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

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

The Large Foundation
171 Main Street
Flemington, NJ 08822-1607

A Employer identification number
22-6049246

B Telephone number (see the instructions)
908-782-5315

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 8,884,335.

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 (att sch)	72,942.			
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	264.	264.	264.	
	4	Dividends and interest from securities	320,386.	320,386.	320,386.	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	147,909.			
	b	Gross sales price for all assets on line 6a 559,402.				
	7	Capital gain net income (from Part IV, line 2)		147,909.		
	8	Net short-term capital gain			147,909.	
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)		3,926.		
	12	**Total.** Add lines 1 through 11	541,501.	472,485.	468,559.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 1	1,340.	670.		670.
	c	Other prof fees (attach sch) See St 2	43,789.	21,894.		20,900.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	4,306.	4,306.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	256.			256.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,691.	26,870.		21,826.
	25	Contributions, gifts, grants paid Part XV	455,250.			455,250.
	26	**Total expenses and disbursements.** Add lines 24 and 25	504,941.	26,870.	0.	477,076.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	36,560.			
	b	**Net investment income** (if negative, enter 0)		445,615.		
	c	**Adjusted net income** (if negative, enter 0)			468,559.	

BAA For Paperwork Reduction Act Notice, see instructions.

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	221,080.	141,362.	141,362.
	2	Savings and temporary cash investments	126,767.	160,220.	160,220.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	10,520.	4,279.	4,279.
	10a	Investments – U.S. and state government obligations (attach schedule)	222,890.	332,447.	412,423.
	b	Investments – corporate stock (attach schedule)	2,243,610.	2,518,575.	6,550,218.
	c	Investments – corporate bonds (attach schedule)	1,495,556.	1,612,507.	1,615,833.
	11	Investments – land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	412,407.		
	14	Land, buildings, and equipment. basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 5)	10,134.	10,134.	
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,742,964.	4,779,524.	8,884,335.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,742,964.	4,779,524.	
	30	**Total net assets or fund balances** (see instructions)	4,742,964.	4,779,524.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,742,964.	4,779,524.	

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	4,742,964.
2	Enter amount from Part I, line 27a	2	36,560.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,779,524.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,779,524.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	147,909.
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	147,909.

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 (column (b) divided by column (c))
2011	464,409.	8,909,376.	0.052126
2010	373,806.	7,756,564.	0.048192
2009	355,873.	7,163,592.	0.049678
2008	463,103.	7,487,447.	0.061851
2007	643,731.	13,329,957.	0.048292

2	**Total** of line 1, column (d)	2	0.260139
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	0.052028
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,930,376.
5	Multiply line 4 by line 3	5	464,630.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,456.
7	Add lines 5 and 6	7	469,086.
8	Enter qualifying distributions from Part XII, line 4	8	477,076.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	4,456.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,456.
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	4,456.
6	Credits/Payments.		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a — 6,900.		
b	Exempt foreign organizations — tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	6,900.
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	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	2,444.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 2,444. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Watts, Tice & Skowronek Telephone no ► 908-782-5315

Located at ► 171 Main Street Flemington NJ ZIP + 4 ► 08822-1607

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 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
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	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?		1 c		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ 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.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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** No: 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 (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
C. Gregory Watts 171 Main Street Flemington, NJ 08822-1607	President 1.00	0.	0.	0.
Cheryl Copeland PO Box 177 Sergeantsville, NJ 08557	Vice Preside 1.00	0.	0.	0.
Richard L. Tice 171 Main Street Flemington, NJ 08822-1607	Secretary 2.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
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 Direct contributions to local charitable organizations.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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	8,584,472.
b	Average of monthly cash balances			1b	481,900.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	9,066,372.
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	9,066,372.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	135,996.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	8,930,376.
6	**Minimum investment return.** Enter 5% of line 5			6	446,519.

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	446,519.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,456.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	442,063.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	442,063.
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	442,063.

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	477,076.
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	477,076.
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	4,456.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	472,620.

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					442,063.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012.					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011	24,839.				
f **Total** of lines 3a through e		24,839.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 477,076.					
a Applied to 2011, but not more than line 2a				0.	
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					442,063.
e Remaining amount distributed out of corpus		35,013.			
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		59,852.			
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 instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		59,852.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	24,839.				
e Excess from 2012	35,013.				

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).)

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Schedule			Funds to be used for their stated purpose	455,250.
Total			► **3a**	455,250.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					264.
4 Dividends and interest from securities					320,386.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					147,909.
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)					468,559.

13 Total. Add line 12, columns (b), (d), and (e) 13 468,559.

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

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

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

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

Richard L Travis | 5/7/13 | Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Arthur W. Soriano, Jr.	$ 1,340.	$ 670.		$ 670.
Total	$ 1,340.	$ 670.	$ 0.	$ 670.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory Fees	$ 1,989.	$ 994.		
Watts, Tice & Skowronek	41,800.	20,900.		$ 20,900.
Total	$ 43,789.	$ 21,894.	$ 0.	$ 20,900.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax pd	$ 27.	$ 27.		
Investment Income Tax	4,279.	4,279.		
Total	$ 4,306.	$ 4,306.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Annual Report	$ 25.			$ 25.
Bank Fees	30.			30.
Postage	102.			102.
Subscriptions	99.			99.
Total	$ 256.	$ 0.	$ 0.	$ 256.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Interest in 7th Paragraph Trust		$ 10,134.	
	Total	$ 10,134.	$ 0.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	100 Best Buy	Purchased	7/14/2011	1/11/2012
2	50 Sandisk Corp	Purchased	7/14/2011	6/06/2012
3	Long Term Morgan Stanley-06289-See Attached	Purchased	Various	12/31/2012
4	Long Term Morgan Stanley-06285-See Attached	Purchased	Various	12/31/2012
5	50 Baker Hughes	Purchased	10/07/2011	7/20/2012
6	Long Term Morgan Stanley 894719-See Attached	Purchased	Various	12/31/2012
7	Short Term Morgan Stanley 894718-See Attached	Purchased	Various	12/31/2012
8	Long Term Morgan Stanley 894718-See Attached	Purchased	Various	12/31/2012
8	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2,478.		2,982.	-504.				$ -504.
2	1,697.		2,066.	-369.				-369.
3	62,507.		115,604.	-53,097.				-53,097.
4	117,327.		101,639.	15,688.				15,688.
5	2,275.		2,441.	-166.				-166.
6	218,412.		48,080.	170,332.				170,332.
7	14,706.		0.	14,706.				14,706.
8	140,000.		138,681.	1,319.				1,319.
							Total	$ 147,909.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: The Large Foundation
Name: C. Gregory Watts
Care Of: Watts, Tice & Skowronek
Street Address: 171 Main Street
City, State, Zip Code: Flemington, NJ 08822-1607
Telephone:
E-Mail Address:
Form and Content: Letter
Submission Deadlines: August of each year.

Statement 7 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards:	Must be non-profit 501(c)3 - Hunterdon County organizations given preference.

The Large Foundation **22-6049246**

Net Investment Income / Adj. Net Income
Other investment income

UBS - NON DIV DIST	$	32.
UBS - Limited Partnership Dividends		3,743.
UBS - Limited Partnership Expenses		-112.
MS - CAP GAIN DIST		263.
Total	$	3,926.

GRANTS

Approved at Annual Meeting of Trustees of The Large Foundation on October 22, 2012

American Red Cross, Hunterdon County Chapter	3,500.00
Anderson House	13,500.00
ARC of Hunterdon County	3,500.00
Amwell Valley/Ringoes Rescue Squad	2,000.00
Boy Scouts of America, Central New Jersey Council	7,000.00
Briteside Adult Day Center, Inc.	10,000.00
Catholic Charities, Diocese of Metuchen	5,000.00
Center for Educational Advancement	20,000.00
Delaware Mill Society	2,500.00
East Whitehouse Fire Dept. No. 1, Inc.	2,000.00
Fishermans Mark	2,000.00
Flemington Area Food Pantry	11,000.00
Flemington-Raritan First Aid & Rescue Squad	5,300.00
Friends of Fleming Castle	3,000.00
Friendship Center for New Beginnings	3,000.00
Good News Home for Women	1,500.00
Grow-A-Row	1,500.00
HAR, Inc.	6,000.00
Holcombe-Jimison Farmstead, Inc.	3,000.00
Home Sharing	3,500.00
Hunterdon Conservation, Education and Recreation Council, Inc.	10,000.00*
Hunterdon County Cultural and Heritage Commission	5,000.00
Hunterdon County Historical Society	5,500.00
Hunterdon County Medication Access Partnership	1,000.00
Hunterdon County YMCA	27,000.00
Hunterdon County Drug Awareness Program, Inc.	15,000.00
Hunterdon Helpline, Inc.	2,700.00
Hunterdon Hospice	54,000.00
Hunterdon Land Trust Alliance	2,700.00
Hunterdon Medical Center Foundation, Inc.	54,000.00
Hunterdon Museum of Art	2,700.00
Hunterdon Prevention Resources (NCADD), Hunterdon County	5,500.00
Interfaith Hospitality Network of Hunterdon County	5,000.00
Jenny M. Haver Scholarship Fund	2,000.00
Kingwood Township Volunteer Fire Company No. 1	2,000.00
Kingwood Township First Aid & Rescue Squad	2,000.00
Lambertville-New Hope Ambulance & Rescue Squad	2,000.00
Legal Services of Northwest Jersey f/n/a/Hunterdon County Legal Service Corporation	2,500.00
Locktown Stone Church	1,000.00

Meals on Wheels in Hunterdon, Inc.	20,000.00
Mediatech	3,400.00
Milford Borough Historical Society	1,000.00
Peaceful Mountain Horse Rescue	500.00
Planned Parenthood of Greater Northern NJ, Inc.	11,500.00
Quakertown Volunteer Emergency Medical Service, Inc.	2,000.00
Raritan Headwaters Association	2,700.00
Raritan River Concerts	1,000.00
Raritan Township Fire Company	2,000.00
Readington Township Volunteer Fire Company	2,000.00
Red Mill Museum f/n/a Hunterdon Historical Museum (Clinton)	2,700.00
Rolling Hills Girl Scout Council	7,000.00
Safe In Hunterdon f/n/a Women's Crisis Services	15,000.00
Salvation Army	7,000.00
Sergeantsville Volunteer Fire Company	2,000.00
The Youth Center	5,000.00
Three Bridges Firehouse	2,000.00
Visiting Health and Supportive Services	54,000.00
Whitehouse First Aid & Rescue Squad	2,000.00
Women's Association of Flemington Presbyterian Church	350.00
Volunteer Guardianship One-On-One, Inc.	1,700.00

* $3,500.00 one time for capital repairs/equipment acquisition

Details of Earnings 2012 - *continued*

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001900	35906A108000 FRONTIER COMMUNICATIONS CORP A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	$ 32 36					
Totals		**$ 32 36**					

Details of Additional Summary Information 2012

Royalties *The following details show how we derived your total royalties.*

Reference number	Description	Amount	Federal Income tax withheld	NRA tax withheld	Foreign tax withheld
185000100	HUGOTON ROYALTY TRUST BEEN RECLASSIFIED A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	$ 156.22			
Totals		**$ 156 22**			

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	100	BEST BUY INC	07/14/11	01/11/12	$ 2,478.17	$ 2,982 00	($ 503 83)	
125000080	50	SANDISK CORP CGMI AND/OR ITS AFFILIATES	07/14/11	06/06/12	1,696.75	2,065.50	(368.75)	
Total					**$ 4,174 92**	**$ 5,047 50**	**($ 872 58)**	

2012 Year End Summary

THE LARGE FOUNDATION

Account Number 14H-06289-14 4VN

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	171 4286	BANK OF AMERICA CORP	06/12/07	01/11/12	$ 1,154 03	$ 17,587 64	($ 16,433 61)	
	325		07/20/07		2,187 86	15,729 51	(13,541.65)	
	64 2857		07/20/07		432 76	6,032 16	(5,599 40)	
	100		08/03/07		673 19	4,713 73	(4,040 54)	
	64.2857		12/13/07		432 76	4,269 26	(3,836 50)	
125000020	125	BEST BUY INC	05/22/07	01/11/12	3,097 72	5,952 50	(2,854 78)	
	100		07/20/07		2,478 17	4,656 00	(2,177 83)	
125000030	168	DUKE ENERGY CORP NEW	08/22/91	07/02/12	11 50	4 51		6 99 c
	168	REVSPLT 07/02/12 26441C105000	12/21/06		11.50	9 77		1 73 c
125000040	350	JPMORGAN CHASE & CO	08/03/07	06/13/12	11,972 83	15,273 48	(3,300 65)	
	100		10/15/07		3,420 81	4,595 75	(1,174 94)	
125000050	50	OIL STATES INTERNATIONAL INC	11/27/07	01/11/12	3,875 92	1,645 95		2 229 97
125000060	700	PATTERSON UTI ENERGY INC CGMI AND/OR ITS AFFILIATES	10/30/07	06/07/12	10,400 61	13,481 93	(3,081 32)	
125000070	325	PRO LOGIS INC	12/15/09	06/06/12	10,120 62	8,277 10		1,843 52
	175		07/19/10		5,449 57	4,131.31		1,318 26
125000080	200	SANDISK CORP CGMI AND/OR ITS AFFILIATES	04/14/11	06/06/12	6,786 99	9,243 18	(2,456 19)	
Total					**$ 62,506 84**	**$ 115,603 78**	**($ 58,497 41)**	**$ 5,400 47**

c *Based on information supplied by Client or other financial institution, not verified by us*

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	02/21/12	CONSULTING & ADVISORY SERVICES FROM 02/16/12 TO 03/31/12	$ 983 60

Reference number	Date	Description	Amount
210000200	05/22/12	CREDIT CASH BALANCE ACCT-TRANSFRD-05 22 12 UBS FINANCIAL SERVICES INC	$ 134,623.50

2012 Year End Summary

THE LARGE FOUNDATION

Account Number 14H-06285-18 4VN

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	50,000	ANHEUSER-BUSCH INBEV NV DTD 01/27/2011 DUE 02/15/2021 RATE 4 375 YTM 2 577	04/07/11	05/23/12	$ 56,966 50	$ 50,380 50 **$ 50,338 00**	$ 6,586 00 **$ 6,628 50**	$ 0.00 $ 6,628 50
125000020	7,428	CIT GROUP FUNDING COMPANY DTD 12/10/2009 DUE 05/01/2015 RATE 7 000	05/15/07	01/23/12	7,428 00	6,521 94 **6,521 94**	906 06 **906 06**	906 06 0 00
125000030	12,380	CIT GROUP FUNDING COMPANY DTD 12/10/2009 DUE 05/01/2016 RATE 7.000	05/15/07	03/09/12	6,584 81	5,074 71 **5,074 71**	1,510 10 **1,510 10**	803 21 706 89
125000040	17,332	CIT GROUP FUNDING COMPANY DTD 12/10/2009 DUE 05/01/2017 RATE 7 000	05/15/07	03/09/12	17,332 00	15,217 86 **15,217 86**	2,114 14 **2,114 14**	2,114 14 0 00
125000050	21,000	HOME DEPOT INC GLOBAL SR NTS BOOK/ENTRY DD 3/24/2006	04/29/09	02/08/12	24,373 23	20,533 50 **20,533 50**	3,839 73 **3,839 73**	170 52 3,669 21
	4,000	DUE 03/01/2016 RATE 5 400 YTM 1 309	04/29/09		4,642 52	3,952 88 **3,952 88**	689 64 **689 64**	0 00 689 64
Total					**$ 117,327 06**	$ 101,681 39 **$ 101,638 89**	$ 15,645 67 **$ 15,688.17**	$ 3,993 93 $ 11,694 24

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LARGE FOUNDATION
C GREGORY WATTS
171 MAIN STREET
FLEMINGTON NJ 08822-1607

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number 22-6049246
Account Number· 901 894718 030

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CWHL 2007-4 1A3 6500 *37MYRG		CUSIP: 12544RAC2	Symbol (Box 1d):						
	809 380		07/25/12	$809 38	$0.00	$0 00	$0 00	$0 00	PP
	484 040		08/25/12	$484.04	$0 00	$0 00	$0 00	$0 00	PP
	561 830		09/25/12	$561 83	$0.00	$0.00	$0 00	$0 00	PP
	800 170		10/25/12	$800 17	$0 00	$0 00	$0 00	$0 00	PP
	873.160		11/25/12	$873 16	$0 00	$0 00	$0 00	$0 00	PP
	451.800		12/25/12	$451.80	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	**3,980.380**			**$3,980.38**	**$0.00**	**$0.00**	**$0 00**	**$0.00**	
FNR 2005-68 UC 5000 35JNRG		CUSIP: 31394E4A3	Symbol (Box 1d):						
	2,195 080		07/25/12	$2,195 08	$0 00	$0 00	$0 00	$0 00	PP
	1,327.590		08/25/12	$1,327 59	$0 00	$0 00	$0 00	$0 00	PP
	453 300		09/25/12	$453 30	$0 00	$0 00	$0 00	$0 00	PP
	451 480		10/25/12	$451 48	$0 00	$0 00	$0 00	$0 00	PP
	449 470		11/25/12	$449 47	$0.00	$0 00	$0 00	$0 00	PP
	447.270		12/25/12	$447.27	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	**5,324.190**			**$5,324.19**	**$0.00**	**$0 00**	**$0.00**	**$0.00**	
GNMA POOL 709670 5000 39MH15		CUSIP: 36297EMT9	Symbol (Box 1d):						
	30 930		07/15/12	$30 93	$0 00	$0 00	$0 00	$0 00	PP
	31 070		08/15/12	$31 07	$0 00	$0 00	$0 00	$0 00	PP
	31 210		09/15/12	$31 21	$0 00	$0 00	$0 00	$0 00	PP
	31 350		10/15/12	$31 35	$0 00	$0 00	$0 00	$0 00	PP
	31 500		11/15/12	$31 50	$0 00	$0 00	$0 00	$0 00	PP
	31.640		12/15/12	$31.64	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	**187.700**			**$187.70**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	

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Corporate Tax Statement
Tax Year 2012

THE LARGE FOUNDATION
C GREGORY WATTS
171 MAIN STREET
FLEMINGTON NJ 08822-1607

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 22-6049246
Account Number: 901 894718 030

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
JPMMT 07-S1 2A10 6000 *37MHRG	CUSIP: 46630RAP6		Symbol (Box 1d):						
	1,072 530		07/25/12	$1,072 53	$0 00	$0 00	$0 00	$0 00	PP
	397 680		08/25/12	$397 68	$0 00	$0 00	$0 00	$0 00	PP
	951.040		09/25/12	$951.04	$0.00	$0 00	$0 00	$0 00	PP
	1,446 310		10/25/12	$1,446 31	$0 00	$0 00	$0 00	$0 00	PP
	750 710		11/25/12	$750.71	$0.00	$0 00	$0 00	$0 00	PP
	595.700		12/25/12	$595.70	$0.00	$0.00	$0.00	$0.00	PP
Security Subtotal	5,213.970			$5,213.97	$0.00	$0.00	$0.00	$0.00	
Total Short Term Noncovered Securities				**$14,706.24**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GEN ELEC CAP CORP 5250 *16JA15	CUSIP: 36966RBJ4		Symbol (Box 1d):						
	70,000 000	05/15/07	12/17/12	$70,000 00	$69,025.00	$0.00	$975.00	$0 00	
GOLDMAN SACHS GRO 5000 *26JN23	CUSIP: 38143UVQ1		Symbol (Box 1d):						
	70,000 000	06/15/11	09/24/12	$70,000 00	$69,656 00	$0 00	$344 00	$0 00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LARGE FOUNDATION
C GREGORY WATTS
171 MAIN STREET
FLEMINGTON NJ 08822-1607

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 22-6049246
Account Number: 901 894718 030

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
Total Long Term Noncovered Securities				**$140,000.00**	**$138,681.00**	**$0.00**	**$1,319.00**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$154,706.24**	**$138,681.00**	**$0.00**	**$1,319.00**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$154,706.24**			
Total Cost or Other Basis (Box 3)		**$0.00**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting *from a wash sale will not be reported to the IRS.*

PP This represents a return of your investment. Please compare your cost basis for this principal payment with the amount of the payment You may have a capital loss if your cost basis exceeds the principal received or ordinary income if your cost basis is less than the principal payment Principal payments are reported on Form 8949, Sales and Other Dispositions of Capital Assets, of the tax return Please consult your tax advisor.

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE LARGE FOUNDATION
C. GREGORY WATTS
171 MAIN STREET
FLEMINGTON NJ 08822-1607

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 22-6049246
Account Number: 901 894719 030

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SUBN PROPANE PTNRS LP	CUSIP: 864482104		Symbol (Box 1d): SPH					
	0 005	01/04/10	09/14/12	$0 20	$0 28	$0 00	($0 08)	$0.00
VERIZON COMMUNICATIONS	CUSIP: 92343V104		Symbol (Box 1d): VZ					
	1,000 000	08/22/91	07/17/12	$45,174 18	$12,894 07	$0 00	$32,280.11	$0 00
Total Long Term Noncovered Securities				**$218,412.28**	**$48,080.14**	**$0.00**	**$170,332.14**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$220,686.80**	**$50,520.64**	**$0.00**	**$170,166.16**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$220,686.80**			
Total Cost or Other Basis (Box 3)		**$0.00**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS