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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation FROG CROSSING FOUNDATION INC		A Employer identification number 57-1142242			
Number and street (or P O box number if mail is not delivered to street address) C/O STEPHANIE FEIN ONE THE CROSSING		B Telephone number (see instructions) (973) 610-7750			
City or town, state, and ZIP code NORTH CALDWELL, NJ 07006		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,209,965		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.		131,853	131,853		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		35,720			
b Gross sales price for all assets on line 6a 423,933					
7 Capital gain net income (from Part IV, line 2) . . .			35,720		
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)		20,330	20,330		
12 Total. Add lines 1 through 11		187,903	187,903		
Revenue					
13 Compensation of officers, directors, trustees, etc		0	0		0
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		2,900	0		0
c Other professional fees (attach schedule)					
17 Interest		301	301		0
18 Taxes (attach schedule) (see instructions)		4,565	1,565		0
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		45,882	45,348		0
24 Total operating and administrative expenses.					
Add lines 13 through 23		53,648	47,214		0
25 Contributions, gifts, grants paid.		199,157			199,157
26 Total expenses and disbursements. Add lines 24 and 25		252,805	47,214		199,157
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-64,902			
b Net investment income (if negative, enter -0-)			140,689		
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	234,544	56,669	56,669	
	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)	2,266,408	2,983,856	3,281,987	
	c Investments—corporate bonds (attach schedule)	430,127	837,900	871,309	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	956,884	0	0		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,887,963	3,878,425	4,209,965		
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 ►	0	61,959	61,959	
	23 Total liabilities (add lines 17 through 22)	0	61,959	61,959	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	3,887,963	3,816,466	3,816,466		
30 Total net assets or fund balances (see page 17 of the instructions)	3,887,963	3,816,466	3,816,466		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,887,963	3,878,425	3,878,425		

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	3,887,963
2	Enter amount from Part I, line 27a	2	-64,902
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	3,823,061
5	Decreases not included in line 2 (itemize) ►	5	6,595
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,816,466

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.)
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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) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2 35,720
		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	185,507	4,050,365	0.045800
2010	158,410	3,801,999	0.041665
2009	165,196	3,246,896	0.050878
2008	28,055	3,597,136	0.007799
2007	197,842	4,185,764	0.047265

2 Total of line 1, column (d).	2 0.193407
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 0.038681
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4 4,102,359
5 Multiply line 4 by line 3.	5 158,683
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 1,407
7 Add lines 5 and 6.	7 160,090
8 Enter qualifying distributions from Part XII, line 4.	8 199,157

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 <input type="checkbox"/> and enter "N/A" on line 1	}	1,407
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
d	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,407
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	1,407
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,238
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4,738
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3,329
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		No
1b		No
1c		No
2		No
3		No
4a		No
4b		
5		No
6	Yes	
7	Yes	
8a		
8b	Yes	
9		No
10		No

1 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?

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)?

*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?

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.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

► NJ

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► STEPHANIE FEIN	Telephone no ► (973) 610-7750
	Located at ► ONE THE CROSSING NORTH CALDWELL NJ	ZIP +4 ► 07006

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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?		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 <input checked="" type="checkbox"/> 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)		
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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		No
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List - II

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

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

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

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

Total number of other employees paid over \$50,000.

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		

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	4,024,254
b	Average of monthly cash balances.	1b	140,577
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,164,831
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	4,164,831
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,472
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,102,359
6	Minimum investment return. Enter 5% of line 5.	6	205,118

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	205,118
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,407
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,407
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	203,711
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	203,711
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	203,711

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	199,157
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	199,157
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	1,407
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		197,750

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				203,711
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			199,157	
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.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 199,157			199,157	
a Applied to 2011, but not more than line 2a				
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.				0
e Remaining amount distributed out of corpus	0			
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	0			
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				203,711
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	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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))

STEPHANIE FEIN

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	199,157
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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)
MORGAN STANLEY - 1172	P		2012-05-12
MORGAN STANLEY - 8949	P		2012-04-02
MORGAN STANLEY - 8949	P		2012-06-05
MORGAN STANLEY - 8949	P		2012-08-14
MORGAN STANLEY - 8949	P		2012-09-01
MORGAN STANLEY - 1061	P		2012-07-12
MERGER OF MEDCO EXPRESS SCRIPTS	P		2012-04-02

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)
113,974		106,433	7,541
64,986		61,490	3,496
21,831		20,870	961
48,995		43,219	5,776
22,117		20,607	1,510
145,138		127,680	17,458
6,892		7,914	-1,022

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			7,541
			3,496
			961
			5,776
			1,510
			17,458
			-1,022

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHANIE FEIN	TRUSTEE/PRESIDENT 0 50	0	0	0
ONE THE CROSSING NORTH CALDWELL, NJ 07006				
PATRICIA BERLINGER	TRUSTEE/VICE PRESIDENT 0 50	0	0	0
2440 LORIEN MINNETONKA, MN 55305				
BARBARA KATZ	TRUSTEE/TREASURER 0 50	0	0	0
433 17TH STREET SANTA MONICA, CA 90402				
PETER HOLLANDER	TRUSTEE/ SECRETARY 0 50	0	0	0
ONE THE CROSSING NORTH CALDWELL, NJ 07006				
CECILE FEIN	TRUSTEE/ SECRETARY 0 50	0	0	0
CLARIDGE HOUSE II APT 11HE VERONA, NJ 07004				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CANTER 8619 EDGEWOOD PARK DRIVE COMMERCE TOWNSHIP, MI 48382	NONE	PUBLIC	UNRESTRICTED USE	18,000
COMO FRIENDS 1225 ESTABROOK DRIVE SAINT PAUL, MN 55103	NONE	PUBLIC	UNRESTRICTED USE	12,200
HELPING HAND FOUNDATION PLEASE CONTACT THE HELPING HAND FOUNDATION BY LEAWOOD, KS 66206	NONE	PUBLIC	UNRESTRICTED USE	12,500
JEWISH WORLD WATCH 17514 VENTURA BLVD SUITE 206 ENCINO, CA 91316	NONE	PUBLIC	UNRESTRICTED USE	10,000
K9 CONNECTION 1453 16TH STREET SANTA MONICA, CA 90404	NONE	PUBLIC	UNRESTRICTED USE	15,000
MIDWEST ANIMAL RESCUE PO BOX 290073 MINNEAPOLIS, MN 55429	NONE	PUBLIC	UNRESTRICTED USE	10,938
MT PLEASANT ANIMAL SHELTER 194 ROUTE 10 WEST EAST HANOVER, NJ 07936	NONE	PUBLIC	UNRESTRICTED USE	18,000
NORTHSIDE ATHLETIC COUNCIL INC 4400 DUPONT AVE N MINNEAPOLIS, MN 55412	NONE	PUBLIC	UNRESTRICTED USE	7,000
ORANGUTAN FOUNDATION 306 5TH ST SE WASHINGTON, DC 20003	NONE	PUBLIC	UNRESTRICTED USE	20,000
PUPPIES BEHIND BARS 10 EAST 40TH STREET 19TH FL NEW YORK, NY 10016	NONE	PUBLIC	UNRESTRICTED USE	10,319
RIGHT RIDES FOR WOMEN'S SAFETY 26 COURT STREET SUITE 505 BROOKLYN, NY 11242	NONE	PUBLIC	UNRESTRICTED USE	10,000
SAINT BARNABAS MEDICAL CENTER 95 OLD SHORT HILLS ROAD WEST ORANGE WEST ORANGE, NJ 07052	NONE	PUBLIC	UNRESTRICTED USE	20,000
SEARCH DOG FOUNDATION 501 E OJAI AVE OJAI, CA 93023	NONE	PUBLIC	UNRESTRICTED USE	15,000
SOJOURNER PROJECT PO BOX 272 HOPKINS, MN 55343	NONE	PUBLIC	UNRESTRICTED USE	10,200
STEP UP WOMEN'S NETWORK 510 SOUTH HEWITT STEET 111 LOS ANGELES, CA 90013	NONE	PUBLIC	UNRESTRICTED USE	10,000
Total			► 3a	199,157

TY 2012 Accounting Fees Schedule

Name: FROG CROSSING FOUNDATION INC

EIN: 57-1142242

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	2,900	0		0

TY 2012 Investments Corporate Bonds Schedule

Name: FROG CROSSING FOUNDATION INC

EIN: 57-1142242

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MS 8761 - CORPORATE BONDS	473,570	504,616
MS 8761 - FIXED CAPITAL STOCK	364,330	366,693

TY 2012 Investments Corporate Stock Schedule

Name: FROG CROSSING FOUNDATION INC

EIN: 57-1142242

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MS 8761 - PREFERRED STOCKS	100,000	101,240
MS 8761 - COMMON STOCK	463,789	490,215
MS 8949 - COMMON STOCK	1,778,926	1,995,820
MS 8949 - MUTUAL FUNDS	641,141	694,712

TY 2012 Investments - Other Schedule

Name: FROG CROSSING FOUNDATION INC**EIN:** 57-1142242

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MS 8761 - CLOSED END FUNDS	AT COST	0	0
MS 8949 - EXCHANGE TRADED & CLOSED END FUNDS	AT COST	0	0

TY 2012 Other Decreases Schedule

Name: FROG CROSSING FOUNDATION INC**EIN:** 57-1142242

Description	Amount
PRIOR PERIOD ADJUSTMENT FOR OID	3,500
PRIOR PERIOD ADJUSTMENT FOR OTHER ASSETS	3,095

TY 2012 Other Expenses Schedule

Name: FROG CROSSING FOUNDATION INC

EIN: 57-1142242

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY - 8761 FEES	20	20		0
MORGAN STANLEY - 8949 & 1172 FEES	45,328	45,328		0
TRAVEL	534	0		0

TY 2012 Other Income Schedule

Name: FROG CROSSING FOUNDATION INC**EIN:** 57-1142242

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN STANLEY - 8949	17,787	17,787	17,787
MORGAN STANLEY - 1172C	212	212	212
MORGAN STANLEY - 1061	528	528	528
MORGAN STANLEY - 1061	328	328	328
MORGAN STANLEY - 8761	1,475	1,475	1,475

TY 2012 Other Liabilities Schedule

Name: FROG CROSSING FOUNDATION INC**EIN:** 57-1142242

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN LOANS	0	61,959

TY 2012 Taxes Schedule

Name: FROG CROSSING FOUNDATION INC**EIN:** 57-1142242

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,565	1,565		0
IRS EXTENSION PAYMENT	3,000	0		0

2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of 1099 Exempt Dividends 2012 - *continued*

Reference number	Description	Ordinary dividends	Alternative minimum tax
160014100	WELLS FARGO & CO NEW	\$ 122.32	
160014200	WEYERHAEUSER CO A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		
	Totals	\$ 21,983.76	
			Amount
			\$ 830.67 / <u>21,163.09</u>
			Total Foreign tax paid

Details of Additional Summary Information 2012

12-B1
Rebate
Payments

12-B1 Rebate Payments		The following detail/s show how we derived 12-B1 rebate payments.		Federal Income tax withheld	
Reference number	Description	Amount			
246000100	BARON SMALL CAP FD	\$ 178.92			
Totals		\$ 178.92			

Details of Short Term Gain (Loss) 2012					
Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds
250000010	30	ACCENTURE PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	05/08/12	\$ 1,767.63
250000020	35	ACCENTURE PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	06/27/12	1,964.91 /
250000030	6358	ACCO BRANDS CORP CASH IN LIEU OF .63588 RECORD ON 2/11/12 PAY 3/30/12	10/26/11	05/01/12	2,035.25 (70.34)

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.

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Morgan Stanley

Ref: 00000124 00003183

2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	.7	AIR LIQUIDE ADR CASH IN LIEU OF 70000 RECORD 05/30/12 PAY 06/29/12	10/26/11	06/29/12	\$ 15.70 ✓	\$ 16.38	(\$.68)	0
125000050	30	ALLERGAN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	06/15/12	2,780.82	2,506.80	274.02	1
125000060	13	ALLERGAN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	06/28/12	1,169.01	1,086.28	82.73	2
125000070	50	AMERISOURCEBERGEN CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	05/07/12	1,807.64	2,037.32	(229.68)	Y
125000080	2	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/14/12	1,007.85	799.60	208.25	E
125000090	3	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/20/12	1,791.13	1,199.40	591.73	N
125000100	4	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	04/09/12	2,544.21	1,599.20	945.01	D
125000110	21	BED BATH & BEYOND MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	06/08/12	1,485.95	1,276.50	209.45	M
125000120	20	BHP BILLITON LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent	10/26/11	03/14/12	1,465.01	1,561.83	(96.82)	A
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2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	76	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	10/26/11	05/10/12	\$ 2,403.31	\$ 2,706.36	(\$ 303.05)	0
125000140	348	CHINA RES ENTERPRISES LTD ADR MorganStanley SmithBarney LLC acted as your agent	10/26/11	04/05/12	2,368.81	2,520.95	(152.14)	2
125000150	125	CISCO SYS INC MorganStanley SmithBarney LLC acted as your agent in this transaction	10/27/11	05/10/12	2,122.58	2,297.67	(175.09)	2
125000160	68	CISCO SYS INC MorganStanley SmithBarney LLC acted as your agent in this transaction	10/27/11 11/10/11 12/27/11	05/11/12	1,134.22 1,034.14 1,451.13	1,249.94 1,158.74 1,618.98	(115.72) (124.60) (167.85)	0
125000170	35	DASSAULT SYSTEMS SA ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/16/12	2,851.19	2,888.55	(37.36)	1
125000180	29	EMERSON ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/08/12	1,502.65	1,367.56	135.09	1
125000190	72	EMERSON ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/05/12	3,560.96	3,395.33	165.63	1
125000200		2299 EXPRESS SCRIPTS HOLDING CO 0801 MERGER 04/02/12 56405U102000	10/26/11 10/27/11	04/02/12 4.57	13.12 4.51	12.96 4.51	.16 .06	1
125000210	27	FLUOR CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	01/25/12	1,525.60	1,527.93	(2.33)	1
125000220	64	FLUOR CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/24/12	4,076.66	3,621.76	454.90	1



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2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000230	11	GOOGLE INC CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	01/26/12	\$ 6,290.78	\$ 6,438.85	(\$ 148.07)	0
125000240	153	HALLIBURTON CO HOLDINGS CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	04/25/12	5,126.22	5,438.81	(312.59)	2
125000250	49	JUPITER TELECOM UNSPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	05/25/12	3,240.06	3,421.67	(181.61)	E
125000260	11	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/14/12	800.56	770.55	30.01	A
125000270	10	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/01/12	988.60	916.76	71.84	R
125000280	27	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	06/11/12	2,354.15	2,475.25	(121.10)	D
125000290	112 39	MEDCO HEALTH SOLUTIONS INC 10/27/11	04/02/12	8,337.38 2,903.20	8,825.99 2,067.68	5,888.61 815.52	2,511.39 815.52	S
125000300	122	MTN GROUP LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/09/12	2,155.56	2,087.90	87.66	U
125000310	19	NIKE INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	01/25/12	1,961.40	1,788.85	172.55	M
125000320	10	NIKE INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/14/12	1,058.44	941.50	116.94	A
								R
								Y



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2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000330	18	NIKE INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/21/12	\$ 1,994.21	\$ 1,694.70		\$ 299.51
125000340	61	ORACLE CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	01/10/12	1,671.64	1,972.00	(300.36)	
125000350	29	PEPSICO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/14/12	1,861.76	1,796.55		65.21
125000360	40	PEPSICO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	05/04/12	2,639.20	2,478.00		161.20
125000370	.5	PHILLIPS 66 CASH IN LIEU OF .50000 RECORD 04/16/12 PAY 04/30/12	10/26/11	05/01/12		15.02	16.41	(1.39)
125000380	6	PRAXAIR INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	03/14/12	662.69	623.52		39.17
125000390	37	PROCTER & GAMBLE CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	02/03/12	2,355.19	2,392.59		(37.40)
125000400	52	PROCTER & GAMBLE CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	04/27/12	3,353.46	3,362.56		(9.10)
125000410	42	PROCTER & GAMBLE CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/11	06/20/12	2,520.36	2,715.92		(195.56)
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2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000420	21	SCHLUMBERGER LTD MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	07/06/12	\$ 1,371.11	\$ 1,461.76	(\$ 90.65)	0
125000430	36	STRYKER CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	01/12/12	1,877.44	1,742.13		135.31
125000440	27	STRYKER CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	02/03/12	1,490.97	1,306.60		184.37
125000450	45	T.J.X COMPANIES INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	03/13/12	1,704.56	1,314.36		390.20
125000460	49	T.J.X COMPANIES INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	05/08/12	2,007.40	1,431.19		576.21
125000470	31	T.J.X COMPANIES INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	05/18/12	1,249.30	905.44		343.86
125000480	53	T.J.X COMPANIES INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	06/25/12	2,259.42	1,548.02		711.40
125000490	29	VERIZON COMMUNICATIONS MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	03/14/12	1,143.50	1,061.34		82.16
125000500	16	VISA INC COM CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	10/26/11	05/31/12	1,853.74	1,457.76		395.98



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2012 Year End Summary

FROG CROSSING FOUNDATION INC
Account Number 643-1172C-19 514

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000510	67	WAL-MART DE MEXICO SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	10/26/11	04/24/12	\$ 1,839.66	\$ 1,715.87		\$ 123.79
125000520	118	WAL-MART DE MEXICO SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	10/26/11	05/10/12	3,031.16	3,021.98		9.18
Total					\$ 113,973.62	\$ 106,432.77	(\$ 2,873.49)	\$ 10,414.34

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	Reference number	Date	Description	Amount
210000100	04/17/12	MTN GROUP LTD SPONSORED ADR REV ADR FEE OF .02000/SHR RECORD 03/30/12 PAY 04/12/12	\$ 3.12	210000200	07/06/11 12	LI & FUNG LTD-HKD REV ADR FEE OF .01700/SHR RECORD 05/16/12 PAY 06/11/12	\$ 38.00
210000300	08/01/12	SONOVA HOLDING AG REV ADR FEE OF 03000/SHR RECORD 06/12/12 PAY 06/28/12	6.75	210000400	08/02/11 12	TRANSFER TO MSSB	62.97
Total			\$ 110.84				

Withdrawals

Reference number	Date	Description	Amount	Reference number	Date	Description	Amount
220000100	07/06/12	MORGAN STANLEY AA MONEY TRUST TRANSFER TO MSSB	\$ 86,331.06	220000200	02/03/12	VODAFONE GROUP PLC SPONS ADR NEW	\$ 1 14

ADR FEE OF 01000 PER SHR

RECORD 11/18/11 PAY 02/03/12

2 0 1 2 A Y E A R E N D S U M M A R Y



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2012 Year End Summary

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FROG CROSSING FOUNDATION INC
Account Number 642 11061 18 51

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.

Details of Long Term Gain Loss (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 Adjusted Gain/(Loss)	Original Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	2,000	AT&T INC 6.375%	02/06/07	02/15/12	\$ 50,000.00	\$ 50,000.00 \$ 50,000.00 50,000.00 50,000.00	\$ 0.00 \$ 0.00 0.00 0.00	\$ 0.00 \$ 0.00 0.00 0.00	\$ 0.00 \$ 0.00 0.00 0.00
	2,000		02/06/07		50,000.00				
125000020	5,346	CIT GROUP FUNDING COMPANY DTD 12/10/2009 DUE 05/01/2015 RATE 7.00	01/27/03	01/23/12	5,346.00	3,490.50 3,490.50	1,855.50 1,855.50	1,855.49	.01
	5,345	CIT GROUP FUNDING COMPANY DTD 12/10/2009 DUE 05/01/2015 RATE 7.00	01/21/03	01/23/12	5,345.00	3,491.40 3,491.40	1,853.59 1,853.59	1,853.59	.01

