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

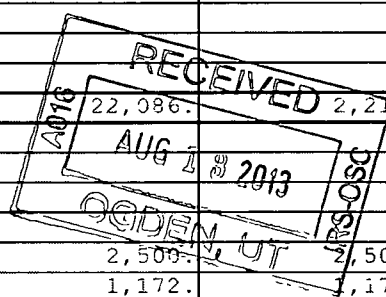
Department of the Treasury
Internal Revenue Service

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 04/01, 2012, and ending 03/31, 2013

Name of foundation THE ASHTON FOUNDATION		A Employer identification number 23-7061214
Number and street (or P O box number if mail is not delivered to street address) 191 CLAPBOARD RIDGE ROAD		B Telephone number (see instructions) (203) 869-0123
Room/suite		
City or town state and ZIP code GREENWICH, CT 06831-3305		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <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	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 263,132.	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)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	4.	4.	4.	ATCH 1
4 Dividends and interest from securities	2,208.	2,208.	2,208.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	19,874.			
b Gross sales price for all assets on line 6a	54,627.			
7 Capital gain net income (from Part IV, line 2)		19,874.		
8 Net short-term capital gain			0	
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	22,086.		2,272.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	5,000.	2,500.	2,500.	2,500.
c Other professional fees (attach schedule) *	2,343.	1,172.	1,172.	1,171.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	136.	36.	36.	100.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	25.	13.	13.	12.
24 Total operating and administrative expenses. Add lines 13 through 23	7,504.	3,721.	3,721.	3,783.
25 Contributions, gifts, grants paid	50,170.			50,170.
26 Total expenses and disbursements Add lines 24 and 25	57,674.	3,721.	3,721.	53,953.
27 Subtract line 26 from line 12	-35,588.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		18,365.		
c Adjusted net income (if negative enter -0-)				



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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	43,669.	28,282.	28,282.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	126,008.	105,807.	234,850.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)	169,677.	134,089.	263,132.		
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 ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	192,477.	192,477.		
	28	Paid-in or capital surplus, or land, bldg and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	-22,800.	-58,389.			
30	Total net assets or fund balances (see instructions)	169,677.	134,089.			
31	Total liabilities and net assets/fund balances (see instructions)	169,677.	134,089.			

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	169,677.
2	Enter amount from Part I, line 27a	2	-35,988.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	134,089.
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	134,089.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	19,874.	
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	0	

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

(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	63,690.	272,028.	0.234130
2010	37,589.	277,741.	0.135338
2009	51,296.	270,361.	0.189732
2008	56,695.	342,517.	0.165525
2007	58,502.	482,428.	0.121266
2	Total of line 1, column (d)		2 0.845991
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 0.169198
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 248,810.
5	Multiply line 4 by line 3		5 42,098.
6	Enter 1% of net investment income (1% of Part I line 27b)		6 184.
7	Add lines 5 and 6		7 42,282.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 53,953.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 184, overpayment is 575.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, tax on political expenditures, and substantial contributors.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of HARPIS J. ASHTON Telephone no 203-869-0123
Located at 191 CLAPBOARD RIDGE ROAD GREENWICH, CT ZIP+4 06831-3305
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to or pay or reimburse the expenses of a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6) did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes" list the years
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 N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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)? Yes 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? Yes 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? Yes 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
ATCH 8		0	0	0

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

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

Total number of other employees paid over \$50,000 Yes No 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		0

-----		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521-2038	20,000.
2 SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	15,000.
3 COLD SPRING HARBOR LABORATORY ONE BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	5,000.
4 TOWN OF PALM BEACH UNITED WAY 44 COCONUT ROW, M201 PALM BEACH, FL 33480	2,000.

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 NONE ----- -----	
2 ----- -----	
All other program-related investments See instructions	
3 NONE ----- -----	
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	223,134.
b	Average of monthly cash balances	1b	29,465.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	252,599.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	252,599.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,789.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	248,810.
6	Minimum investment return. Enter 5% of line 5.	6	12,441.

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	12,441.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	184.
2b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
2c	Add lines 2a and 2b	2c	184.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,257.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,257.
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	12,257.

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	53,953.
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	53,953.
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	184.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	53,769.

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				12,257.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	34,957.			
b From 2008	39,893.			
c From 2009	38,226.			
d From 2010	23,702.			
e From 2011	51,023.			
f Total of lines 3a through e	187,801.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	53,953.			
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)				
d Applied to 2012 distributable amount				12,257.
e Remaining amount distributed out of corpus	41,696.			
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:	229,497.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	34,957.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	194,540.			
10 Analysis of line 9				
a Excess from 2008	39,893.			
b Excess from 2009	38,226.			
c Excess from 2010	23,702.			
d Excess from 2011	51,023.			
e Excess from 2012	41,696.			

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII line 4...; 2d Amounts included in line 2c not used directly for active conduct...; 2e Qualifying distributions made directly for active conduct...; 3 Complete 3a b or c for the alternative test relied upon; 3a "Assets" alternative test - enter; 3b "Endowment" alternative test - enter; 3c "Support" alternative test - enter.

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

1 Information Regarding Foundation Managers:

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

HARRIS J. ASHTON

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

NONE

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

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

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

N/A

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

SEE STATEMENT 1

c Any submission deadlines.

SEE STATEMENT 1

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

SEE STATEMENT 1

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
<p>a Paid during the year</p> <p>ATCH 9</p>				
Total				3a 50,170.
<p>b Approved for future payment</p>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, etc.

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

Table with 2 columns: 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.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,792.		RUANE, CUNNIFF & GOLDFARB - SHORT TERM PROPERTY TYPE: SECURITIES 4,885.				P	VARIOUS -93.	VARICUS
49,835.		RUANE, CUNNIFF & GOLDFARB - LONG TERM PROPERTY TYPE: SECURITIES 29,868.				P	VARIOUS 19,967.	VARICUS
TOTAL GAIN (LOSS)							<u>19,874.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
J P MORGAN CHECKING W/ INTEREST	2.	2.	2.
J P MORGAN MONEY MKT W/ INTEREST	1.	1.	1.
RUANNE CUNNIFF MONEY MKT INTEREST	1.	1.	1.
TOTAL	<u>4.</u>	<u>4.</u>	<u>4.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
RUANE, CUNNIFF & CO., INC.	2,208.	2,208.	2,208.
TOTAL	<u>2,208.</u>	<u>2,208.</u>	<u>2,208.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS LLP	5,000.	2,500.	2,500.	2,500.
TOTALS	<u>5,000.</u>	<u>2,500.</u>	<u>2,500.</u>	<u>2,500.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUANE, CUNNIFF - INVESTMENT ADVISORY FEES	2,343.	1,172.	1,172.	1,171.
TOTALS	<u>2,343.</u>	<u>1,172.</u>	<u>1,172.</u>	<u>1,171.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
NEW YORK STATE DEPT. OF LAW	100.			100.
FOREIGN TAXES WITHHELD	36.	36.	36.	
TOTALS	<u>136.</u>	<u>36.</u>	<u>36.</u>	<u>100.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CUSTODY FEE	25.	13.	13.	12.
TOTALS	<u>25.</u>	<u>13.</u>	<u>13.</u>	<u>12.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
311 SH BERKSHIRE HATHAWAY CL B	13,895.	11,950.	32,406.
1,176 SH QINETIQ GROUP PLC	2,705.	2,705.	3,703.
442 TJX COS	2,871.	1,938.	20,664.
103 SH MOHAWK INDUSTRIES	6,793.	4,634.	11,651.
76 SH BROWN & BROWN	1,892.	1,141.	2,435.
102 SH TARGET	4,973.	NONE	NONE
132 SH ADVANCE AUTO PARTS	5,165.	5,165.	10,910.
20 SH BECTON DICKINSON	1,350.	NONE	NONE
36 SH PRAXAIR	2,806.	2,806.	4,015.
310 SH FASTENAL	7,010.	5,293.	15,912.
653 SH ROLLS-ROYCE GROUP	6,700.	5,666.	11,203.
53 SH PRECISION CASTPARTS	3,573.	3,573.	10,050.
67 SH OMNICOM GROUP	1,672.	NONE	NONE
489 SH VALEANT PHARMACEUTICAL	10,627.	8,729.	36,685.
575 SH HISCOX	2,920.	2,920.	4,801.
37 SH GOLDMAN SACHS	5,420.	5,420.	5,445.
31 SH IBM	5,397.	4,080.	6,612.
35 SH VISA	2,705.	2,705.	5,944.
10 SH GOOGLE	5,757.	4,769.	7,942.
196 SH IMI PLC	2,846.	2,846.	3,853.
36 SH PERRIGO	1,986.	1,986.	4,275.
84 SH WORLD FUEL	2,851.	2,851.	3,336.
113 SH CRODA INT'L	2,892.	2,892.	4,706.
14 SH AMPHENOL	557.	NONE	NONE
164 SH CORNING	3,221.	NONE	NONE
99 SH EMCOR	2,931.	NONE	NONE
24 SH FIRST SOLAR	2,978.	NONE	NONE
56 SH SIRONA DENTAL SYSTEMS	2,424.	2,424.	4,129.
42 SH TIFFANY	2,518.	2,518.	2,921.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
126 SH TRIMBLE NAVIGATION	2,207.	2,207.	3,777.
36 SH WATERS	2,218.	2,702.	3,381.
58 SH WEST PHARMACEUTICAL	2,148.	2,148.	3,767.
29 SH JACOBS ENGINEERING GROUP	NONE	1,129.	1,631.
89 SH NOVOZYMES A/S	NONE	2,373.	3,004.
542 SH PIRELLI & CO	NONE	6,237.	5,692.
TOTALS	<u>126,008.</u>	<u>105,807.</u>	<u>234,850.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
HARRIS J. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	PRESIDENT & TREASURER PART-TIME	0	0	0
ANGELA M. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	VICE PRESIDENT PART-TIME	0	0	0
KELLY F. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	SECRETARY PART-TIME	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990 - PART VII - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE UNIVERSITY P O BOX 1018 NEW HAVEN, CT 06521-2018	N/A 501(C)(3)		GENERAL PURPOSE GRANT	20,000
COLUMBIA LAW SCHOOL 475 RIVERSIDE DRIVE, MAIL CODE 1174 NEW YORK, NY 10115	N/A 501(C)(3)		GENERAL PURPOSE GRANT	1,000.
SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLACE PALM BEACH, FL 33480	N/A 501(C)(3)		GENERAL PURPOSE GRANT	15,000
PALM BEACH CIVIC ASSOCIATION 135 NORTH COUNTY ROAD, SUITE 33 PALM BEACH, FL 33480	N/A 501(C)(3)		GENERAL PURPOSE GRANT	100
COLD SPRING HARBOR LABORATORY ONE HUNGBURY ROAD COLD SPRING HARBOR, NY 11724	N/A 501(C)(3)		GENERAL PURPOSE GRANT	5,000
FLAGLER MUSEUM ONE WHITEHALL WAY PALM BEACH, FL 33480	N/A 501(C)(3)		GENERAL PURPOSE GRANT	1,000

FORM 3300L - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR (SEE INSTRUCTIONS)	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PALM BEACH DAY ACADEMY 411 SEAVIEW AVENUE PALM BEACH, FL 33480	N/A 501(C)(3)		GENERAL PURPOSE GRANT	250
JUNIOR LEAGUE OF GREENWICH 231 EAST PUTNAM AVENUE GREENWICH, CT 06830	N/A 501(C)(3)		GENERAL PURPOSE GRANT	450
TOWN OF PALM BEACH UNITED WAY 11 WILSON RD, N201 PALM BEACH, FL 33480	N/A 501(C)(3)		GENERAL PURPOSE GRANT	2,000
FIELDS ASSOCIATION P O BOX 10204 JFK HAVEN, CT 06520-2047	N/A 501(C)(3)		GENERAL PURPOSE GRANT	150
RAYMOND T KEAVYS CENTER FOR PERFORMING ARTS 701 ORRICK HURDIE BOULEVARD WEST PALM BEACH, FL 33401	N/A 501(C)(3)		GENERAL PURPOSE GRANT	1,000
MORTON MUSEUM OF ART 1451 S. OLIVE AVENUE WEST PALM BEACH, FL 33401	N/A 501(C)(3)		GENERAL PURPOSE GRANT	1,000

THE ASHTON FOUNDATION

23-7061214

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS DURING THE YEAR

ATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u> AND <u>CONTRIBUTOR STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN RED CROSS 2225 E STREET, NW WASHINGTON, DC 20006	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
NYC RESCUE MISSION 90 LAFAYETTE STREET NEW YORK, NY 10013	N/A 501(C)(3)	GENERAL PURPOSE GRANT	50
MANHATTAN CHRISTIAN ACADEMY 431 WEST 76TH STREET NEW YORK, NY 10024-3041	N/A 501(C)(3)	GENERAL PURPOSE GRANT	500
SACRED HEART SCHOOL 422 NORTH W STREET LAKE WORTH, FL 33460	N/A 501(C)(3)	GENERAL PURPOSE GRANT	1,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A 501(C)(3)	GENERAL PURPOSE GRANT	70
WOMEN'S HEALTH RESEARCH AT YALE PO BOX 208091 NEW HAVEN, CT 06520-8091	N/A 501(C)(3)	GENERAL PURPOSE GRANT	150

FORM 990, PART VII - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND DOMESTIC STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FALM BEACH TULIPER GUILD PO BOX 667 PALM BEACH, FL 33480	N/A 501(C)(7)	GENERAL PURPOSE GRANT	250.
CONJUNAL WILHELMSTURGS FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187-9910	N/A 501(C)(3)	GENERAL PURPOSE GRANT	250
MIAMI PROJECT TO CURE PARALYSIS PO BOX 016960 (R48) MIAMI, FL 33101	N/A 501(C)(3)	GENERAL PURPOSE GRANT	250
FRESH GERMAN SOCIETY 113 EAST 89TH STREET, SUITE 3B NEW YORK, NY 10129	N/A 501(C)(3)	GENERAL PURPOSE GRANT	400
USO PO BOX 1710 FORT MYER, VA 22211	N/A 501(C)(3)	GENERAL PURPOSE GRANT	200
TOTAL CONTRIBUTIONS PAID			<u>50,110</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE ASHTON FOUNDATION

Employer identification number

23-7061214

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -93.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5 -93.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 19,967.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 19,967.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-93.
14	Net long-term gain or (loss):			
a	Total for year	14a		19,967.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		19,874.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) if lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041 line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041 line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G line 1a (or Form 990-T, line 36)	34		

FEDERAL FOOTNOTES

PART XV, LINE 2 SUPPLEMENTARY INFORMATION: THE BOARD OF DIRECTORS OF THE ASHTON FOUNDATION, INC., (191 CLAPBOARD RIDGE RD, GREENWICH, CT 06831-3305) GENERALLY DETERMINES WHO WILL RECEIVE CONTRIBUTIONS MADE BY THE TAXPAYER. HOWEVER, FROM TIME TO TIME, UNSOLICITED REQUESTS ARE RECEIVED BY THE FOUNDATION AND ARE CONSIDERED FOR CONTRIBUTION. THE ASHTON FOUNDATION, INC., HAS NO APPLICATION PROCEDURES AND THE FOUNDATION DOES NOT PROMULGATE ANY SUBMISSION DEADLINES OR RESTRICTIONS ON CONTRIBUTIONS.

Ruane, Cunniff & Goldfarb Inc.
REALIZED GAINS AND LOSSES

The Ashton Foundation Inc.
 c/o Harris J. Ashton
 RCG375533

From 04-01-12 Through 03-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-03-11	07-16-12	5	Amphenol Corp New Cl A	199 69	257 94	58 25	
10-04-11	07-16-12	9	Amphenol Corp New Cl A	356 92	464 30	107 38	
10-07-09	07-16-12	2	Becton Dickinson & Co	135 05	148 68		13 63
10-26-09	07-16-12	8	Becton Dickinson & Co	540 12	594 70		54 58
10-06-09	07-16-12	10	Becton Dickinson & Co	675 11	743 38		68 27
09-04-98	07-16-12	50	Berkshire Hathaway - Cl B	1,945 14	4,175 90		2,230 76
06-01-11	07-16-12	92	Emcor Group Inc	2,723 83	2,613 65		-110 18
05-24-11	07-16-12	7	Emcor Group Inc	206 92	198 87		-8 05
03-05-07	07-16-12	50	Fastenal Co	858 56	2,146 45		1,287 89
05-23-11	07-16-12	7	First Solar Inc	869 22	106 61		-762 61
05-24-11	07-16-12	17	First Solar Inc	2,108 77	258 90		-1,849 87
07-16-02	07-16-12	20	Mohawk Industres	899 78	1,379 56		479 78
02-12-10	07-16-12	15	Target Corp	731 80	927 58		195 78
02-11-10	07-16-12	5	Target Corp	243 92	309 19		65 27
02-10-10	07-16-12	17	Target Corp	829 21	1,051 26		222 05
02-04-10	07-16-12	13	Target Corp	633 61	803 90		170 29
08-31-00	07-16-12	200	TJX Cos - New	932 91	8,944 79		8,011 89
07-16-10	07-16-12	16	Valeant Pharmaceuticals International Inc	315 05	727 23		412 18
07-15-10	07-16-12	37	Valeant Pharmaceuticals International Inc	700 63	1,668 29		967 66
05-12-10	07-16-12	45	Valeant Pharmaceuticals International Inc	839 04	2,007 47		1,168 43
05-05-10	07-16-12	2	Valeant Pharmaceuticals International Inc	43 82	105 90		62 08
04-25-12	08-20-12	2	C H Robinson Worldwide Inc	122 43	114 87	-7 56	
04-25-12	08-21-12	7	C H Robinson Worldwide Inc	428 50	402 85	-25 65	
04-25-12	09-07-12	3	C H Robinson Worldwide Inc	183 64	172 18	-11 46	
04-25-12	09-11-12	6	C H Robinson Worldwide Inc	367 28	344 58	-22 70	
04-25-12	09-12-12	3	C H Robinson Worldwide Inc	183 64	172 33	-11 31	
04-25-12	09-13-12	1	C H Robinson Worldwide Inc	61 21	57 41	-3 80	
04-25-12	09-14-12	2	C H Robinson Worldwide Inc	122 43	114 79	-7 64	
04-25-12	09-20-12	11	C H Robinson Worldwide Inc	673 35	633 06	-40 29	
04-25-12	09-21-12	5	C H Robinson Worldwide Inc	306 07	287 44	-18 63	
06-01-11	10-18-12	65	Corning	1,293 38	890 51		-402 87
02-04-10	11-07-12	3	Target Corp	146 22	188 93		42 71
02-05-10	11-07-12	5	Target Corp	243 69	314 89		71 20
02-05-10	11-19-12	17	Target Corp	828 54	1,071 13		242 59
02-05-10	11-20-12	18	Target Corp	877 28	1,132 97		255 69
02-05-10	11-21-12	9	Target Corp	438 64	567 28		128 64
07-16-02	12-24-12	5	Mohawk Industres	224 95	451 07		226 12
07-16-02	12-26-12	7	Mohawk Industres	314 92	630 72		315 80
07-16-02	12-27-12	4	Mohawk Industres	179 96	359 80		179 84
07-16-02	12-28-12	2	Mohawk Industres	89 98	179 89		89 91
07-16-02	12-31-12	10	Mohawk Industres	449 89	900 51		450 62
10-10-03	02-22-13	50	Brown & Brown Inc	750 61	1,476 46		725 86
03-05-07	02-22-13	50	Fastenal Co	858 56	2,572 44		1,713 88
06-01-11	02-22-13	46	Corning	915 31	577 29		-338 02
06-02-11	02-22-13	37	Corning	729 24	464 34		-264 90
07-08-11	02-22-13	5	Corning	89 04	62 75		-26 29
07-11-11	02-22-13	11	Corning	194 14	138 04		-56 10
06-07-10	02-22-13	2	Google Inc Cl A	987 58	1,588 96		601 38
05-13-10	02-22-13	10	IBM	1,317 54	1,995 45		677 91

Ruane, Cunniff & Goldfarb Inc.
REALIZED GAINS AND LOSSES

The Ashton Foundation Inc.
 c/o Harris J. Ashton
 RCG375533

From 04-01-12 Through 03-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		
						Short Term	Long Term	
02-19-09	02-22-13	7	Omnicom Group	177 05	394 79		217 74	
01-21-09	02-22-13	10	Omnicom Group	249 39	563 99		314 60	
02-20-09	02-22-13	22	Omnicom Group	548 32	1,240 77		692 45	
01-20-09	02-22-13	28	Omnicom Group	696 94	1,579 16		882 22	
08-03-07	02-22-13	26	Rolls-Royce Holdings PLC	270 90	410 84		139 94	
08-01-07	02-22-13	40	Rolls-Royce Holdings PLC	413 16	632 05		218 89	
07-30-07	02-22-13	34	Rolls-Royce Holdings PLC	350 27	537 25		186 98	
03-04-13	03-08-13	24	Commonwealth REIT Com	581 40	531 19	-50 21		
03-04-13	03-11-13	12	Commonwealth REIT Com	290 70	265 52	-25 18		
02-28-13	03-11-13	7	Commonwealth REIT Com	160 34	154 88	-5 46		
02-28-13	03-12-13	2	Commonwealth REIT Com	45 81	43 90	-1 91		
02-28-13	03-13-13	22	Commonwealth REIT Com	503 94	486 60	-17 34		
02-28-13	03-14-13	13	Commonwealth REIT Com	297 78	288 35	-9 43		
TOTAL GAINS							165 63	23,785 49
TOTAL LOSSES							-258 58	-3,818 89
TOTAL REALIZED GAIN/LOSS						19,873 65		

ST 4865.13 4792.19 - 92.94

LT 29868.00 49834.59 19,766.60