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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

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 06/01, 2012, and ending 05/31, 2013

Name of foundation: **LENSWORTH CHARITABLE TRUST U/W**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: _____

City or town, state, and ZIP code: **PROVIDENCE, RI 02901-1802**

A Employer identification number: **06-6026018**

B Telephone number (see instructions): **888-866-3275**

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 21,787,410.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (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	701,015.	700,057.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	369,411.			
	b Gross sales price for all assets on line 6a	6,169,675.			
	7 Capital gain net income (from Part IV, line 2)		369,411.		
	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)	4,349.	4,349.		STMT 10	
12 Total. Add lines 1 through 11	1,074,775.	1,073,817.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	118,544.	71,126.		47,418.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,439.	NONE	NONE	1,439.
	b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)	52,670.			52,670.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,180.	4,180.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,714.			4,714.
	24 Total operating and administrative expenses. Add lines 13 through 23	198,797.	75,306.	NONE	107,491.
	25 Contributions, gifts, grants paid	912,800.			912,800.
26 Total expenses and disbursements. Add lines 24 and 25	1,111,597.	75,306.	NONE	1,020,291.	
27 Subtract line 26 from line 12:	a Excess of revenue over expenses and disbursements	-36,822.			
	b Net investment income (if negative, enter -0-)		998,511.		
	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	NONE				
	2	Savings and temporary cash investments	483,062.	393,343.	393,343.		
	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 ▶	NONE				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U S and state government obligations (attach schedule),	2,241,008.				
	b	Investments - corporate stock (attach schedule)	8,305,122.				
	c	Investments - corporate bonds (attach schedule),	5,930,682.				
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)	NONE					
12	Investments - mortgage loans	NONE					
13	Investments - other (attach schedule) STMT 16	NONE	16,605,715.	21,394,067.			
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶ (attach schedule)						
15	Other assets (describe ▶)	NONE					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,959,874.	16,999,058.	21,787,410.			
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)			NONE		
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	16,959,874.	16,999,058.			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	NONE				
30	Total net assets or fund balances (see instructions)	16,959,874.	16,999,058.				
31	Total liabilities and net assets/fund balances (see instructions)	16,959,874.	16,999,058.				

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	16,959,874.
2	Enter amount from Part I, line 27a	2	-36,822.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	84,664.
4	Add lines 1, 2, and 3	4	17,007,716.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	8,658.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,999,058.

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	PUBLICLY TRADED SECURITIES					
b	OTHER GAINS AND LOSSES					
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 6,024,352.		5,800,264.	224,088.			
b 145,323.			145,323.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))			
a			224,088.			
b			145,323.			
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	369,411.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3			

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	716,843.	19,678,340.	0.036428
2010	786,072.	19,038,474.	0.041289
2009	926,284.	17,794,402.	0.052055
2008	1,115,085.	16,966,196.	0.065724
2007	715,014.	20,563,461.	0.034771
2 Total of line 1, column (d)			2 0.230267
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 0.046053
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 20,905,656.
5 Multiply line 4 by line 3			5 962,768.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,985.
7 Add lines 5 and 6			7 972,753.
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 1,020,291.

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 calculation. Includes sub-rows 6a-6d for credits. Values include 9,985. and 16,000. Total tax due is 6,015. Refunded.

Part VII-A Statements Regarding Activities

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

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 US TRUST FIDUCIARY TAX SERVICES Telephone no. (888) 866-3275
Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1082
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

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? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes 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 X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes 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
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
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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	118,544.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**



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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	18,713,987.
b	Average of monthly cash balances	1b	2,510,029.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,224,016.
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	NONE
3	Subtract line 2 from line 1d	3	21,224,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	318,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,905,656.
6	Minimum investment return. Enter 5% of line 5	6	1,045,283.

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	1,045,283.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,985.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,985.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,035,298.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,035,298.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,035,298.

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	1,020,291.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,020,291.
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	9,985.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,010,306.

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				1,035,298.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			969,112.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,020,291.</u>				
a Applied to 2011, but not more than line 2a			969,112.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				51,179.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				984,119.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			



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 5 main columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support), and 4 (Gross investment income).

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

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

SEE STATEMENT 20

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

N/A

c Any submission deadlines:

N/A

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

N/A



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>SEE ATTACHED STATEMENTS</p>	NONE	SEE ATTACH	SEE ATTACHED	912,800.
Total ▶ 3a				912,800.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	13,172.	13,172.
AT&T INC UNSECD NT	102.	102.
AT&T BROADBAND CORP 11/18/2002 8.375% 03	754.	754.
ABBOTT LABORATORIES	3,006.	3,006.
ABBVIE INC COM	3,118.	3,118.
AETNA INC SR UNSECD NT CALL 08/15/22 @10	556.	556.
AIR PRODS & CHEMS INC SR NT	2,421.	2,421.
ALLY AUTO RECEIVABLES TR 2012-1 ASSET BA	316.	316.
ALLY AUTO RECEIVABLES TR 2013-1 ASSET BA	12.	12.
ALTRIA GROUP INC	5,190.	5,190.
AMERICA MOVIL S A B DE C V GTD SR NT	1,688.	1,688.
AMERICAN ELECTRIC POWER CO	1,203.	1,203.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	2,589.	2,589.
AMGEN INC COM	2,369.	2,369.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	2,055.	2,055.
APPLE INC COM	1,793.	1,793.
ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT	2,555.	2,555.
AUTOMATIC DATA PROCESSING INC	2,689.	2,689.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	766.	766.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	17.	17.
BMW VEH OWNER TR 2011-A ASSET BACKED NT	408.	408.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	1,300.	1,300.
BEAR STEARNS COML MTG SECS INC 2004-TOP1	1,092.	1,092.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	2,897.	2,897.
BHP BILLITON LIMITED ADR	1,368.	1,368.
BLACKROCK INC CL A	3,245.	3,245.
BOEING CO	1,761.	1,761.
BOEING CO SR NT	844.	844.
BOSTON PROPERTIES INC SR NT	294.	294.
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	2,081.	2,081.
BRISTOL MYERS SQUIBB CO COM	9,897.	9,897.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	3,273.	3,273.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	2,927.	2,927.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	1,467.	1,467.
CME GROUP INC COM	3,495.	3,495.
CMS ENERGY CORP COM	1,980.	1,980.
CNA FINL CORP SR UNSECD NT	878.	878.
CNA FINL CORP SR UNSECD NT	1,103.	1,103.
SMALL CAP CTF	22,703.	22,703.
INTERNATIONAL EQUITY CTF	24,866.	24,866.
COMM 2012-LC4 MTG TR CTF CL A-4	33.	33.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	280.	280.
CVS CAREMARK CORP SR UNSECD NT	2,380.	2,380.
CANADIAN NAT RES LTD NT CANADA	1,995.	1,995.
CAPITAL ONE BK MEDIUM TERM SR BK NT	2,563.	2,563.
CHEVRONTXACO CORP COM	7,016.	7,016.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	175.	175.
CHUBB CORPORATION	1,253.	1,253.
CISCO SYSTEMS INCORPORATED	779.	779.
CITIGROUP INC SR NT	1,850.	1,850.
CITIGROUP INC SR UNSECD NT	854.	854.
COCA COLA CO COM	2,456.	2,456.
COMCAST CORP NEW CO GUAR	3,159.	3,159.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	1,845.	1,845.
COMMONWEALTH EDISON CO 1ST MTG SER 106	2,460.	2,460.
CONOCOPHILLIPS COM	2,640.	2,640.
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	138.	138.
CS FRIST BOSTON SER 2003-CK2 CL A4 DTD 4	1,369.	1,369.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	394.	394.
DEERE & COMPANY	1,068.	1,068.
DEERE JOHN CAP CORP MTN SER D	743.	743.
DEERE JOHN CAP CORP SR MTN	2,018.	2,018.
DEUTSCHE BK AG GLOBAL MTN GERMANY	251.	251.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	2,828.	2,828.
DIAGEO CAP PLC NT UNITED KINGDOM	2,750.	2,750.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIGITAL RLTY TR INC REITS	1,783.	1,688.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	1,406.	1,406.
DISNEY WALT CO	750.	750.
DISNEY WALT CO GLOBAL SR NT	2,025.	2,025.
DOMINION RESOURCES INC	1,845.	1,845.
DOVER CORPORATION	1,638.	1,638.
DOW CHEM CO NT	2,736.	2,736.
DR PEPPER SNAPPLE INC CO GTD NT	1,062.	1,062.
DUPONT E I DE NEMOURS & CO COM	3,784.	3,784.
DUKE ENERGY CORP NEW COM	547.	547.
DUKE RLTY LTD PARTNERSHIP NEW SR UNSECD	491.	491.
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CA	2,231.	2,231.
ENBRIDGE ENERGY PARTNERS L P BD	2,938.	2,938.
ENERGY TRANSFER PARTNERS L P UNSECD SR N	1,959.	1,959.
EXPRESS SCRIPTS INC SR UNSECD NT	2,900.	2,900.
EXXON MOBIL CORPORATION	9,685.	9,685.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	85.	85.
FEDERAL HOME LN MTG CORP POOL #G12528	1,343.	1,343.
FEDERAL HOME LN MTG CORP POOL #1G0997	363.	363.
FHLMC GOLD #C00918 DTD 12/1/1999 8.50% D	119.	119.
FEDERAL NATL MTG ASSN POOL #255983	390.	390.
FNMA POOL #406727 DTD 3/1/1998 6.50% DUE	10.	10.
FEDERAL NATL MTG ASSN POOL #463278	4,033.	4,033.
FEDERAL NATL MTG ASSN POOL #470000	5,330.	5,330.
FNMA POOL #501505 DTD 10/1/99 8.00% DUE	94.	94.
FEDERAL NATL MTG ASSN POOL #535031	187.	187.
FNMA POOL #542486 DTD 7/1/2000 7.50% DUE	29.	29.
FEDERAL NATL MTG ASSN POOL #AH0943	6,580.	6,580.
FEDERAL NATL MTG ASSN POOL #AI1162	5,424.	5,424.
FEDERAL NATL MTG ASSN POOL #AO2097	2,663.	2,663.
FEDERAL NATL MTG ASSN SER 2006-104 CL FG	213.	213.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	1,347.	1,347.
FEDERAL NATL MTG ASSN POOL #888757	477.	477.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #890200	2,363.	2,363.
FEDERAL NATL MTG ASSN POOL #893341	953.	953.
FEDERAL NATL MTG ASSN POOL #946664	570.	570.
FEDERAL NATL MTG ASSN POOL #AB2644	2,665.	2,665.
FEDERAL NATL MTG ASSN POOL #AD4117	2,389.	2,389.
FIDELITY INSTITUTIONAL MONEY MARKET #59	1,464.	1,464.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	2,423.	2,423.
FIFTH THIRD BANCORP SR UNSECD NT	2,538.	2,538.
FORD CR AUTO OWNER TR 2008-B NT CL A-4A	2.	2.
FORD CR AUTO LEASE TR 2013-A SER 2013-A	18.	18.
FORTUNE BRANDS INC NT	215.	215.
FRANCE TELECOM SA SR UNSECD NT FRANCE	67.	67.
GNMA POOL #434415 DTD 7/1/99 6.00% DUE 7	110.	110.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	46.	46.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	2,502.	2,502.
GENERAL ELEC CAP CORP SR UNSECD MTN	2,700.	2,700.
GENERAL MILLS INC	1,650.	1,650.
GENERAL MLS INC SR UNSECD NT CALL 9/15/2	1,026.	1,026.
GENERAL MTRS CO CONV PFD JR SER B	324.	324.
GEORGIA PWR CO BD	2,625.	2,625.
GLAXO PLC	6,478.	6,478.
GLAXOSMITHKLINE CAP INC GTD NT	1,695.	1,695.
HEALTH CARE PPTY INVS INC MTN	3,465.	3,465.
HEINZ H J CO	2,547.	2,547.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	1,758.	1,758.
HOME DEPOT INC	3,780.	3,780.
HONDA AUTO RECEIVABLES 2012-3 OWNER TR A	248.	248.
HONEYWELL INTERNATIONAL INC	3,044.	3,044.
HONEYWELL INTL INC SR UNSECD MTN	265.	265.
HUNTINGTON BANKSHARES INC SUB	2,450.	2,450.
ILLINOIS ST GO BDS-TAXBL	996.	996.
ILLINOIS TOOL WORKS INCORPORATED	1,200.	1,200.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	2,375.	2,375.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEL CORPORATION	8,363.	8,363.
INTERNATIONAL BUSINESS MACHS	5,950.	5,950.
INTERNATIONAL BUSINESS MACHS CORP NT	3,250.	3,250.
J P MORGAN CHASE & CO COM	5,280.	5,280.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	3,331.	3,331.
JPMORGAN CHASE & CO SR NT	1,740.	1,740.
J P MORGAN CHASE COML MTG SECS CORP 2005	1,727.	1,727.
J P MORGAN CHASE COML MTG SECS CORP 2005	1,250.	1,250.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	2,279.	2,279.
J P MORGAN CHASE COML MTG SECS TR 2007 C	5,772.	5,772.
J P MORGAN CHASE COML MTG SECS TR 2012-C	211.	211.
J P MORGAN CHASE COML MTG SECS TR 2012-L	308.	308.
JOHNSON & JOHNSON	6,718.	6,718.
KLA INSTRS CORP	700.	700.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	2,057.	2,057.
KEYCORP SR UNSEC MEDIUM TERM SR NT SER	4,600.	4,600.
KIMBERLY CLARK CORP COM	4,545.	4,545.
KINDER MORGAN ENERGY PARTNERS L P SR UNS	1,855.	1,855.
KINDER MORGAN INC DEL COM	4,234.	4,234.
KRAFT FOODS INC SR UNSEC NT	650.	650.
KRAFT FOODS INC SR UNSEC NT	1,819.	1,819.
KROGER CO NT	1,950.	1,950.
LB-UBS COML MTG TR 2007-C2 MTG PASSTHRU	1,257.	1,257.
L-3 COMMUNICATIONS CORP UNSEC SR NT CAL	871.	871.
LB-UBS COML MTG TR SER 2003-C8 COML MTG	1,685.	1,685.
LB-UBS COML MTG TR 2004-C2 COML MTG PASS	1,501.	1,501.
LB-UBS CMBS TR 2007-C7 CL A3	585.	585.
LIBERTY PPTY LTD PARTNERSHIP SR NT	3,390.	3,390.
LIMITED BRANDS INC COM	1,995.	1,995.
LINCOLN NATL CORP IND UNSEC SR NT	1,750.	1,750.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	1,076.	1,076.
LLOYDS TSB BK PLC BK GTD BD UNITED KINGD	22.	22.
LUBRIZOL CORP SR NT	2,200.	2,200.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MACYS INC COM	960.	960.
MARSH & MCLENNAN COS INC	1,719.	1,719.
MATTEL INC	2,064.	2,064.
MCDONALDS CORP	11,144.	11,144.
MCGRAW HILL COS INC COM	2,836.	2,836.
MERCK & CO INC NEW COM	3,910.	3,910.
MERRILL LYNCH & CO INC MTN	3,075.	3,075.
METLIFE INC	1,110.	1,110.
METLIFE INC NT	2,315.	2,315.
METLIFE INC SR UNSECD NT	1,013.	1,013.
MICROSOFT CORPORATION	7,473.	7,473.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	1,448.	1,448.
MORGAN STANLEY CAP I INC 2003-IQ6 MTG PA	1,508.	1,508.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	1,659.	1,659.
MORGAN STANLEY UNSECD SR NT	1,690.	1,690.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	2,179.	2,179.
NATIONAL CITY CORP SUB DEB	1,719.	1,719.
NATIONAL CITY CORP SR NT	980.	980.
NATIONAL FUEL GAS CO	1,059.	1,059.
NEXTERA ENERGY INC COM	2,151.	2,151.
NORDSTROM INCORPORATED	1,332.	1,332.
NORFOLK SOUTHERN CORP	933.	933.
NORTHEAST UTILITIES	1,740.	1,740.
NORTHERN TRUST CORPORATION	1,920.	1,920.
NORTROP GRUMMAN CORP SR UNSECD NT	555.	555.
NUCOR CORP	584.	584.
NUCOR CORP NT	2,925.	2,925.
OCCIDENTAL PETROLEUM CORPORATION	2,712.	2,712.
OHIO ST WTR DEV AUTH WTR POLLU WTR POLLU	3,233.	3,233.
ONTARIO PROV CDA US\$ GLOBAL BD CANADA	743.	743.
ORACLE CORP SR UNSECD NT	2,500.	2,500.
PNC BK CORP	2,132.	2,132.
PARKER HANNIFIN CORPORATION	1,328.	1,328.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PENN WEST PETE LTD NEW COM	913.	913.
PEPSICO INC SR NT	2,914.	2,914.
PFIZER INC	9,089.	9,089.
PHILLIP MORRIS INTL INC COM	7,304.	7,304.
PHILLIPS 66 COM	553.	553.
PLAINS ALL AMERN PIPELINE L P/ PAA FIN C	2,144.	2,144.
PRICE T ROWE GROUP INC COM	1,800.	1,800.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	6,900.	6,900.
PROCTER & GAMBLE CO COM	4,118.	4,118.
PRUDENTIAL FINL INC MTN SER D	1,200.	1,200.
PRUDENTIAL FINL INC SR MTN	2,213.	2,213.
PUBLIC STORAGE INC	1,547.	1,547.
QUEBEC PROV CDA BD CANADA	925.	925.
RPM INCORPORATED OHIO	1,566.	1,566.
RAYTHEON CO COM NEW	3,219.	3,219.
REGIONS FINL CORP NEW SR NT	2,762.	2,762.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	445.	445.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	8,024.	8,024.
SMART ABS SER 2013-1US TR NT CL A-3A	78.	78.
S&P DEPOSITARY RECEIPTS SERIES 1	4,281.	4,281.
SAFEMAY INC NT	725.	725.
SAFEMAY INC NT	844.	844.
SAFEMAY INC SR UNSECD NT	1,635.	1,635.
SEMPRA ENERGY	2,670.	2,670.
SEMPRA ENERGY SR UNSECD NT	2,600.	2,600.
SHERWIN WILLIAMS COMPANY	3,147.	3,147.
SIMON PPTY GROUP INC NEW COM	690.	690.
SIMON PPTY GROUP L P SR UNSECD NT CALL 9	1,420.	1,420.
SONOCO PRODUCTS CO	1,872.	1,872.
SOUTHERN CALIFORNIA EDISON CO 1ST & REF	2,500.	2,500.
SOUTHERN CO	2,156.	2,156.
TJX COMPANIES INCORPORATED NEW	690.	690.
TELECOM ITALIA CAP CONS BD LUXEMBOURG	2,450.	2,450.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TELEFONICA EMISIONES S A U SR NT SPAIN	2,342.	2,342.
TEXAS INSTRS INC	1,349.	1,349.
TIME WARNER INC NEW COM	3,203.	3,203.
TIME WARNER CABLE INC SR UNSECD NT CALL	3,122.	3,122.
TYCO INTL GROUP S A NT LUXEMBOURG	475.	475.
US BANCORP DEL COM NEW	3,510.	3,510.
UNION PAC CORP NT	3,150.	3,150.
UNITED PARCEL SERVICE CL B	952.	952.
UNITED STATES TREAS NT INFLATION INDEX	5,408.	5,408.
UNITED STATES TREAS NT INFLATION INDEX	17,138.	17,138.
UNITED STATES TREAS NT DTD 08/02/10 1.75	357.	357.
UNITED STATES TREAS NT DTD 06/30/10 0.62	1,125.	1,125.
UNITED STATES TREAS NT DTD 08/16/10 2.62	13,423.	13,423.
UNITED STATES TREAS NT DTD 08/16/10 0.75	3,098.	3,098.
UNITED STATES TREAS NT DTD 05/31/11 1.75	273.	273.
UNITED STATES TREAS NT DTD 08/31/11 1.00	179.	179.
UNITED STATES TREAS NT DTD 11/15/11 2.00	1,979.	1,979.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	4,935.	4,935.
UNITED STATES TREAS NT DTD 07/15/12 0.25	607.	607.
UNITED STATES TREAS NT DTD 11/15/12 1.62	388.	388.
UNITED STATES TREAS NT DTD 11/30/12 0.25	601.	601.
UNITED STATES TREAS NT DTD 02/15/13 2.00	-583.	-583.
UNITED TECHNOLOGIES CORP	2,315.	2,315.
UNITED TECHNOLOGIES CORP NT	2,150.	2,150.
UNITEDHEALTH GROUP INC SR UNSECD NT CALL	1,181.	1,181.
UNUMPROVIDENT CORP	2,496.	2,496.
UNUM GROUP SR NT	2,138.	2,138.
V F CORPORATION	505.	505.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	6,675.	6,675.
VERIZON COMMUNICATIONS	11,196.	11,196.
VERIZON COMMUNICATIONS INC NT	2,114.	2,114.
VERIZON COMMUNICATIONS INC SR UNSECD NT	52.	52.
WFRBS COML MTG TR 2012-C9 MTG PASSTHRU C	1,010.	1,010.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	3,125.	3,125.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	1,340.	1,340.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	2,164.	2,164.
WACHOVIA CORP GLOBAL SR MTN	5,488.	5,488.
WACHOVIA BK COML MTG TR SER 2006 -C27 MT	3,843.	3,843.
WACHOVIA BK COML MTG TR SER 2006-C26 MTG	2,790.	2,790.
WACHOVIA BK COML MTG TR COML MTG PASS TH	419.	419.
WAL-MART STORES INCORPORATED	2,328.	2,328.
WASTE MANAGEMENT INC	3,002.	3,002.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	1,800.	1,800.
WELLS FARGO COMPANY	3,640.	3,640.
WELLS FARGO & CO NEW SR UNSECD NT STEP U	3,357.	3,357.
WELLS FARGO & CO NEW SUB MEDIUM TERM SR	403.	403.
WESTAR ENERGY INC COM	2,048.	2,048.
WEYERHAEUSER CO DEB	7,500.	7,500.
WINDSTREAM CORP COM	1,300.	437.
WISCONSIN ENERGY CORPORATION	1,736.	1,736.
WYETH NT	1,925.	1,925.
XEROX CORP SR UNSECD NT	2,531.	2,531.
ACCENTURE PLC CL A COM	3,524.	3,524.
ACE LTD COM	1,960.	1,960.
TOTAL	701,015.	700,057.

ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	4,349.	4,349.



ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART I - LEGAL FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	1,439.			1,439.
TOTALS	1,439.	NONE	NONE	1,439.



ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.



FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
GRANTMAKING FEES - BOA	52,670.	52,670.
	-----	-----
TOTALS	52,670.	52,670.
	=====	=====



FORM 990PF, PART I - TAXES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,180.	4,180.
EXCISE TAX ESTIMATES	16,000.	
	-----	-----
TOTALS	20,180.	4,180.
	=====	=====



ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	2,357.	2,357.
OTHER CHARITABLE EXPENSES	2,357.	2,357.
TOTALS	----- 4,714. =====	----- 4,714. =====



ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS



FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENTS	84,367.
SECURITIES ADJ	291.
ROUNDING	6.

TOTAL	84,664.
	=====



ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
YEAR END ACCRUED INTEREST ADJUSTMENT	875.
TYE SALES ADJUSTMENT	6,511.
ACCRUED INTEREST PAID CARROVER ADJUSTMENT	1,272.

TOTAL	8,658.
	=====

ENSWORTH CHARITABLE TRUST U/W

06-6026018

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	20,402.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 20,402.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	124,921.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 124,921.00 =====

ENSWORTH CHARITABLE TRUST U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6026018

RECIPIENT NAME:
SEE ATTACHED GUIDELINES & APPLICATION

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/8/2013	-15000	HARTFORD'S CAMP COURANT	NONE	SUPPT CAMPERSHIPS SUMMER PROGRAM 2013	PUBLIC CHARITY
5/8/2013	-7500	JUNIOR ACHIEVEMENT OF SOUTHWEST	NONE	SUPPT JA PROGRAM FOR STUDENTS AT NAYLOR	PUBLIC CHARITY
5/8/2013	-10000	NUTMEG BIG BROTHERS-BIG SISTERS	NONE	SUPPT MENTORING PROGRAM/AT RISK YOUTH	PUBLIC CHARITY
5/8/2013	-20000	OUR PIECE OF THE PIE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-20000	TRINITY COLLEGE	NONE	SUPPT DREAM CAMP PROGRAM	PUBLIC CHARITY
5/8/2013	-5000	UNIV OF CONN FOUNDATION INC	NONE	HUSKY SPORTS AFTER SCHOOL PROGRAM/HARTFORD	PUBLIC CHARITY
5/8/2013	-10000	YMCA OF METROPOLITAN HARTFORD	NONE	SUPPT YMCA TEEN INCENTIVE PROGRAM	PUBLIC CHARITY
5/8/2013	-10000	YMCA OF HARTFORD REGION INC	NONE	SUPPT LEADERSHIP CORPS PROGRAM	PUBLIC CHARITY
5/8/2013	-10000	HARRIET BEECHER STOWE CENTER	NONE	SEIZING LIBERTY STORIES OF EMANCIPATION	PUBLIC CHARITY
5/8/2013	-2000	THE DISCOVERY CENTER INC	NONE	SUPPT THE DIVERSITY ACADEMY IN HARTFORD	PUBLIC CHARITY
5/8/2013	-5000	JUBILEE HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-10000	LITERACY VOLUNTEERS OF GREATER	NONE	SUPPT COMMON GROUND PROGRAM	PUBLIC CHARITY
5/8/2013	-15000	OPMAD	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-5000	READ TO GROW INC	NONE	SUPPT LITERACY FROM BIRTH IN HARTFORD	PUBLIC CHARITY
5/8/2013	-20000	VILLAGE FOR FAMILIES & CHILDREN	NONE	SUPPT VILLAGE EARLY CHILDHOOD LEARNING	PUBLIC CHARITY
5/8/2013	-10000	KNOX PARKS FOUNDATION, INC	NONE	SUPPT KNOX GREEN CREW AMERICORPS PROG	PUBLIC CHARITY
5/8/2013	-10000	HANDS ON HARTFORD	NONE	SUPPT MANNA BASIC NEEDS PROGRAM	PUBLIC CHARITY
5/8/2013	-25000	CONNECTICUT CHILDREN'S MEDICAL	NONE	FINAL MULTI-YEAR PAYMENT CLINICAL CARE	PUBLIC CHARITY
5/8/2013	-15000	MALTA HOUSE OF CARE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-13000	PLANNED PARENTHOOD OF SOTHERN	NONE	SUPPT CITY OF HARTFORD FUND FOR ACCESS	PUBLIC CHARITY
5/8/2013	-10000	VNA OF CONN INC	NONE	SUPPT TELEHEALTH PROGRAM PEOPLE IN	PUBLIC CHARITY
5/8/2013	-10000	VNA HEALTH CARE INC	NONE	SUPPT CHRONIC LUNG MNGT PROGRAM/HARTFORD	PUBLIC CHARITY
5/8/2013	-20000	CT COALITION TO END HOMELESSNESS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-15000	HARTFORD AREA HABITAT F/HUMANITY	NONE	SUPPT PACKARD & MARGUERITE ST/BLOOMFIELD	PUBLIC CHARITY
5/8/2013	-15000	HOUSING EDUCATION RESOURCE CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-20000	IMMACULATE CONCEPTION SHELTER &	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-10000	MY SISTERS PLACE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-25000	THE OPEN HEARTH ASSOCIATION	NONE	SUPPT FOOD FOR HOMELESS MEN	PUBLIC CHARITY
5/8/2013	-10000	AMERICAN SCHOOL FOR THE DEAF	NONE	SUPPT EARLY CHILDHOOD INTERVENTION PROG	PUBLIC CHARITY
5/8/2013	-6500	CONN INSTITUTE FOR THE BLIND	NONE	SUPPT THE NEAT CENTER AT OAK HILL	PUBLIC CHARITY
5/8/2013	-10000	FAMILY LIFE EDUCATION INC	NONE	SUPPT OUR FUTURE YOUNG PREGNANT WOMEN	PUBLIC CHARITY
5/8/2013	-20000	INTERVAL HOUSE INC	NONE	SUPPT NEW BEGINNINGS SHELTER & CHILDREN	PUBLIC CHARITY
5/8/2013	-8000	OPERATION FUEL INC	NONE	SUPPT ENERGY ASSISTANCE PROGRAM	PUBLIC CHARITY
5/8/2013	-12000	SALVATION ARMY OF G HARTFORD	NONE	SUPPT HOLIDAY MEALS PROGRAM	PUBLIC CHARITY
5/8/2013	-7800	SUNRISE NORTHEAST INC	NONE	SUPPT TWO BARRIER HOYER LIFTS EQUIPMENT	PUBLIC CHARITY
5/8/2013	-9000	VOLUNTEERS IN PSYCHOTHERAPY INC	NONE	PROVIDE SUPPT FOR THERAPY SESSIONS PROG	PUBLIC CHARITY
5/8/2013	-25000	AURORA WOMEN & GIRLS FOUNDATION	NONE	SUPPT RESEARCH BASED ASSESSMENT	PUBLIC CHARITY
5/8/2013	-10000	AMERICAN RED CROSS CT	NONE	SUPPT EMERGENCY SERVICES	PUBLIC CHARITY
5/8/2013	-20000	CHARTER OAK CULTURAL CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-10000	CHILDREN IN PLACEMENT	NONE	SUPPT CHILDRENS SERVICES IN HTFD.	PUBLIC CHARITY
5/8/2013	-7500	CONN RIVERS COUNCIL-BOY SCOUTS	NONE	SUPPT LEARNING FO LIFE/EXPLORING	PUBLIC CHARITY
5/8/2013	-15000	CONNECTIKIDS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-10000	COVENANT TO CARE FOR CHILDREN	NONE	SUPPORT OUTTEACH TO CHILDREN	PUBLIC CHARITY
5/8/2013	-10000	EBONY HORSEWOMEN, INC	NONE	SUPPT EQUINE/LEARNING AFTER SCHOOL PROG	PUBLIC CHARITY
5/8/2013	-10000	GIRL SCOUTS OF CONN INC	NONE	SUPPT GIRL SCOUTING DETENTION CENTERS	PUBLIC CHARITY
5/8/2013	-6000	HARTFORD FOOD SYSTEM INC	NONE	SUPPT GROW HARTFORD PROGRAM	PUBLIC CHARITY
5/8/2013	-20000	ARTIST COLLECTIVE INC	NONE	SUPPT PERFORMING & VISUAL ARTS TRAINING	PUBLIC CHARITY
5/8/2013	-5000	BALLET THEATRE COMPANY	NONE	SUPPT CHILDREN'S ENRICHMENT PROG	PUBLIC CHARITY
5/8/2013	-5000	CAYASO INC	NONE	SUPPT 2013 TASTE OF CARIBBEAN FESTIVAL	PUBLIC CHARITY
5/8/2013	-3000	CEDAR HILL CEMETERY FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-5000	CONNECTICUT BALLET	NONE	SUPPT ANNUAL FREE SUMMER DANCE	PUBLIC CHARITY
5/8/2013	-5000	CONCORA	NONE	SUPPT GREAT PERFORMANCE SERIES	PUBLIC CHARITY
5/8/2013	-5000	CONNECTICUT GUITAR SOCIETY, INC	NONE	SUPPT GENERAL OPERATIONS OF ORGANIZATION	PUBLIC CHARITY

5/8/2013	-25000	CONNECTICUT LANDMARKS	NONE	SUPPT BULL HOUSE CAPITAL CAMPAIGN	PUBLIC CHARITY
5/8/2013	-5500	CONN SCIENCE CENTER, INC	NONE	SUPPT SUMMER CAMP PROGRAM FOR	PUBLIC CHARITY
5/8/2013	-5000	FAMILY DAY FOUNDATION, INC	NONE	SUPPT 28TH ANNUAL KENEY PARK FESTIVAL	PUBLIC CHARITY
5/8/2013	-5000	FIRST NIGHT HARTFORD, INC	NONE	SUPPT FIRST NIGHT HARTFORD 2014	PUBLIC CHARITY
5/8/2013	-8000	GREATHER HARTFORD ARTS COUNCIL	NONE	SUPPT NEIGHBORHOOD STUDIOS	PUBLIC CHARITY
5/8/2013	-10000	GREATHER HARTFORD FESTIVAL JAZZ	NONE	SUPPT 22ND HARTFORD FESTIVAL OF JAZZ	PUBLIC CHARITY
5/8/2013	-3000	HEARTBEAT ENSEMBLE, INC	NONE	SUPPT YOUTH PLAY INSTITUTE	PUBLIC CHARITY
5/8/2013	-5000	HARTFORD CHORALE INC	NONE	SUPPT VOCAL SECTION LEADERS, SCHOLARSHIP	PUBLIC CHARITY
5/8/2013	-6000	HARTFORD CITY BALLET INC	NONE	SUPPT HARTFORD ARTS CENTERS	PUBLIC CHARITY
5/8/2013	-5000	HARTFORD CONSERVATORY	NONE	SUPPT TUITION FREE ARTS PROGRAM	PUBLIC CHARITY
5/8/2013	-5000	HARTFORD JAZZ SOCIETY INC	NONE	SUPPT 2013 CONCERT/MASTER CLASS SERIES	PUBLIC CHARITY
5/8/2013	-15000	HARTFORD STAGE COMPANY	NONE	SUPPT INTERACT PROGRAM	PUBLIC CHARITY
5/8/2013	-12500	HARTFORD SYMPHONY ORCHESTRA INC	NONE	SUPPT SYMPHONY IN THE SCHOOLS PROG	PUBLIC CHARITY
5/8/2013	-5000	JUDY DWORIN PERFORMANCE PROJECT	NONE	SUPPT MOVING MATTERS AT PARKVILLE SCHOOL	PUBLIC CHARITY
5/8/2013	-1000	LIFT EVERY VOICE & SING GOSPEL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-10000	MARK TWAIN HOUSE	NONE	SUPPT VISITOR EDUCATIONAL SERVICES	PUBLIC CHARITY
5/8/2013	-15000	REAL ART WAYS, INC	NONE	SUPPT DAYTIME PROGRAMMING	PUBLIC CHARITY
5/8/2013	-2500	SONIA PLUMB DANCE CO	NONE	SUPPT SHADOWS & LIGHT PROGRAM	PUBLIC CHARITY
5/8/2013	-5000	SPECTRUM IN MOTION DANCE THEATER	NONE	SUPPT STRETCHING FOR LIFE PROGRAM	PUBLIC CHARITY
5/8/2013	-10000	WADSWORTH ATHENEUM MUSEUM OF ART	NONE	SUPPT SECOND SATURDAYS FOR FAMILIES PROG	PUBLIC CHARITY
5/8/2013	-5000	HARTFORD 2000, INC	NONE	SUPPT ECONOMIC DEVLP IN CITY	PUBLIC CHARITY
5/8/2013	-12000	HARTFORD COMMUNITY LOAN FUND INC	NONE	SUPPT CREDIT BUILDER LOAN INITIATIVE	PUBLIC CHARITY
5/8/2013	-10000	CENTER FOR CHILDREN'S ADVOCACY I	NONE	SUPPT MEDICAL LEGAL PARTNERSHIP PROJ	PUBLIC CHARITY
5/8/2013	-10000	CHILDREN'S LAW CENTER OF CONN	NONE	SUPPT LEGAL REPRESENTATION/HTFD FAM COURT	PUBLIC CHARITY
5/8/2013	-5000	LAWYERS FOR CHILDREN AMERICA, IN	NONE	SUPPT GENERAL OPERATION /PROGRAM SUPPORT	PUBLIC CHARITY
5/8/2013	-5000	BIAC	NONE	SUPPT HARTFORD COUNTY BIAC HELPLINE	PUBLIC CHARITY
5/8/2013	-3000	FIDELCO GUIDE DOG FOUNDATION	NONE	SUPPT DOG PROGRAM IN BLOOMFIELD & HTFD	PUBLIC CHARITY
5/8/2013	-10000	ACHIEVEMENT FIRST HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/8/2013	-5000	BOYS & GIRLS CLUBS OF HARTFORD	NONE	SUPPT POWER HOUR/MAKING MINUTES COUNT	PUBLIC CHARITY
5/8/2013	-10000	THE CHILDREN'S MUSEUM INC	NONE	SCIENCE ACHIEVEMENT & IMMERSION PROG	PUBLIC CHARITY
5/8/2013	-7000	CHRISTIAN ACTIVITIES COUNCIL	NONE	SUPPT 2013 ADVENTURES IN THE CITY	PUBLIC CHARITY
5/20/2013	-10000	COMMUNITY RENEWAL TEAM	NONE	SUPPT EAST HARTFORD SHELTER/PURCHASE 40	PUBLIC CHARITY
5/20/2013	-10000	CONN PUBLIC BROADCASTING	NONE	SUPPT CHILDREN'S PROGRAMMING	PUBLIC CHARITY
5/20/2013	-10000	HARTFORD SYMPHONY ORCHESTRA INC	NONE	SUPPORT MUSICIANS CARE PROJECT	PUBLIC CHARITY
5/20/2013	-10000	BUSHNELL CENTER FOR PERFORMING	NONE	SUPPT PARTNERS PROGRAM	PUBLIC CHARITY
5/20/2013	-10000	MIRACLE LEAGUE OF CONN	NONE	SUPPT PROGRAM & EVENTS FOR MIRACLE	PUBLIC CHARITY
TOTAL				-912800	

Schedule C

ENSWORTH CHARITABLE FOUNDATION TRUST

The Ensworth Charitable Foundation was established in 1948 under the Will of Antoinette Ensworth. Miss Ensworth's Will stipulates that Connecticut National Bank, as Trustee, is to distribute Trust income to public or charitable organizations in the city of Hartford and neighboring communities.

General guidelines or criteria followed by the Trustee's Distribution Committee are as follows:

- 1) Grants will be made on an annual basis and may be renewable for a total grant period not to exceed two years.
- 2) Grants will be for activities conducted primarily in Hartford and neighboring communities.
- 3) Grants shall be limited to tax-exempt, non-profit organizations.
- 4) Applicants are required to submit audited financial statements for the most recent year for existing organizations. For charities in the formative stage, a projected budget is required.
- 5) The grantee must demonstrate financial responsibility.
- 6) Areas of interest to the Foundation include health and welfare programs, youth activities, enjoyment of the natural environment, relief of human suffering, education, religion and the arts, particularly music.
- 7) Grants in the main will not be for basic operating expenses nor for capital projects.
- 8) No single grantee shall receive all the available funding in any one calendar year.

- 9) Special consideration may be given to grantees whose programs offer the possibility of matching grants.

Grants are made quarterly, in February, May, August and November. Five copies of the application and supporting data must be submitted. The deadline for receipt of applications is the 18th day of the month preceding distribution; i.e. January 18, April 18, July 18 and October 18, for successive quarters. Persons wishing more information should direct inquiries to Ms. *Nancy Turner* Connecticut National Bank, 777 Main Street, MSN ~~242~~, Hartford, Connecticut 06115, telephone number 728-4071.

L. Ensworth

THE ENSWORTH CHARITABLE FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

Does organization have United States Internal Revenue Service exemption letter dated after 1969?

Yes _____ No _____

Please send us a copy of your tax classification letter under 501 (c) (3) and 509 (a).

Please attach copies of the following:

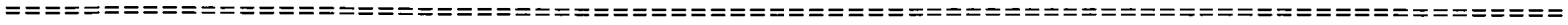
- 1) most recent audited report.
- 2) operating budget including period of time in which grant will be needed and budgeted sources of income.

Signature of Executive Director

Phone number



FEDERAL FOOTNOTES



THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

ENSWORTH CHARITABLE TR U/W-FI
06-6026018
Balance Sheet
5/31/2013



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	393342 840	393,342 84	393,342 84
00206R102	AT&T INC	7400.000	112,747.39	258,926.00
00206RBS0	AT&T INC	60000.000	60,000.00	60,074 40
002824100	ABBOTT LABS	3050.000	80,281.08	111,843 50
00287Y109	ABBVIE INC	4320.000	133,401 35	184,420.80
008117AP8	AETNA INC	40000.000	39,808 80	38,289 60
009158AP1	AIR PRODS & CHEMS INC	25000 000	24,982 00	28,332 50
02005YAE6	ALLY AUTO RECEIVABLES TR 2012-1	34000 000	33,995 08	34,136.34
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	20000 000	19,997.71	19,966 20
02209S103	ALTRIA GROUP INC	3000 000	49,718.53	108,300.00
02364WAN5	AMERICA MOVIL S A B DE C V	30000 000	29,889.90	34,511.40
025537101	AMERICAN ELEC PWR INC	640.000	29,127.80	29,324.80
025537AF8	AMERICAN ELEC PWR CO INC	24000 000	24,002.64	23,848.32
031162100	AMGEN INC	1843.000	126,404 29	185,276.79
03523TBB3	ANHEUSER BUSCH INBEV	25000.000	24,854 50	27,927 75
037833AK6	APPLE INC	30000.000	29,968 20	28,615.50
053015103	AUTOMATIC DATA PROCESSING INC	1620.000	62,662 47	111,326 40
05531FAJ2	BB&T CORP	70000.000	70,059 50	70,344 40
05573WAC9	BMW VEH OWNER TR 2011-A	42209.750	42,282.30	42,311 90
06406HCH0	BANK NEW YORK INC	60000 000	60,000 00	59,983 80
06739FFZ9	BARCLAYS BANK PLC	25000 000	24,970.75	26,221 75
07383FU71	BEAR STEARNS COML MTG SESC INC	60000 000	63,806 25	62,477 40
07388YAE2	BEAR STEARNS COML MTG SECS TR	50000 000	44,531 25	57,321 00
09247X101	BLACKROCK INC	525.000	99,008.96	146,580 00
097023105	BOEING CO	1285.000	90,589.90	127,240.70
110122108	BRISTOL MYERS SQUIBB CO	7000.000	148,021.08	322,070.00
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	55000 000	56,988 80	64,560.10
12513YAF7	CD 2007-CD4 COML MTG TR	55000 000	56,009 77	61,727.60
12514AAE1	CD 2007-CD5 MTG TR	24625 970	25,078.10	28,391.53
12572Q105	CME GROUP INC	1100.000	65,137 21	74,723.00
125896100	CMS ENERGY CORP	2000.000	44,123.89	53,900.00
126117AL4	CNA FINL CORP	15000.000	15,006.15	16,029.00
126117AP5	CNA FINL CORP	15000.000	15,513.90	18,751 50
1261291Q8	SMALL CAP CTF	81939.070	1,793,727.20	1,914,473.59

ENSWORTH CHARITABLE TR U/W-FI
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Cusip	Asset	Units	Basis	Market Value
1261292H7	INTERNATIONAL EQUITY CTF	34495 890	891,453 91	735,210 90
126192AD5	COMM 2012-LC4 MTG TR	40000.000	42,600 78	40,969 20
12619SAC0	CNH EQUIP TR 2010-C	8195.350	8,194.97	8,205 18
126650BH2	CVS CAREMARK CORP	20000.000	20,135.90	23,274.00
136385AK7	CANADIAN NAT RES LTD	35000.000	35,042 35	40,324.55
14040EHK1	CAPITAL ONE BK	50000 000	49,949.00	51,508 00
166764100	CHEVRON CORP	1949 000	115,036.19	239,239 75
171232101	CHUBB CORP	750 000	29,201.70	65,325.00
17275R102	CISCO SYS INC	4580.000	98,452.14	110,446.70
172967FT3	CITIGROUP INC	20000.000	21,981.40	21,660.40
191216100	COCA COLA CO	2350 000	56,767 81	93,976 50
20030NAL5	COMCAST CORP	25000 000	27,224.75	28,364 25
20173QAE1	COMMERCIAL MTG TR 2007-GG9	40000 000	44,218.75	45,031 20
202795HS2	COMMONWEALTH EDISON CO	40000.000	40,386.40	47,520.40
205887BQ4	CONAGRA FOODS INC	36000.000	36,250.99	36,181.80
20825C104	CONOCOPHILLIPS	1000.000	30,837.01	61,340.00
244199105	DEERE & CO	565 000	29,110 72	49,217.15
25243YAJ8	DIAGEO CAP PLC	50000 000	49,870.50	57,085 50
253868103	DIGITAL RLTY TR INC	800.000	42,370.62	48,728 00
25459HAV7	DIRECTV HLDGS LLC / DIRECTV FING	45000.000	46,080 45	47,195 10
254687106	DISNEY WALT CO	1000.000	20,538.70	63,080 00
254687AW6	DISNEY WALT CO	45000.000	44,561.70	45,979.20
25746U109	DOMINION RES INC VA NEW	860 000	44,025.42	48,633.00
260003108	DOVER CORP	1200 000	37,218.41	93,900.00
260543BX0	DOW CHEM CO	32000.000	32,816.64	42,577 60
26138EAN9	DR PEPPER SNAPPLE INC	35000.000	34,817.50	35,947 45
263534109	DU PONT E I DE NEMOURS & CO	2200.000	105,609 00	122,738 00
26441C204	DUKE ENERGY CORP	715.000	46,346.29	47,854.95
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	40000 000	40,755.20	40,014.00
29081YAC0	EMBRAER OVERSEAS LTD	35000 000	34,785.30	40,285.00
29250RAH9	ENBRIDGE ENERGY PARTNERS L P	50000 000	50,180.50	57,253 00
29273RAQ2	ENERGY TRANSFER PARTNERS L P	40000.000	42,453.20	44,057 60
302182AE0	EXPRESS SCRIPTS INC	40000 000	41,187.75	50,554 80
30231G102	EXXON MOBIL CORP	4248.000	96,118.15	384,316.56

ENSWORTH CHARITABLE TR U/W-FI
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Cusip	Asset	Units	Basis	Market Value
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	786.770	793.64	826.06
3128MBA56	FEDERAL HOME LN MTG CORP	18118.570	17,785.90	19,451.92
3128QJDA1	FEDERAL HOME LN MTG CORP	7319.305	7,342.20	7,816.07
31292HAT1	FHLMC GOLD #C00918 DTD 12/1/1999	1267.930	1,312.29	1,484.11
3135G0TT0	FEDERAL NATL MTG ASSN	50000.000	50,019.00	49,912.00
3135G0UF8	FEDERAL NATL MTG ASSN	130000.000	129,954.50	129,875.20
31371MJ40	FEDERAL NATL MTG ASSN	5538.170	5,528.64	5,915.21
31381KUB3	FEDERAL NATL MTG ASSN	85000.000	85,584.38	97,093.80
31383FDJ4	FNMA POOL #501505 DTD 10/1/99	1157.490	1,180.66	1,173.68
31384VLL4	FEDERAL NATL MTG ASSN	1943.890	1,968.36	2,311.50
31385EUK3	FNMA POOL #542486 DTD 7/1/2000	289.250	289.36	292.97
3138A2BM0	FEDERAL NATL MTG ASSN	150014.900	150,014.90	161,398.03
3138AEJG9	FEDERAL NATL MTG ASSN	96986.860	103,821.39	103,838.98
3138LSKK5	FEDERAL NATL MTG ASSN	69267.090	71,951.19	71,788.41
31396LLV0	FEDERAL NATL MTG ASSN	29358.509	29,473.18	29,586.04
31398CTX6	FEDERAL HOME LN MTG CORP	23242.330	24,108.47	24,544.37
31410GME0	FEDERAL NATL MTG ASSN	5719.430	5,777.07	6,191.23
31410K7M0	FEDERAL NATL MTG ASSN	25619.730	27,413.12	28,376.41
31410PP23	FEDERAL NATL MTG ASSN	15008.323	15,149.66	16,216.64
31413JFD1	FEDERAL NATL MTG ASSN	6014.430	6,042.87	6,478.92
31416X5E6	FEDERAL NATL MTG ASSN	49740.170	53,268.62	53,183.18
31418RSF9	FEDERAL NATL MTG ASSN	44449.710	47,936.22	48,687.10
316773209	FIFTH THIRD BANCORP	285.000	42,418.76	45,411.90
316773CK4	FIFTH THIRD BANCORP	70000.000	70,064.40	74,344.90
34530CAC5	FORD CR AUTO LEASE TR 2013-A	20000.000	19,998.04	19,988.60
349631AL5	FORTUNE BRANDS INC	4000.000	3,985.60	4,396.80
35177PAS6	FRANCE TELECOM SA	50000.000	52,668.00	51,827.00
36207KSC5	GNMA POOL #434415 DTD 7/1/99	938.880	931.23	967.54
36225BAW8	GNMA POOL #780921 DTD 11/1/98	120.880	124.43	121.40
362332AE8	GS MTG SECS TR	45000.000	44,479.69	50,550.30
36962G4D3	GENERAL ELEC CAP CORP	45000.000	45,347.40	53,994.60
36962G6S8	GENERAL ELEC CAP CORP	50000.000	50,042.00	48,540.00
370334104	GENERAL MLS INC	1250.000	35,616.21	58,850.00
370334BM5	GENERAL MLS INC	40000.000	40,715.20	41,058.40

ENSWORTH CHARITABLE TR U/W-FI
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Balance Sheet
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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
37045V209	GENERAL MTRS CO	545 000	24,072.78	26,601.45
373334GA3	GEORGIA PWR CO	50000.000	49,268.00	55,516.50
377372AD9	GLAXOSMITHKLINE CAP INC	30000.000	29,981.70	35,665.50
421915EG0	HEALTH CARE PPTY INVS INC	55000.000	57,223.10	63,455.70
42809HAB3	HESS CORP	35000 000	45,136.80	45,051.65
437076102	HOME DEPOT INC	3000.000	97,393.89	235,980.00
43813XAC8	HONDA AUTO RECEIVABLES 2012-3	55000.000	54,999.60	55,045.65
438516106	HONEYWELL INTL INC	1945.000	79,825.85	152,604.70
438516AX4	HONEYWELL INTL INC	5000 000	5,105.50	5,851.90
446150AG9	HUNTINGTON BANKSHARES INC	35000 000	35,273.75	43,149.05
452308109	ILLINOIS TOOL WKS INC	800.000	41,522.48	56,104.00
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	25000.000	29,195.20	26,832.75
458140100	INTEL CORP	6800.000	132,244.10	165,104.00
459200101	INTERNATIONAL BUSINESS MACHS	1700 000	20,835.75	353,634.00
459200GN5	INTERNATIONAL BUSINESS MACHS	50000.000	50,307.50	51,116.50
46625H100	J P MORGAN CHASE & CO	4400.000	109,798.65	240,196.00
46625HBV1	JPMORGAN CHASE & CO	65000.000	71,190.60	68,437.20
46625HJC5	JPMORGAN CHASE & CO	40000.000	39,808.00	43,022.00
46625YNB5	J P MORGAN CHASE COML MTG SECS	24059 240	24,178.32	24,051.54
46625YUC5	J P MORGAN CHASE COML MTG SECS	25000.000	25,833.98	26,833.00
46627QBB3	J P MORGAN CHASE COML MTG SEC	32745.100	34,382.35	34,517.59
46630VAE2	J P MORGAN CHASE COML MTG SECS	83164.540	83,577.72	90,020.62
46638UAC0	J P MORGAN CHASE COML MTG SECS	20000.000	20,623.44	19,528.20
46639EAE1	J P MORGAN CHASE COML MTG SECS	30000.000	30,749.88	29,183.40
478160104	JOHNSON & JOHNSON	3063 000	114,903.80	257,843.34
482480100	KLA-TENCOR CORP	1750 000	91,723.03	98,507.50
491189FC5	KENTUCKY ASSET / LIABILITY COM	53722.920	53,722.92	56,037.30
494368103	KIMBERLY CLARK CORP	1500.000	67,101.38	145,245.00
494550BE5	KINDER MORGAN ENERGY PARTNERS	35000.000	37,863.70	40,275.90
49456B101	KINDER MORGAN INC DEL	2900.000	81,989.64	110,142.00
50075NAS3	KRAFT FOODS INC	10000.000	9,941.40	11,856.20
50075NBA1	KRAFT FOODS INC	35000.000	40,762.05	40,593.70
501044CM1	KROGER CO	50000 000	51,009.00	53,236.50
50180JAD7	LB-UBS COML MTG TR 2007-C2	15000.000	14,707.62	16,692.60

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502413BA4	L-3 COMMUNICATIONS CORP	35000 000	38,543.40	38,099 95
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	16826 480	17,694 09	16,912 80
52108HZY3	LB-UBS COML MTG TR 2004-C2	55000.000	57,509.38	56,150 60
52109RBM2	LB-UBS CMBS TR	9606.240	9,651.63	10,887.90
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	60000 000	62,035 80	63,266 40
534187AX7	LINCOLN NATL CORP IND	20000 000	20,314.70	26,633 60
539473AH1	LLOYDS TSB BK PLC	25000.000	30,924.25	30,485.00
549271AE4	LUBRIZOL CORP	40000.000	37,172.40	42,577.20
55616P104	MACYS INC	1200.000	48,570 99	58,008 00
55616XAH0	MACYS RETAIL HLDGS INC	35000 000	33,739.80	33,464 20
571748102	MARSH & MCLENNAN COS INC	2740.000	94,304.89	109,654 80
577081102	MATTEL INC	1600.000	40,409.73	71,600 00
580135101	MCDONALDS CORP	3600.000	129,150 42	347,652.00
580645109	MCGRAW HILL FINL INC	800.000	54,759 28	43,640 00
58933Y105	MERCK & CO INC	2300.000	11,405.76	107,410.00
59156R108	METLIFE INC	1200.000	60,292.05	53,052 00
59156RAT5	METLIFE INC	30000.000	30,105.00	38,893.50
59156RAU2	METLIFE INC	15000.000	14,986 15	17,467.35
594918104	MICROSOFT CORP	8690.000	204,746.37	303,281 00
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	22777 660	23,895.19	25,012 60
61745MUD3	MORGAN STANLEY CAP I INC	44862 940	46,731.06	45,403.54
61747WAL3	MORGAN STANLEY	35000 000	34,061.30	39,473 35
61751NAF9	MORGAN STANLEY CAP TR I 2007-	40000.000	42,525.00	45,105.60
635405AM5	NATIONAL CITY CORP	25000.000	22,750 00	30,610.00
635405AQ6	NATIONAL CITY CORP	20000.000	16,775.00	21,313.20
65339F101	NEXTERA ENERGY INC	850 000	50,957.39	64,277 00
655664100	NORDSTROM INC	1200 000	34,926.60	70,584.00
664397106	NORTHEAST UTILS	1246.000	43,503.08	51,920.82
665859104	NORTHERN TR CORP	1600.000	76,813 40	93,040.00
666807BB7	NORTHROP GRUMMAN CORP	15000.000	14,972.10	15,552 30
670346AK1	NUCOR CORP	50000.000	50,056.50	59,394 50
674599105	OCCIDENTAL PETE CORP DEL	1200 000	81,560.78	110,484 00
67766WQL9	OHIO ST WTR DEV AUTH WTR POLLU	90000.000	90,000.00	99,630 90
683234YU6	ONTARIO PROV CDA	15000.000	17,329 20	17,085 00

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68389XAG0	ORACLE CORP	50000.000	50,690.50	58,574.00
693475105	PNC FINL SVCS GROUP INC	1300 000	77,513.57	93,132 00
69352PAF0	PPL CAP FDG INC	40000.000	40,040 00	39,201 60
701094104	PARKER HANNIFIN CORP	800.000	28,656.08	79,808.00
713448BN7	PEPSICO INC	30000 000	30,137.70	34,025.70
717081103	PFIZER INC	10170 000	195,100 27	276,929 10
718172109	PHILIP MORRIS INTL INC	2200.000	84,792 48	200,002 00
718546104	PHILLIPS 66	1050.000	33,976.99	69,898.50
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	35000 000	35,325.15	40,593.70
74144T108	PRICE T ROWE GROUP INC	750.000	25,349.38	56,932.50
742718109	PROCTER & GAMBLE CO	1800.000	83,504 71	138,168 00
74432QBC8	PRUDENTIAL FINL INC	20000.000	19,900.45	23,591 60
74432QBG9	PRUDENTIAL FINL INC	30000 000	29,999.10	38,220.90
74460D109	PUBLIC STORAGE INC	340 000	38,798 83	51,612.00
748148RT2	QUEBEC PROV CDA	20000.000	19,614.00	22,960.00
749685103	RPM INTL INC	1760.000	26,821.34	58,308.80
755111507	RAYTHEON CO	1625.000	76,763.14	108,290 00
7591EPAF7	REGIONS FINL CORP	10000 000	9,898.60	10,876.80
780259206	ROYAL DUTCH SHELL PLC	2300 000	145,525 58	152,651.00
78447NAD8	SMART ABS SER 2013-1US TR	30000.000	29,999.00	30,012.00
78462F103	SPDR S&P 500 ETF TR	3300.000	461,507.44	539,368.50
786514BM0	SAFEWAY INC	15000.000	15,422.10	15,778 95
786514BU2	SAFEWAY INC	35000.000	35,480.74	37,106 30
816851109	SEMPRA ENERGY	1000 000	49,831.55	81,300 00
816851AN9	SEMPRA ENERGY	40000 000	40,443.50	46,133.20
824348106	SHERWIN WILLIAMS CO	1450.000	37,570.70	273,368.50
828806109	SIMON PPTY GROUP INC NEW	300.000	46,024.92	49,932.00
828807CG0	SIMON PPTY GROUP L P	35000.000	35,606.90	38,176 60
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	52000.000	52,238.05	51,933 96
83162CVL4	SMALL BUSINESS ADMIN GTD DEV	50000 000	50,359 38	49,428.00
835495102	SONOCO PRODS CO	1560 000	38,029.37	54,631.20
842400ER0	SOUTHERN CALIFORNIA EDISON CO	50000.000	50,349.50	51,413.00
842587107	SOUTHERN CO	1000.000	29,564.00	43,900 00
872540109	TJX COS INC NEW	2000.000	29,486.70	101,220.00

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87927VAU2	TELECOM ITALIA CAP	35000 000	37,428 30	40,611 90
87938WAH6	TELEFONICA EMISIONES S A U	50000 000	56,488 00	55,798.50
882508104	TEXAS INSTRS INC	1550 000	37,366.77	55,660.50
887317303	TIME WARNER INC	3000.000	94,750.73	175,110.00
88732JAX6	TIME WARNER CABLE INC	45000.000	41,738.40	47,659 95
902973304	US BANCORP DEL	4500.000	149,907 60	157,770.00
907818DB1	UNION PAC CORP	40000.000	40,850 00	50,457 20
911312106	UNITED PARCEL SVC INC	910.000	70,142.84	78,169 00
912828NT3	UNITED STATES TREAS NT	432000 000	432,644 03	462,477 60
912828TD2	UNITED STATES TREAS NT	575000.000	574,373.05	573,924.75
912828TZ3	UNITED STATES TREAS NT	710000.000	710,165.63	710,191 70
912828UN8	UNITED STATES TREAS NT	350000.000	355,680.48	346,283.00
913017109	UNITED TECHNOLOGIES CORP	575.000	14,195 70	54,567.50
913017BM0	UNITED TECHNOLOGIES CORP	40000.000	40,869 20	46,615.20
91324PBT8	UNITEDHEALTH GROUP INC	35000.000	36,655 85	36,231.30
91529Y106	UNUM GROUP	4800.000	96,640 14	136,704.00
91529YAG1	UNUM GROUP	30000.000	31,769 40	34,800.60
918204108	V F CORP	290 000	47,396.57	53,319.40
91911TAG8	VALE OVERSEAS LTD	50000 000	50,667.60	56,777.50
92343V104	VERIZON COMMUNICATIONS INC	5475 000	147,973.99	265,428.00
92343VBJ2	VERIZON COMMUNICATIONS INC	40000.000	38,892 00	37,424 00
92930RBB7	WFRBS COML MTG TR 2012-C9	70000.000	71,746 99	68,653 20
92976BBN1	WACHOVIA BK COML MTG TR	25000.000	27,382 81	27,228 00
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	40000.000	39,775.00	43,428 40
92977RAC0	WACHOVIA BK COML MTG TR	27301.930	21,176.07	29,050.89
92978QCB1	WACHOVIA BK COML MTG TR COML	65000.000	73,723.44	73,172.45
931142103	WAL-MART STORES INC	1400.000	69,397.02	104,776.00
94106L109	WASTE MGMT INC DEL	2000.000	42,232.00	83,860.00
947075AD9	WEATHERFORD INTL LTD	30000.000	26,763.70	34,125.60
949746101	WELLS FARGO & CO	4000.000	74,009.45	162,200.00
95709T100	WESTAR ENERGY INC	1540.000	43,741 68	48,848.80
976657106	WISCONSIN ENERGY CORP	1400 000	48,320.06	57,134 00
983024AE0	WYETH	35000 000	34,603.10	36,150 80
984121CA9	XEROX CORP	45000 000	50,566.95	51,053 40

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G1151C101	ACCENTURE PLC	2175 000	106,335.43	178,589.25
H0023R105	ACE LTD	1000 000	34,092.10	89,680 00
N53745100	LYONDELLBASELL INDUSTRIES NV	900.000	55,121 63	59,985 00
		Totals	16,999,057.87	21,787,410 29