efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491130011543

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
The Elizabeth B and Arthur E Roswell Foundation Inc

A Employer identification number
52-1490498

Number and street (or P O box number if mail is not delivered to street address)
c/o AFS 10 E Baltimore St

Room/suite

B Telephone number (see instructions)
(410) 347-7201

City or town, state, and ZIP code
Baltimore, MD 21202

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,835,262

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	114	114		
	4	Dividends and interest from securities	287,668	287,668		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	389,527			
	b	Gross sales price for all assets on line 6a 1,282,879				
	7	Capital gain net income (from Part IV, line 2)		389,527		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	677,309	677,309		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	17,558			17,558
	15	Pension plans, employee benefits	2,271			2,271
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	24,800	2,480		22,320
	c	Other professional fees (attach schedule)	60,862	60,862		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	9,354	9,354		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	3,004			3,004
	21	Travel, conferences, and meetings	16			16
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,452			1,452
	24	**Total operating and administrative expenses.** Add lines 13 through 23	119,317	72,696		46,621
	25	Contributions, gifts, grants paid	785,225			785,225
	26	**Total expenses and disbursements.** Add lines 24 and 25	904,542	72,696		831,846
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-227,233			
	b	**Net investment income** (if negative, enter -0-)		604,613		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	9,979	9,979	9,979
2	Savings and temporary cash investments	634,994	411,001	411,001
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	6,628,325	6,444,414	9,370,383
c	Investments—corporate bonds (attach schedule)	1,664,295	1,726,838	1,773,862
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	150,000	130,000	138,833
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	39	131,204	131,204
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,087,632	8,853,436	11,835,262
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	6,963		
23	**Total liabilities** (add lines 17 through 22)	6,963	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, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	9,080,669	8,853,436	
30	**Total net assets or fund balances** (see page 17 of the instructions)	9,080,669	8,853,436	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,087,632	8,853,436	

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	9,080,669
2	Enter amount from Part I, line 27a	2	-227,233
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,853,436
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	8,853,436

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	389,527
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	639,150	11,564,236	0 05527
2010	490,638	8,974,251	0 05467
2009	441,438	7,404,915	0 05961
2008	543,359	8,905,535	0 06101
2007	585,707	11,296,980	0 05185

2	**Total** of line 1, column (d).	2	0 28242
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 05648
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	11,513,431
5	Multiply line 4 by line 3.	5	650,313
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,046
7	Add lines 5 and 6.	7	656,359
8	Enter qualifying distributions from Part XII, line 4.	8	831,846

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	6,046
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	6,046
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,046
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,349		
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	17,349
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	11,303
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 11,303	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶Sandra L Glock CPA Telephone no ▶(410) 347-7201

Located at ▶10 E Baltimore St Ste 1101 Baltimore MD ZIP +4 ▶212021620

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

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Attached Schedule See Attached Schedule Baltimore, MD 212021620	Various 0 00	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 ▶

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
First Manhattan 437 Madison Avenue New York, NY 100227002	Account Management	60,862

Total number of others receiving over $50,000 for professional services. . . . . ▶

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	11,090,868
b	Average of monthly cash balances	1b	597,894
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,688,762
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	
3	Subtract line 2 from line 1d	3	11,688,762
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	175,331
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,513,431
6	**Minimum investment return.** Enter 5% of line 5	6	575,672

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	575,672
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,046		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,046
3	Distributable amount before adjustments Subtract line 2c from line 1	3	569,626
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	569,626
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	569,626

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	831,846
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	831,846
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	6,046
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	825,800

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				569,626
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 27,888				
b From 2008. 102,752				
c From 2009. 75,122				
d From 2010. 52,546				
e From 2011. 114,240				
f **Total** of lines 3a through e.	372,548			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 831,846				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				569,626
e Remaining amount distributed out of corpus	262,220			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	634,768			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	27,888			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	606,880			
10 Analysis of line 9				
a Excess from 2008. . . . 102,752				
b Excess from 2009. . . . 75,122				
c Excess from 2010. . . . 52,546				
d Excess from 2011. . . . 114,240				
e Excess from 2012. . . . 262,220				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Attached Schedule

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

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

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

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

Dr Arthur E Roswell
BPG 10 East Baltimore St Ste 1111
Baltimore, MD 212021620
(410) 347-7201

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

Letter

c Any submission deadlines

None

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

This organization does not make gifts or grants to individuals

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 Schedule Attached See Schedule Attached Various, MD 21202	N/A	501(c)	Unrestricted gift	785,225
Total . . . . ▶ **3a**				785,225
b *Approved for future payment*				
See Schedule Attached See Schedule Attached Various, MD 21202	N/A	501(c)	Unrestricted gift	671,000
Total . . . . ▶ **3b**				671,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	114	
4 Dividends and interest from securities. . . .			14	287,668	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	389,527	
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). .				677,309	

13 Total. Add line 12, columns (b), (d), and (e). 13 677,309

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-10 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Sandra L Glock	Sandra L Glock			P00251373

Firm's name ▶ ATAPCO FINANCIAL SERVICES INC

Firm's EIN ▶

Firm's address ▶ 10 E BALTIMORE STREET STE 1101 BALTIMORE, MD 212021620

Phone no (410) 347-7114

TY 2012 Accounting Fees Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees-Atapco Financial Svcs	24,800	2,480	0	22,320

TY 2012 Contractor Compensation Explanation

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
First Manhattan	

TY 2012 Investments Corporate Bonds Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
First Manhattan Corporate Notes	1,726,838	1,773,862

TY 2012 Investments Corporate Stock Schedule

Name: The Elızabeth B and Arthur E Roswell Foundatıon Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stock	6,444,414	9,370,383

TY 2012 Investments - Other Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SOI Bonds	AT COST	130,000	138,833

TY 2012 Other Assets Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Sales proceeds receivable		130,923	130,923
Div & Income Receivable	39	281	281

TY 2012 Other Expenses Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone	31			31
Supplies	29			29
Miscellaneous	212			212
Equipment Maintenance	1,180			1,180

TY 2012 Other Professional Fees Schedule

Name: The Elızabeth B and Arthur E Roswell Foundatıon Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fees- Fırst Manhattan	60,862	60,862	0	0

TY 2012 Taxes Schedule

Name: The Elizabeth B and Arthur E Roswell Foundation Inc

EIN: 52-1490498

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	9,354	9,354		

THE ELIZABETH B. AND ARTHUR E. ROSWELL FOUNDATION, INC.
PERSONAL PROPERTY RETURN AS OF JANUARY 1, 2013
Department ID Number: D02254050
FEIN: 52-1490498

Names and Addresses of Officers

Position	Name	Address
Chairman of the Board	Elizabeth B Roswell	Bridgewater, NJ
President	Arthur E. Roswell	Bridgewater, NJ
Vice President	Robert A Roswell	Baltimore, MD
Vice President	Marjorie B. Roswell	Baltimore, MD
Vice President	Judith R. Weinstein	Philadelphia, PA
Vice President	Barbara S. Roswell	Baltimore, MD
Vice President	Kenneth B. Weinstein	Philadelphia, PA
Secretary	Jill R Robinson	Baltimore, MD
Assistant Secretary	Anne A Patterson	Baltimore, MD
Treasurer	Anne A. Patterson	Baltimore, MD
Assistant Treasurer	Sandra Glock	Baltimore, MD

Names of Directors

Name

Elizabeth B Roswell
Arthur E. Roswell
Robert A. Roswell
Marjorie B. Roswell
Judith R. Weinstein
Barbara S. Roswell
Kenneth B Weinstein

THE ELIZABETH B. AND ARTHUR E ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2012
52-1490498

Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
1000 Friends of Maryland	Baltimore, MD	$5,000
American Society for the Protection of Nature in Israel	Great Neck, NY	15,000
Baltimore Green Space	Baltimore, MD	7,500
Blue Water Baltimore	Baltimore, MD	10,000
The Book Thing	Baltimore, MD	2,000
Brain & Behavior Research Foundation	Great Neck, NY	5,000
CeaseFire Pennsylvania Education Fund	Philadelphia, PA	5,000
Chesapeake Climate Action Network	Takoma Park, MD	5,000
Electronic Frontier Foundation	San Francisco, CA	12,500
Environmental Defense Incorporated	New York, NY	15,000
Face to Face, Inc.	Philadelphia, PA	5,000
Food Bank Network of Somerset County, Inc.	Bound Brook, NJ	7,000
The Franklin Institute	Philadelphia, PA	5,000
Global Greengrants Fund	Boulder, CO	10,000
Habitat for Humanity Philadelphia	Philadelphia, PA	10,000
Habitat for Humanity Philadelphia	Philadelphia, PA	25,000
Hebrew Union College – Jewish Institute of Religion	New York, NY	500
HomeSharing of Somerset County	Bridgewater, NJ	5,000
Inn Dwelling	Philadelphia, PA	5,000
Interfaith Hospitality Network of Somerset County	Somerville, NJ	6,000
Irvine Natural Science Center	Owings Mills, MD	5,000
KIPP Baltimore, Inc.	Baltimore, MD	40,000
League of Conservation Voters Education Fund	Washington, DC	5,000
The Loading Dock	Baltimore, MD	3,000
Maryland Food Bank, Inc.	Baltimore, MD	7,000
MAZON, Inc.	Los Angeles, CA	9,000
Mount Sinai School of Medicine	New York, NY	250,000
NARAL Pro-Choice America Foundation	Washington, DC	10,000
NARAL Pro Choice Maryland Fund, Inc.	Silver Spring, MD	5,000
The Nature Conservancy	Arlington, VA	13,000
New Directions for Women	Philadelphia, PA	10,000
New Israel Fund	Washington, DC	10,000
Northwest Philadelphia Interfaith Hospitality Network, Inc.	Philadelphia, PA	5,000
Parks & People Foundation for Baltimore Recreation & Parks	Baltimore, MD	12,500
Philabundance	Philadelphia, PA	7,000
Please Touch Museum	Philadelphia, PA	5,000
Public Citizens for Children and Youth	Philadelphia, PA	10,000
Resource Center of Somerset, NJ	Hillsborough, NJ	8,500
Resources for Human Development, Inc.	Philadelphia, PA	20,000
The Sentencing Project	Washington, DC	10,000
St. Catherine Laboure Medical Center	Philadelphia, PA	5,000
Temple University	Philadelphia, PA	15,000
University of Baltimore Foundation	Baltimore, MD	5,000

THE ELIZABETH B AND ARTHUR E ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2012
52-1490498

Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
V-LINC	Baltimore, MD	$13,000
Women's Health and Counseling Center	Somerville, NJ	5,000
WXPN Radio	Philadelphia, PA	12,500
Your Public Radio Corporation	Baltimore, MD	5,000
Zoological Society of Philadelphia	Philadelphia, PA	5,000
TOTAL		**$671,000**

All grants or contributions are made to qualified 501(c)(3) organizations.

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.

THE ELI...BETH B. AND ARTHUR E. ROSWELL FOU...DATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2012
52-1490498

Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
1000 Friends of Maryland	Baltimore, MD	$5,000
American Red Cross, Greater Somerset County Chapter	Somerville, NJ	5,000
American Society for the Protection of Nature in Israel	Great Neck, NY	15,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	10,000
Baltimore Community Foundation	Baltimore, MD	5,125
Baltimore Green Space	Baltimore, MD	7,500
Barefoot Artists	Philadelphia, PA	1,500
Big Brothers & Big Sisters of Central Maryland, Inc.	Baltimore, MD	5,000
Bike Maryland	Baltimore, MD	5,000
Blue Water Baltimore	Baltimore, MD	10,000
The Book Thing	Baltimore, MD	2,000
Brain & Behavior Research Foundation	Great Neck, NY	5,000
The Business Center at New Covenant Campus	Philadelphia, PA	1,000
CeaseFire Pennsylvania Education Fund	Philadelphia, PA	5,000
Chesapeake Climate Action Network	Takoma Park, MD	5,000
Commonwealth Youth Choirs	Philadelphia, PA	2,000
Cradles to Crayons	Conshohocken, PA	1,000
Electronic Frontier Foundation	San Francisco, CA	12,500
Environmental Defense Incorporated	New York, NY	15,000
Environmental Grantmakers Association	New York, NY	1,600
Face to Face, Inc.	Philadelphia, PA	5,000
Foundation of the Oscar and Ella Wilf Campus for Senior Living	Somerset, NJ	2,000
Food Bank Network of Somerset County, Inc.	Bound Brook, NJ	7,000
Food Studies Institute	Trumansburg, NY	10,000
The Franklin Institute	Philadelphia, PA	5,000
Friends of the Wissahickon	Philadelphia, PA	1,000
Fusion Partnerships, Inc.	Baltimore, MD	7,500
Genesis at the Crossroads	Chicago, IL	5,000
Global Greengrants Fund	Boulder, CO	10,000
Habitat for Humanity Philadelphia	Philadelphia, PA	10,000
Hebrew Union College - Jewish Institute of Religion	New York, NY	500
Hillel - The Foundation for Jewish Campus Life	Washington, DC	14,000
HomeSharing of Somerset County	Bridgewater, NJ	5,000
Inn Dwelling	Philadelphia, PA	5,000
Irvine Natural Science Center	Owings Mills, MD	5,000
Jewish Federation of Somerset County	Bridgewater, NJ	15,000
The Johns Hopkins University	Baltimore, MD	15,000
KIPP Baltimore, Inc.	Baltimore, MD	10,000
League of Conservation Voters Education Fund	Washington, DC	5,000
The Loading Dock	Baltimore, MD	3,000
Lyme Disease Association, Inc	Jackson, NJ	2,000
Maryland Food Bank, Inc.	Baltimore, MD	7,000
MAZON, Inc.	Los Angeles, CA	9,000
Mount Airy Community Services Corporation	Philadelphia, PA	1,500

Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
Mount Sinai School of Medicine of New York University	New York, NY	$250,000
NARAL Pro-Choice America Foundation	Washington, DC	10,000
NARAL Pro Choice Maryland Fund, Inc.	Silver Spring, MD	11,000
The Nature Conservancy	Arlington, VA	13,000
Neighborhood Interfaith Movement, Inc.	Philadelphia, PA	6,000
New Directions for Women	Philadelphia, PA	10,000
New Israel Fund	Washington, DC	10,000
New York Public Radio	New York, NY	1,250
Northwest Philadelphia Interfaith Hospitality Network, Inc.	Philadelphia, PA	5,000
Nutritional Research Foundation	Flemington, NJ	6,000
The Park School	Brooklandville, MD	2,500
Parks & People Foundation for Baltimore Recreation & Parks	Baltimore, MD	12,500
People for The American Way Foundation	Washington, DC	8,000
Philabundance	Philadelphia, PA	7,000
Philadelphia Mural Arts Advocates	Philadelphia, PA	5,000
Physicians Committee for Responsible Medicine	Washington, DC	5,000
Please Touch Museum	Philadelphia, PA	5,000
Public Citizens for Children and Youth	Philadephia, PA	10,000
Public Media NJ, Inc.	Englewood, NJ	1,000
Resource Center of Somerset, NJ	Hillsborough, NJ	8,500
Resources for Human Development, Inc.	Philadelphia, PA	20,000
The Sentencing Project	Washington, DC	10,000
SHARE Food Program, Inc.	Philadelphia, PA	5,000
Somerset Home for Temporarily Displaced Children	Bridgewater, NJ	1,000
St. Catherine Laboure Medical Center	Philadelphia, PA	5,000
Temple University	Philadelphia, PA	15,000
Trolley Car Helping Hands	Philadelphia, PA	13,000
University of Baltimore Educational Foundation	Baltimore, MD	5,000
V-LINC	Baltimore, MD	13,000
Volunteers of America - Delaware Valley	Collingswood, NJ	1,000
WHYY	Philadelphia, PA	2,000
Women's Health and Counseling Center	Somerville, NJ	5,000
WWFM 89.1	Trenton, NJ	2,250
WXPN Radio	Philadelphia, PA	12,500
Your Public Radio Corporation	Baltimore, MD	5,000
Zoological Society of Philadelphia	Philadelphia, PA	5,000
TOTAL		**$785,225**

All grants or contributions are made to qualified 501(c)(3) organizations

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
Discovery Comm Ser C	P	2008-09-24	2012-12-27
Union Pac-Return of Principal	P	2000-01-01	2012-06-29
BNSF RY-Return of Principal	P	2011-01-01	2012-01-17
20 State of Israel Bond	P	2009-01-29	2012-02-01
1481 Liberty Global	P	2008-01-29	2012-03-08
1919 Liberty Global	P	2008-01-29	2012-05-11
1281 Liberty Global	P	2004-09-22	2012-05-11
3000 Johnson & Johnson	P	2006-02-10	2012-02-15
1800 Johnson & Johnson	P	2006-02-10	2012-05-11
400 Gilead Sciences	P	2010-05-20	2012-10-01
1800 Gilead Sciences	P	2010-05-20	2012-02-08
4000 Comcast Corporation	P	2005-03-24	2012-11-15
6300 Comcast Corporation	P	2004-03-03	2012-10-17
Pentair Cash in lieu	P	2012-10-04	2012-10-04
30 TD Ameritrade-BP Option Call	P	2012-04-09	2012-07-21
30 TD Ameritrade-BP Option Call	P	2012-03-22	2012-04-21
30 TD Ameritrade-BP Option Call	P	2012-04-09	2012-04-21
1750 ADT Corp Com	P	2012-10-04	2012-10-23

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
130,923		63,454	67,469
451		451	
6,566		6,566	
20,000		20,000	
73,631		55,789	17,842
94,346		72,289	22,057
62,280		22,142	40,138
192,463		171,782	20,681
115,799		103,069	12,730
26,679		14,794	11,885
96,594		66,571	30,023
144,115		129,548	14,567
232,390		95,529	136,861
35			35
4,467		1,113	3,354
7,197		2,372	4,825
7,737		5,043	2,694
67,206		62,840	4,366

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			67,469
			17,842
			22,057
			40,138
			20,681
			12,730
			11,885
			30,023
			14,567
			136,861
			35
			3,354
			4,825
			2,694
			4,366