	2,770.	0.	2,770.
KRAFT FOODS INC CL A	3,335.	0.	3,335.
LOOMIS SAYLES BOND FUND	7,959.	0.	7,959.
LYONDELL BASELL INDS, NV	14,700.	0.	14,700.
MFA FINANCIAL INC	2,457.	0.	2,457.
MICROSOFT CORP	2,077.	0.	2,077.
MICROSOFT CORP	2,205.	0.	2,205.
MOSAIC CO/THE-WI	262.	0.	262.
NESTLE SA SPONS ADR	6,231.	0.	6,231.
NOVARTIS AG SPON ADR	6,330.	0.	6,330.
NYC HSG DEV 6.42%, 11-1-27	2,889.	0.	2,889.
NYS MUNIC BOND BANK	6,636.	0.	6,636.

THE RESOURCE FOUNDATION, INC. 22-2870501

OCCIDENTAL PETROLEUM	2,882.	0.	2,882.
PEPSICO INC	2,323.	0.	2,323.
PEPSICO INC	1,545.	0.	1,545.
PHILLIPS 66 - W/I	1,063.	0.	1,063.
PIMCO INC. FD	9,359.	0.	9,359.
PIMCO TOTAL RETURN FUND	10,238.	1,568.	8,670.
PIMCO TOTAL RETURN FUND	2,550.	0.	2,550.
PRAXAIR INC	495.	0.	495.
PROGRESSIVE CORP, OHIO	8,162.	0.	8,162.
QUALCOMM INC	338.	0.	338.
QUALCOMM INC	1,437.	0.	1,437.
RHODE ISLAND HSG & MTG	3,199.	0.	3,199.
ROCKWELL AUTOMATION INC.	1,275.	0.	1,275.
SNAP ON INC	425.	0.	425.
STAR GAS PARTNERS LP	4,438.	0.	4,438.
T. ROWE PRICE NEW ASIA FUND	4,993.	2,620.	2,373.
TARGET CORP	2,706.	0.	2,706.
US BANCORP	4,473.	0.	4,473.
US BANCORP	2,145.	0.	2,145.
VANGUARD HIGH YIELD CORP-INV	11,385.	0.	11,385.
VISA INC - CL A	198.	0.	198.
WAL-MART STORES	3,937.	0.	3,937.
WASTE MANAGEMENT	5,858.	0.	5,858.
WELLS FARGO & CO NEW	3,476.	0.	3,476.
WILL, IL, CCSD, TXBL, 5.6%, 10/1/17	5,600.	0.	5,600.
WILLIAMS COS, INC	3,281.	0.	3,281.
WINDSTREAM CORP	2,500.	0.	2,500.
WISDOMTREE EMERG MKTS EQUITY INC.	404.	0.	404.
WISDOMTREE EMERG MKTS LOCAL DEBT FD	7,697.	0.	7,697.
XEROX CORP	2,125.	0.	2,125.
TOTAL TO FM 990-PF, PART I, LN 4	298,150.	4,806.	293,344.

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP L.P.	20.	20.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20.	20.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	16,437.	3,287.		13,150.
TO FORM 990-PF, PG 1, LN 16B	16,437.	3,287.		13,150.

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FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	51,810.	51,810.		0.
CUSTODY FEES	2,383.	2,383.		0.
TO FORM 990-PF, PG 1, LN 16C	54,193.	54,193.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U. S. EXCISE TAX	7,544.	0.		0.
TAXES WITHHELD AT SOURCE	6,206.	6,206.		0.
PAYROLL TAXES	4,312.	1,078.		3,234.
TO FORM 990-PF, PG 1, LN 18	18,062.	7,284.		3,234.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	64.	8.		56.
ADR FEES	123.	123.		0.
OFFICE SUPPLIES	301.	38.		263.
TO FORM 990-PF, PG 1, LN 23	488.	169.		319.

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FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
$100,000 NYS MUN BD BK 6.636, 4-1-25		X	100,000.	123,572.
$100,000 WILL, IL, CCSD, TXBL, 5.6%, 10/1/17		X	103,900.	117,542.
$25,000 NYC HSG DEV 6.42 11-1-27		X	25,000.	26,113.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			228,900.	267,227.
TOTAL TO FORM 990-PF, PART II, LINE 10A			228,900.	267,227.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,100 SHS. OCCIDENTAL PETROLEUM	51,628.	84,271.
1,250 SHS. GENERAL MILLS INC	48,377.	50,525.
1,350 SHS. JOHNSON & JOHNSON	84,312.	94,635.
1,450 SHS. AUTOMATIC DATA PROCESSING	57,957.	82,548.
800 SHS. ANHEUSER-BUSCH	39,913.	69,928.
1,250 SHS. DIAGEO PLC - SPONS ADR	71,476.	145,725.
1,850 SHS. CHUBB CORP.	91,561.	139,242.
11,905 SHS. T. ROWE PRICE NEW ASIA FUND	200,000.	200,118.
13,799 SHS. PIMCO TOTAL RETURN FUND	150,000.	155,106.
2,050 SHS. TARGET CORP	101,168.	121,298.
2,900 SHS. MICROSOFT CORP.	70,574.	77,458.
2,500 SHS. DENTSPLY INTL INC	69,960.	99,025.
2,500 SHS. SOUTHWESTERN ENERGY	91,508.	83,525.
2,550 SHS. NOVARTIS AG-ADR	138,707.	161,415.
2,700 SHS. BERKSHIRE HATHAWAY - CL B	158,979.	242,190.
850 SHS. WAL-MART STORES	38,238.	57,995.
2,850 SHS. BAXTER INTL INC.	138,003.	189,981.
2,950 SHS. NESTLE SA SPONS ADR	103,058.	192,251.
28,953 SHS BBH INTL EQUITY FD CL N	355,499.	383,916.
1,427 SHS. EBAY INC	17,013.	72,774.
3,000 SHS. BRISTOL MYERS SQUIBB	78,759.	97,770.
2,750 SHS. LYONDELL BASELL INDS-CL A	114,499.	156,998.
3,950 SHS. WELLS FARGO & CO	116,589.	135,011.
2,000 SHS. COMCAST CORP - A	48,380.	74,720.
4,000 SHS. WISDOM TREE EMRG MKTS LOCAL	207,143.	213,840.
2,925 SHS. WASTE MANAGEMENT	93,192.	98,690.
5,150 SHS. DELL INC	129,884.	52,221.
5,750 SHS. LIBERTY MEDIA INTERACTIVE A	91,496.	113,160.
5,800 SHS. PROGRESSIVE CORP OHIO	102,828.	122,380.
31,994 SHS. DOUBLELINE TOT RET BD FD	334,663.	362,497.
6,300 SHS. US BANCORP	141,588.	201,222.
5,530 SHS. COMCAST CORP-CL A	130,347.	199,878.
750 SHS. BECTON DICKINSON CO.	56,966.	58,642.
850 SHS. EOG RESOURCES INC.	75,889.	102,672.
850 SHS. HENRY SCHEIN INC	54,186.	68,357.
1,275 SHS. PEPSICO INC.	70,814.	87,248.
825 SHS. BED BATH & BEYOND	47,103.	46,126.
131,437 SHS. BBH LIMITED DURATION FD	1,302,552.	1,366,941.
208 SHS. GOOGLE, INC - CL A	122,911.	147,135.
1,600 SHS. QUALCOMM INC	95,334.	98,975.
1,100 SHS. CELANESE CORP. SER A	47,582.	48,983.
450 SHS. PRAXAIR INC	46,772.	49,253.
9,987 SHS. JP MORGAN HIGH YLD BD FD	80,500.	81,299.
12,560 SHS. LOOMIS SAYLES BOND FD	183,125.	189,907.
24,978 SHS. PIMCO INCOME FD - INST	285,000.	308,729.
64941 SHS. PIMCO MTGE OPPORTUNITIES	709,800.	715,645.
1,000 SHS. CHARTER COMMUNICATIONS	73,028.	76,240.

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1,500 SHS. DIRECTTV	72,907.	75,240.
3,500 SHS. MICROSOFT CORP	108,884.	93,484.
2,250 SHS. CENTURYLINK INC	86,796.	88,020.
1,750 SHS. QUALCOMM INC	117,860.	108,254.
3,000 SHS. VIRNETX HOLDING CORP	109,864.	87,840.
5,000 SHS. GENERAL ELECTRIC	97,524.	104,950.
4500 SHS. CORNING, INC	59,541.	56,790.
3,500 SHS. WILLIAMS COS INC	112,941.	114,590.
3,000 SHS. KINDER MORGAN INC	96,322.	105,990.
1,750 SHS. PHILLIPS 66 - W/I	60,012.	92,925.
3,000 SHS. US BANCORP	87,358.	95,820.
3,000 SHS. JP MORGAN CHASE & CO.	129,538.	131,907.
750 SHS. SPDR GOLD TRUST	128,593.	121,515.
750 SHS. CANADIAN PAC RY LTD	56,217.	76,215.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,243,218.	9,332,005.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$50,000 STAR GAS PTNRS 8.875%, 12/1/17	52,125.	50,750.
$100,000 HECKMAN CORP, 9.875%, 4/15/18	102,500.	103,250.
$50,000 CROWN CASTLE INTL 7.125% 11/1/19	55,000.	55,250.
$50,000 CITIGROUP INC V/R 12/31/49	51,813.	50,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	261,438.	259,875.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11

NAME OF CONTRIBUTOR	ADDRESS
ROY B. SIMPSON	50 VISTA DRIVE GREENWICH, NY 06830

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12

NAME OF MANAGER

ROY B. SIMPSON
EDITH J. SIMPSON
ROY B. SIMPSON, JR.