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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning DEC 1, 2012, and ending NOV 30, 2013

Name of foundation **CROSSWICKS FOUNDATION, LTD.**

Number and street (or P.O. box number if mail is not delivered to street address) **93 WEST STREET**

City or town, state, and ZIP code **GOSHEN, CT 06756**

Room/suite

A Employer identification number **13-2732197**

B Telephone number **860-496-8119**

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 3,054,714.** (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)

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))		(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	86,241.	86,241.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	94,907.			
	b Gross sales price for all assets on line 6a	1,085,144.			
	7 Capital gain net income (from Part IV, line 2)				
	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)					
11 Other income					
12 Total. Add lines 1 through 11	181,148.	181,148.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	6,255.	6,255.		0.
	c Other professional fees STMT 2	40,294.	40,294.		0.
	17 Interest				
	18 Taxes STMT 3	4,988.	1,068.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	51,537.	47,617.		0.
	25 Contributions, gifts, grants paid	170,000.			160,000.
26 Total expenses and disbursements. Add lines 24 and 25	221,537.	47,617.		160,000.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-40,389.				
b Net investment income (if negative, enter -0-)		133,531.			
c Adjusted net income (if negative, enter -0-)			N/A		

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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				
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5	539,206.	227,920.	232,666.	
	b	Investments - corporate stock STMT 6	1,297,964.	1,916,800.	2,556,097.	
	c	Investments - corporate bonds STMT 7	425,868.	182,144.	190,738.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8	168,802.	75,213.	75,213.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	2,431,840.	2,402,077.	3,054,714.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	162,000.	172,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ ACCRUED EXCISE TAX)	356.	991.		
23	Total liabilities (add lines 17 through 22)	162,356.	172,991.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	2,269,484.	2,229,086.		
	30	Total net assets or fund balances	2,269,484.	2,229,086.		
	31	Total liabilities and net assets/fund balances	2,431,840.	2,402,077.		

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	2,269,484.
2	Enter amount from Part I, line 27a	2	-40,389.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,229,095.
5	Decreases not included in line 2 (itemize) ▶ NON-DEDUCTIBLE PENALTIES	5	9.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,229,086.

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 SEE ATTACHED				
b DETAIL		P	VARIOUS	VARIOUS
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 1,085,144.		990,237.	94,907.
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			94,907.
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	94,907.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	158,000.	2,813,739.	.056153
2010	161,395.	2,769,207.	.058282
2009	146,637.	2,633,674.	.055678
2008	156,909.	2,510,227.	.062508
2007	179,335.	3,143,212.	.057055

2 Total of line 1, column (d)	2	.289676
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	.057935
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,883,340.
5 Multiply line 4 by line 3	5	167,046.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,335.
7 Add lines 5 and 6	7	168,381.
8 Enter qualifying distributions from Part XII, line 4	8	160,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,671.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,671.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	2,671.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,680.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,680.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	991.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>PETROVITS, PATRICK, SMITH & COMPANY</u> Telephone no. ► <u>860-496-8119</u> Located at ► <u>173 PROSPECT STREET, TORRINGTON, CT</u> ZIP+4 ► <u>06790</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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 ☒ 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.) <u>N/A</u>	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 ☒ 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) <u>N/A</u>	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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	2,927,249.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,927,249.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,927,249.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,909.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,883,340.
6	Minimum investment return. Enter 5% of line 5	6	144,167.

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	144,167.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,671.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,671.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	141,496.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	141,496.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	141,496.

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	160,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	160,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,000.

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				141,496.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	23,504.			
b From 2008	32,580.			
c From 2009	15,679.			
d From 2010	24,145.			
e From 2011	18,961.			
f Total of lines 3a through e	114,869.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	160,000.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				141,496.
e Remaining amount distributed out of corpus	18,504.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	133,373.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	23,504.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	109,869.			
10 Analysis of line 9:				
a Excess from 2008	32,580.			
b Excess from 2009	15,679.			
c Excess from 2010	24,145.			
d Excess from 2011	18,961.			
e Excess from 2012	18,504.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FRIENDS OF THE GOSHEN PUBLIC LIBRARY 42 NORTH STREET PO BOX 180 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	1,000.
GIRLS WRITE NOW 247 WEST 37TH STREET SUITE 1800 NEW YORK, NY 10018	NONE	501(C)3	GENERAL OPERATIONS	1,000.
THE DOUGLAS LIBRARY 108 MAIN STREET NORTH CANAAN, CT 06018	NONE	501(C)3	GENERAL OPERATIONS	1,000.
EVERY VOICE CHOIRS, INC. 211 W. 106TH ST. APT. 11C NEW YORK, NY 10025	NONE	501(C)3	GENERAL OPERATIONS	1,000.
BEDFORD HILLS FREE LIBRARY 26 MAIN STREET BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	2,000.
Total			SEE CONTINUATION SHEET(S)	160,000.
b Approved for future payment				
AQUILA THEATER COMPANY 51 BEDFORD ROAD SUITE 10 KATONAH, NY 10536	NONE	501(C)3	GENERAL OPERATIONS	2,000.
METROPOLIS ENSEMBLE 34-33 84TH STREET QUEENS, NY 11372	NONE	501(C)3	GENERAL OPERATIONS	10,000.
BAASICS 498 CARL ST #5 SAN FRANCISCO, CA 94117	NONE	501(C)3	GENERAL OPERATIONS	9,000.
Total			SEE CONTINUATION SHEET(S)	172,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	86,241.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	94,907.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		181,148.	0.
13 Total. Add line 12, columns (b), (d), and (e)					181,148.	181,148.

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

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  4-12-14  Vice President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DEBRA L. KENNESON	<i>Debra L. Kenneson</i>	4/8/2014		P00846511
	Firm's name ▶ PETROVITS, PATRICK, SMITH & COMPANY, LLC				Firm's EIN ▶ 06-1633412
	Firm's address ▶ 173 PROSPECT STREET TORRINGTON, CT 06790				Phone no. 860-496-8119

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COVENANT HOUSE NY 461 8TH AVE NEW YORK, NY 10001-1810	NONE	501(C)3	GENERAL OPERATIONS	2,000.
GOSHEN PLAYERS PO BOX 63 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	2,000.
PLANNED PARENTHOOD 249 WINSTED ROAD SUITE 102 TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	2,000.
YNPN NATIONAL 244 5TH AVENUE, SUITE T282 NEW YORK, NY 10001	NONE	501(C)3	GENERAL OPERATIONS	2,000.
CT FOREST & PARK ASSOC, INC. 16 MERIDAN RD. ROCK FALL, CT 06481-2961	NONE	501(C)3	CONSERVATION	4,000.
ST ANDREW SCHOOL 350 NOXONTOWN STREET MIDDLETOWN, DE 19709-1605	NONE	501(C)3	GENERAL OPERATIONS	4,000.
BEDFORD HILLS ELEMENTARY SCHOOL ASSOCIATION 123 BABBITT RD. BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	5,000.
FOCUS CENTER FOR AUTISM 126 DOWD AVE. PO BOX 452 CANTON, CT 06019	NONE	501(C)3	GENERAL OPERATIONS	5,000.
FRIENDLY HANDS FOOD BANK, INC. 50 KING STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	5,000.
GOSHEN HOSPICE PO BOX 202 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	5,000.
Total from continuation sheets				154,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LARC 314 MAIN STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	5,000.
NEW VICTORY THEATRE 229 W 42ND ST 10TH FLR NEW YORK, NY 10036	NONE	501(C)3	GENERAL OPERATIONS	5,000.
WARNER THEATRE 68 MAIN STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	5,000.
WNYC PO BOX 1550 NEW YORK, NY 10016-1550	NONE	501(C)3	GENERAL OPERATIONS	5,000.
KIDLIT FOUNDATION 44365 PREMIER PLAZA SUITE 220 ASHBURN, VA 20147	NONE	501(C)3	GENERAL OPERATIONS	6,000.
FLMSA 7 LOCKSLEY LANE BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	7,000.
GREENWOODS COUNSELING CENTER PO BOX 1549 LITCHFIELD, CT 06759	NONE	501(C)3	GENERAL OPERATIONS	7,000.
FRIENDS OF MOTT HALL II 234 WEST 109TH STREET-4TH FLOOR NEW YORK, NY 10025	NONE	501(C)3	GENERAL OPERATIONS	7,500.
METROPOLIS ENSEMBLE 34-33 84TH STREET QUEENS, NY 11372	NONE	501(C)3	GENERAL OPERATIONS	10,000.
EMERGENT DIPLOMACY 3250 LA PAZ LANE SANTA FE, NM 87507	NONE	501(C)3	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SUSAN B ANTHONY PROJECT FOR WOMEN, INC. 179 WATER STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	10,000.
THE RETREAT FOUNDATION 30 RIVER RD APT 7D NEW YORK, NY 10044	NONE	501(C)3	GENERAL OPERATIONS	10,000.
WRITOTIA 155 WEST 81ST STREET #A NEW YORK, NY 10024	NONE	501(C)3	GENERAL OPERATIONS	10,000.
CENTRAL PARK EAST SCHOOL 1573 MADISON AVE. 2ND FLR NEW YORK, NY 10029	NONE	501(C)3	GENERAL OPERATIONS	5,000.
MYSTIC AND NOANK PUBLIC LIBRARY 40 LIBRARY STREET MYSTIC, CT 06355	NONE	501(C)3	GENERAL OPERATIONS	1,000.
BREAST CANCER FOUNDATION PO BOX 785 NEW LONDON, CT 06320	NONE	501(C)3	GENERAL OPERATIONS	2,500.
MYSTIC AREA SHELTER AND HOSPITALITY, INC. 119 HIGH STREET MYSTIC, CT 06355	NONE	501(C)3	GENERAL OPERATIONS	2,000.
INTERDEPENDENCE PROJECT NYC 302 BOWERY 3RD FLR NEW YORK, NY 10012	NONE	501(C)3	GENERAL OPERATIONS	5,000.
THE DRAMA THERAPY FUND 1626 LEAVENWORTH STREET MANHATTAN, KS 66502	NONE	501(C)3	GENERAL OPERATIONS	1,000.
826NYC 372 FIFTH AVE BROOKLYN, NY 11215	NONE	501(C)3	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
BEDFORD HILLS ELEMENTARY SCHOOL ASSOCIATION 123 BABBITT RD. BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	5,000.
BEDFORD HILLS FREE LIBRARY 26 MAIN STREET BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	2,000.
BRONX HIGH SCHOOL OF SCIENCE ENDOWMENT FUND PO BOX 449 JEROME AVE. STATION BRONX, NY 10468	NONE	501(C)3	CAPITAL CAMPAIGN	3,000.
COVENANT HOUSE NY 461 8TH AVE NEW YORK, NY 10001-1810	NONE	501(C)3	GENERAL OPERATIONS	2,500.
CT FOREST & PARK ASSOC, INC. 16 MERIDAN RD. ROCK FALL, CT 06481-2961	NONE	501(C)3	CONSERVATION	4,000.
DOCTORS WITHOUT BORDERS USA/MEDECINS SANS FRONTIERES 333 7TH AVE. 2ND FLR NEW YORK, NY 10001-5004	NONE	501(C)3	GENERAL OPERATIONS	2,500.
EMERGENT DIPLOMACY 3250 LA PAZ LANE SANTA FE, NM 87507	NONE	501(C)3	GENERAL OPERATIONS	7,000.
FLMSA 7 LOCKSLEY LANE BEDFORD HILLS, NY 10507	NONE	501(C)3	GENERAL OPERATIONS	6,000.
FOCUS CENTER FOR AUTISM 126 DOWD AVE. PO BOX 452 CANTON, CT 06019	NONE	501(C)3	GENERAL OPERATIONS	5,000.
FRIENDLY HANDS FOOD BANK, INC. 50 KING STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	5,000.
Total from continuation sheets				151,000.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
FRIENDS OF MOTT HALL II 234 WEST 109TH STREET-4TH FLOOR NEW YORK, NY 10025	NONE	501(C)3	GENERAL OPERATIONS	7,500.
FRIENDS OF THE GOSHEN PUBLIC LIBRARY 42 NORTH STREET PO BOX 180 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	1,000.
GIRLS WRITE NOW 247 WEST 37TH STREET SUITE 1800 NEW YORK, NY 10018	NONE	501(C)3	GENERAL OPERATIONS	2,000.
GOSHEN HOSPICE PO BOX 202 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	5,000.
GOSHEN PLAYERS PO BOX 63 GOSHEN, CT 06756	NONE	501(C)3	GENERAL OPERATIONS	2,000.
GREENWOODS COUNSELING CENTER PO BOX 1549 LITCHFIELD, CT 06759	NONE	501(C)3	GENERAL OPERATIONS	7,000.
HOURLCHILDREN 13-07 37TH AVENUE LONG ISLAND CITY, NY 11101	NONE	501(C)3	GENERAL OPERATIONS	3,000.
HUDSON VALLEY SHAKESPEARE 140 MAIN STREET COLD SPRING, NY 10516	NONE	501(C)3	GENERAL OPERATIONS	3,000.
KIDLIT FOUNDATION 44365 PREMIER PLAZA SUITE 220 ASHBURN, VA 20147	NONE	501(C)3	GENERAL OPERATIONS	7,000.
LARC 314 MAIN STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
NADT 44365 PREMIER PLAZA SUITE 220 ASHBURN, VA 20147	NONE	501(C)3	GENERAL OPERATIONS	1,000.
NEW VICTORY THEATRE 229 W 42ND ST 10TH FLR NEW YORK, NY 10036	NONE	501(C)3	GENERAL OPERATIONS	5,000.
PARENTS ASSOCIATION BRONX HIGH SCHOOL OF SCIENCE 75 WEST 205TH STREET BRONX, NY 10468	NONE	501(C)3	GENERAL OPERATIONS	5,000.
PLANNED PARENTHOOD 249 WINSTED ROAD SUITE 102 TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	1,000.
ST ANDREW SCHOOL 350 NOXONTOWN STREET MIDDLETOWN, DE 19709-1605	NONE	501(C)3	GENERAL OPERATIONS	2,000.
SUSAN B ANTHONY PROJECT FOR WOMEN, INC. 179 WATER STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	10,000.
SUSAN B ANTHONY PROJECT FOR WOMEN, INC. 179 WATER STREET TORRINGTON, CT 06790	NONE	501(C)3	ENDOWMENT	5,000.
SUSAN B. KOMEN FOR THE CURE PO BOX 650309 DALLAS, TX 75265-3039	NONE	501(C)3	GENERAL OPERATIONS	2,500.
THE DOUGLAS LIBRARY 108 MAIN STREET NORTH CANAAN, CT 06018	NONE	501(C)3	GENERAL OPERATIONS	1,000.
THE RETREAT FOUNDATION 30 RIVER RD APT 7D NEW YORK, NY 10044	NONE	501(C)3	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
WARNER THEATRE 68 MAIN STREET TORRINGTON, CT 06790	NONE	501(C)3	GENERAL OPERATIONS	4,000.
WNYC PO BOX 1550 NEW YORK, NY 10016-1550	NONE	501(C)3	GENERAL OPERATIONS	5,000.
WRITOPIA 155 WEST 81ST STREET #A NEW YORK, NY 10024	NONE	501(C)3	GENERAL OPERATIONS	10,000.
YNPN NATIONAL 244 5TH AVENUE, SUITE T282 NEW YORK, NY 10001	NONE	501(C)3	GENERAL OPERATIONS	5,000.
Total from continuation sheets				

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6,255.	6,255.		0.
TO FORM 990-PF, PG 1, LN 16B	6,255.	6,255.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST FEES	40,294.	40,294.		0.
TO FORM 990-PF, PG 1, LN 16C	40,294.	40,294.		0.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYC ANNUAL REPORT OF CHARITABLE ORG INVEST	250.	250.		0.
FOREIGN DIVIDEND TAX	818.	818.		0.
EXCISE TAX ON INVESTMENT INCOME	3,920.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,988.	1,068.		0.

FOOTNOTES			STATEMENT 4
PART XV LINE 3(B) CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT			172,000.
PLUS: CURRENT YEAR AWARD APPROVED AND PAID BY 11-30-13			1,000.
LESS: ADJUSTMENT TO PRIOR YEAR APPROVED FOR FUTURE PAYMENT			-3,000.
PART I LINE 25 COLUMN (A) CONTRIBUTIONS PAID			170,000.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		227,920.	232,666.
TOTAL U.S. GOVERNMENT OBLIGATIONS			227,920.	232,666.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			227,920.	232,666.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,916,800.	2,556,097.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,916,800.	2,556,097.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	182,144.	190,738.
TOTAL TO FORM 990-PF, PART II, LINE 10C	182,144.	190,738.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	75,213.	75,213.
TOTAL TO FORM 990-PF, PART II, LINE 13		75,213.	75,213.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB	ACCOUNT
JOSEPHINE F JONES 93 WEST STREET GOSHEN, CT 06756	EXEC. VICE PRESIDENT 0.00	0.	0.	0.	0.
MARIA R. ROONEY 25 LAMB'S WAY STONINGTON, CT 06378	VICE PRESIDENT 0.00	0.	0.	0.	0.
MADELEINE J. ROY 79 HARRIS ROAD KATONAH, NY 10536	TREASURER 0.00	0.	0.	0.	0.
ATTY MORTON L. PRICE 260 MADISON AVE. NEW YORK, NY 10016	SECRETARY 0.00	0.	0.	0.	0.
EDWARD A. JONES 400 EAST 14TH STREET #3D NEW YORK, NY 10009	DIRECTOR 0.00	0.	0.	0.	0.
CHARLOTTE JONES 211 WEST 107TH ST APT 1W NEW YORK, NY 10025	DIRECTOR 0.00	0.	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.	0.

Schedule of Realized Gains and Losses

Security	Acquisition Date	Liquidation Date	Quantity	Acquisition Cost	Liquidation Amount	Gain/Loss
Crosswicks Fdn (ENDOWMENT 546-04064)						
AT&T INC	7/29/2008	1/15/2013	200	6,130.10	6,740.37	610.27
SOUTHERN COMPANY	7/29/2008	1/18/2013	333	11,878.22	14,468.63	2,590.41
SOUTHERN COMPANY	12/17/2008	1/22/2013	110	4,014.95	4,806.55	791.60
SOUTHERN COMPANY	7/29/2008	1/22/2013	22	784.75	961.31	176.56
GENERAL ELEC CO 5 00% 20 05 000%FEB012013	11/5/2010	2/1/2013	6,000	6,000.00	6,000.00	-
GENERAL ELEC CO 5 00% 20 05 000%FEB012013	12/7/2006	2/1/2013	19,000	19,000.00	19,000.00	-
GENERAL ELEC CO 5 00% 20 05 000%FEB012013	3/7/2005	2/1/2013	3,000	3,000.00	3,000.00	-
ANHEUSER-BUSCH IN 2.50% 02.500%JUL152022	07/13/2012 (S/ T)	2/7/2013	13,000	13,080.60	12,728.43	(352.17)
AT&T INC 5 50%FEB01 18 05.500%FEB012018	2/20/2008	2/7/2013	22,000	21,655.70	25,866.50	4,210.80
BHP BILLITON FIN 1 62% 01 625%FEB242017	2/27/2012 (S/ T)	2/7/2013	26,000	26,176.69	26,387.40	210.71
BP CAP MARKETS PL 3 87% 03 875%MAR102015	3/10/2009	2/7/2013	22,000	21,755.80	23,400.08	1,644.28
CISCO SYSTEMS INC 4.45% 04 450%JAN152020	11/17/2009	2/7/2013	23,000	23,149.33	26,440.80	3,291.47
CITIGROUP INC 4 50% 2022 04 500%JAN142022	11/17/2011	2/7/2013	11,000	10,528.98	12,109.24	1,580.26
EQT CORP	12/17/2008	2/7/2013	40	1,286.31	2,489.72	1,203.41
EQT CORP	7/29/2008	2/7/2013	212	11,049.52	13,195.49	2,145.97
FEDERAL HOME LN MTG CORP 04 875%NOV152013	6/5/2008	2/7/2013	26,000	26,130.85	26,928.30	797.45
FEDERAL NATL MTG ASSOC 00 750%DEC192014	09/19/2012 (S/T)	2/7/2013	36,000	36,280.84	36,317.02	36.18
FEDERAL NATL MTG ASSOC 05 375%JUN122017	6/26/2007	2/7/2013	24,000	23,719.28	28,679.21	4,959.93
FIRSTENERGY CORP	12/17/2008	2/7/2013	70	3,681.24	2,824.78	(856.46)
FIRSTENERGY CORP	7/29/2008	2/7/2013	206	15,020.96	8,312.89	(6,708.07)
GENL ELEC CAP COR 2 95% 02 950%MAY092016	9/15/2011	2/7/2013	11,000	11,082.94	11,636.46	553.52
GOLDMAN SACHS GRO 5 75% 05 750%JAN242022	08/01/2012 (S/ T)	2/7/2013	25,000	27,388.79	29,250.00	1,861.21
JPMORGAN CHASE & 5 12% 05 125%SEP152014	6/26/2007	2/7/2013	24,000	22,946.65	25,530.48	2,583.83
PEPSICO INC 5 00%JUN01 1 05 000%JUN012018	11/21/2008	2/7/2013	10,000	9,540.71	11,813.30	2,272.59
U S TREASURY BOND 05.250%NOV152028	1/20/2006	2/7/2013	14,000	15,048.93	18,765.96	3,717.03
U S TREASURY BOND 05 250%NOV152028	10/18/2005	2/7/2013	2,000	2,108.19	2,680.85	572.66
U S TRSY INFLATION BOND 02 000%JAN152026	2/3/2009	2/7/2013	19,000	20,781.81	28,528.90	7,747.09
US TSY 1 000% OCT 31 20 01 000%OCT312016	11/17/2011	2/7/2013	32,000	32,155.83	32,549.89	394.06
US TSY 1 250% SEP 30 20 01.250%SEP302015	10/28/2010	2/7/2013	20,000	20,008.10	20,481.96	473.86
US TSY 1.500% AUG 31 20 01 500%AUG312018	9/15/2011	2/7/2013	15,000	14,999.47	15,425.92	426.45
US TSY 2 000% APR 30 20 02 000%APR302016	5/27/2011	2/7/2013	13,000	13,130.07	13,654.53	524.46
US TSY 2.000% FEB 15 20 02 000%FEB152022	02/27/2012 (S/T)	2/7/2013	13,000	13,089.46	13,208.66	119.20
US TSY 2 625% AUG 15 20 02 625%AUG152020	10/28/2010	2/7/2013	18,000	17,907.97	19,501.10	1,593.13
US TSY 2 625% JUN 30 20 02 625%JUN302014	7/30/2009	2/7/2013	7,000	6,978.70	7,234.31	255.61
US TSY 3 125% FEB 15 20 03 125%FEB152042	02/24/2012 (S/ T)	2/7/2013	19,000	19,055.37	18,960.59	(94.78)
US TSY 3.500% MAY 15 20 03 500%MAY152020	6/24/2010	2/7/2013	16,000	16,421.18	18,343.06	1,921.88
US TSY 4 250% MAY 15 20 04 250%MAY152039	11/17/2009	2/7/2013	20,000	19,936.80	24,448.36	4,511.56
US TSY 4 250% MAY 15 20 04 250%MAY152039	6/24/2009	2/7/2013	2,000	1,943.75	2,444.83	501.08
US TSY 4.250% NOV 15 20 04 250%NOV152017	12/20/2007	2/7/2013	16,000	16,166.50	18,602.45	2,435.95
VERIZON COMMUNICATIONS	7/30/2009	2/7/2013	19,000	20,478.88	23,539.10	3,060.22

Schedule of Realized Gains and Losses

[illegible]

Detail Supporting Line 1a

Schedule of Realized Gains and Losses

[illegible]

Detail Supporting Line 1a

Schedule of Realized Gains and Losses

[illegible]

Schedule of Realized Gains and Losses

Detail Supporting Line 1a

Security	Acquisition Date	Liquidation Date	Quantity	Acquisition Cost	Liquidation Amount	Gain/Loss
Crosswicks Fdn (ENDOWMENT 546-04064)						
COCA COLA COM	2/24/2009	6/26/2013	30	646.27	1,204.03	557.76
COMCAST CRP NEW CL A SPL	2/16/2011	6/26/2013	40	955.97	1,539.17	583.20
CONOCOPHILLIPS	1/21/2003	6/26/2013	20	371.51	1,199.88	828.37
DUKE ENERGY CORP NEW	2/11/2013 (S/T)	6/26/2013	20	1,380.79	1,342.78	(38.01)
HOME DEPOT INC	4/9/2010	6/26/2013	20	662.57	1,505.77	843.20
HONEYWELL INTL INC DEL	4/6/2011	6/26/2013	20	1,178.23	1,581.78	403.55
JOHNSON AND JOHNSON COM	10/29/2008	6/26/2013	20	1,238.71	1,732.08	493.37
KIMBERLY CLARK	7/29/2008	6/26/2013	10	573.18	966.78	393.60
KINDER MORGAN INC. DEL	02/07/2013 (S/T)	6/26/2013	20	750.91	750.47	(0.44)
LORILLARD INC	3/5/2009	6/26/2013	30	571.16	1,293.36	722.20
MARATHON OIL CORP	2/28/2008	6/26/2013	26	840.01	915.29	75.28
MARATHON OIL CORP	2/19/2008	6/26/2013	4	125.65	140.81	15.16
MARATHON PETROLEUM CORP	2/28/2008	6/26/2013	10	437.10	726.19	289.09
NEXTERA ENERGY INC SHS	9/25/2001	6/26/2013	20	540.55	1,595.77	1,055.22
NORTHEAST UTILITIES COM	7/29/2008	6/26/2013	20	499.76	821.93	322.17
PHILLIPS 66 SHS	1/21/2003	6/26/2013	10	110.41	600.59	490.18
PRAXAIR INC	7/29/2008	6/26/2013	10	939.20	1,152.18	212.98
PRUDENTIAL FINANCIAL INC	6/10/2010	6/26/2013	20	1,141.63	1,423.38	281.75
PUB SVC ENTERPRISE GRP	3/6/2009	6/26/2013	20	501.40	649.84	148.44
RAYTHEON CO DELAWARE NEW	7/29/2008	6/26/2013	30	1,736.69	1,969.59	232.90
SEMPRA ENERGY	10/6/2009	6/26/2013	10	509.35	816.49	307.14
UNITED PARCEL SVC CL B	3/18/2013	6/26/2013	10	853.32	864.78	11.46
US TSY 1.250% SEP 30 20 01 250%SEP302015	10/28/2010	6/26/2013	13,000	13,004.52	13,225.42	220.90
BANK OF NOVA SCOTIA	7/30/2008	7/12/2013	230	11,161.28	12,620.99	1,459.71
BANK OF NOVA SCOTIA	7/29/2008	7/12/2013	7	332.78	384.11	51.33
BANK OF NOVA SCOTIA	12/17/2008	7/15/2013	70	1,741.60	3,857.56	2,115.96
BANK OF NOVA SCOTIA	7/30/2008	7/15/2013	31	1,504.35	1,708.34	203.99
AMER EXPRESS COMPANY	12/15/2010	8/15/2013	15	697.50	1,122.73	425.23
AT&T INC	7/29/2008	8/15/2013	36	1,103.42	1,239.12	135.70
CHEVRON CORP	12/29/1992	8/15/2013	13	230.26	1,562.70	1,332.44
CHUBB CORP	7/29/2008	8/15/2013	11	516.22	935.75	419.53
DEERE CO	7/29/2008	8/15/2013	19	1,340.12	1,594.26	254.14
DIAGEO PLC SPSD ADR NEW	7/29/2008	8/15/2013	12	842.59	1,510.70	668.11
DU PONT E I DE NEMOURS	3/10/2006	8/15/2013	33	1,366.25	1,930.47	564.22
ENBRIDGE INC COM	7/29/2008	8/15/2013	24	506.16	1,009.90	503.74
EXXON MOBIL CORP COM	3/24/1992	8/15/2013	26	299.51	2,293.42	1,993.91
GENERAL ELECTRIC(Wash Sale)	09/13/2005 Cost Basis adjusted for Wash Sale	8/15/2013	51	1,705.89	1,222.45	(483.44)
GENERAL ELECTRIC(Wash Sale)	10/26/2005	8/15/2013	5	171.64	119.85	(51.79)
GENERAL ELECTRIC(Wash Sale)	9/13/2005	8/15/2013	4	138.91	95.87	(43.04)
GENERAL ELECTRIC(Wash Sale)	09/13/2005 Cost Basis adjusted for Wash Sale	8/15/2013	27	915.53	647.18	(268.35)

Schedule of Realized Gains and Losses

Security	Acquisition Date	Liquidation Date	Quantity	Acquisition Cost	Liquidation Amount	Gain/Loss
Crosswicks Fdn (ENDOWMENT 546-04064)						
INTERNATIONAL BUSINESS MACHINES	7/29/2008	8/15/2013	7	892.68	1,303.38	410.70
JPMORGAN CHASE & CO	10/30/2007	8/15/2013	39	1,816.10	2,070.87	254.77
MCDONALDS CORP COM	7/29/2008	8/15/2013	14	837.48	1,335.06	497.58
MERCK AND CO INC SHS	7/29/2008	8/15/2013	31	1,004.51	1,488.90	484.39
NEWMONT MINING CORP(Wash Sale)	02/11/2013 (S/T)	8/15/2013	29	1,291.46	963.07	(328.39)
NORTHROP GRUMMAN CORP	7/17/2008	8/15/2013	16	941.84	1,498.21	556.37
OCCIDENTAL PETE CORP CAL	7/29/2008	8/15/2013	19	1,422.98	1,652.99	230.01
PFIZER INC	4/23/2008	8/15/2013	40	795.59	1,156.40	360.81
PHILIP MORRIS INTL INC	7/29/2008	8/15/2013	15	798.61	1,306.93	508.32
PROCTER & GAMBLE CO	7/29/2008	8/15/2013	17	1,105.08	1,369.85	264.77
SCHLUMBERGER LTD	2/19/2008	8/15/2013	15	1,306.23	1,228.93	(77.30)
TOTAL S.A SP ADR	7/30/2008	8/15/2013	18	1,360.75	983.14	(377.61)
TRAVELERS COS INC	3/5/2008	8/15/2013	18	852.97	1,457.61	604.64
UNILEVER NV NY REG SHS	7/30/2008	8/15/2013	28	842.81	1,104.58	261.77
US BANCORP (NEW)	11/17/2004	8/15/2013	24	736.63	879.82	143.19
V F CORPORATION	3/5/2009	8/15/2013	5	240.55	965.83	725.28
VERIZON COMMUNICATNS COM	1/4/2001	8/15/2013	40	2,015.65	1,941.97	(73.68)
WELLS FARGO & CO NEW DEL	7/29/2008	8/15/2013	53	1,572.24	2,271.54	699.30
V F CORPORATION	3/5/2009	9/20/2013	26	1,250.89	5,268.24	4,017.35
V F CORPORATION	3/5/2009	9/23/2013	23	1,106.55	4,645.68	3,539.13
CONSOL ENERGY INC COM	7/29/2008	9/24/2013	29	2,341.53	990.94	(1,350.59)
CONSOL ENERGY INC COM	7/29/2008	9/25/2013	87	7,024.58	2,947.58	(4,077.00)
CONSOL ENERGY INC COM	12/17/2008	9/26/2013	7	228.48	236.41	7.93
CONSOL ENERGY INC COM	7/29/2008	9/26/2013	100	8,074.22	3,377.27	(4,696.95)
CONSOL ENERGY INC COM	12/17/2008	9/27/2013	23	750.72	775.84	25.12
FEDERAL HOME LN MTG CORP 04.875%NOV152013	11/5/2010	11/15/2013	6,000	6,000.00	6,000.00	-
FEDERAL HOME LN MTG CORP 04.875%NOV152013	6/5/2008	11/15/2013	12,000	12,000.00	12,000.00	-
UNILEVER NV NY REG SHS	7/30/2008	11/19/2013	54	1,625.43	2,111.10	485.67
UNILEVER NV NY REG SHS	7/30/2008	11/20/2013	98	2,949.85	3,838.12	888.27
UNILEVER NV NY REG SHS	7/30/2008	11/21/2013	81	2,438.14	3,149.08	710.94
Long-Term Capital Gain Dividend Distributions	Various	Various		-	517.85	517.85
Total				990,237.29	1,085,143.96	94,906.67

Crosswicks Foundation
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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
75,213	CASH BIF MONEY FUND		0 31 75,213 00	0 31 75,213 00			
	Total Cash and Money Funds		<u>\$ 75,213.31</u>	<u>\$ 75,213.31</u>			
					to 990 PF Part II Line 13 col b & c		
19,000	FEDERAL NATL MTG ASSOC NOTES 01 125% APR 27 2017	11/19/13	19,179 92	19,209 38	29 46	19 00	214 00
13,000	FEDERAL NATL MTG ASSOC NOTES 05 375% JUN 12 2017	06/26/07	12,847 95	15,020.46	2,172 51	324 14	699 00
3,000	FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST 121 4573/3.643 72	11/08/10	3,355 38	3,466 26	110 88	74 80	162 00
23,000	FEDERAL NATL MTG ASSOC NOTES 00 750% DEC 19 2014	09/19/12	23,102 09	23,135 01	32 92	76 67	173 00
21,000	U.S. TREASURY NOTE 1 000% OCT 31 2016 01 000% OCT 31 2016	11/17/11	21,080 63	21,270 69	190.06	16 82	210 00
17,000	U.S. TREASURY NOTE 1 750% MAY 15 2023 023	05/23/13	16,557 14	15,659 89	(897 25)	11 51	298.00
8,000	U.S. TREASURY NOTE	06/05/13	7,741 28	7,369 36	(371 92)	5 41	140 00

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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
15,000	U S TREASURY NOTE	06/26/13	13,979.94	13,817.55	(162.39)	10.15	263.00
2,000	U S TREASURY BOND 3 125% FEB 15 2042 03 125% FEB 15 2042	02/24/12	2,005.74	1,765.62	(240.12)	18.00	63.00
11,000	U S TREASURY BOND ORIGINAL UNIT/TOTAL COST 107 5940/11,835.35	09/07/12	11,812.48	9,710.91	(2,101.57)	99.01	344.00
8,000	U S TREASURY BOND 5 25% NOV 15 2028 05 250% NOV 15 2028	01/20/06	8,578.28	9,850.00	1,271.72	16.24	420.00
3,000	U S TREASURY BOND ORIGINAL UNIT/TOTAL COST 122,1996/3,665.99	11/05/10	3,580.69	3,693.75	113.06	6.09	158.00
8,000	U S. TRSY INFLATION BOND 2.0% JAN 15 2026 INFL ADJ PRIN 9,437	02/03/09	8,918.01	10,669.80	1,751.79	59.57	189.00
4,000	U S TRSY INFLATION BOND INFL ADJ PRIN 4,718 ORIGINAL UNIT/TOTAL COST	11/05/10	5,215.10	5,334.90	119.80	29.78	95.00
11,000	U S TREASURY NOTE 4 250% NOV 15 2017 04 250% NOV 15 2017	12/20/07	11,096.80	12,395.68	1,298.88	18.08	468.00
5,000	U S TREASURY BOND 4 250% MAY 15 2039 04 250% MAY 15 2039	11/17/09	4,984.20	5,458.60	474.40	8.22	213.00

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Part II
Lines 10a, 10b & 10c

Crosswicks Foundation
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Schedule of Investment Holdings

EMA Fiscal Statement

CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
2,000	U S TREASURY BOND ORIGINAL UNIT/TOTAL COST 102 7075/2,054 15	11/05/10	2,050 87	2,183 44	132 57	3 29	85 00
7,000	U S TREASURY BOND ORIGINAL UNIT/TOTAL COST 122 7270/8,590 89	03/02/12	8,523 55	7,642.04	(881 51)	11.51	298.00
9,000	U S TREASURY NOTE 3 500% MAY 15 2020 03.500% MAY 15 2020	06/24/10	9,213 44	9,900 00	686.56	12 18	315 00
2,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 108 8675/2,177.35	11/05/10	2,124 82	2,200 00	75 18	2 71	70 00
12,000	U S TREASURY NOTE 2 625% AUG 15 2020 02 625% AUG 15 2020	10/28/10	11,938 64	12,494 04	555 40	90.73	315.00
9,000	U S TREASURY NOTE 2 000% APR 30 2016 02 000% APR 30 2016	05/27/11	9,068 20	9,349 47	281 27	14 42	180 00
10,000	U S TREASURY NOTE 1,500% AUG 31 2018 01 500% AUG 31 2018	09/15/11	9,999 65	10,103 10	103 45	37 29	150 00
Total Government Securities			226,954.80	231,699.95	4,745.15	965.62	5,522.00

Accrued interest \$ 227,920.42

\$ 232,665.57

To 990-PF
Part II

Line 10a
Columns B & C

PLEASE SEE REVERSE SIDE
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Crosswicks Foundation
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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
8,000	ANHEUSER-BUSCH INBEV WOR COMPANY GUARNT GLB 02 500% JUL 15 2022	07/13/12	8,045 82	7,397 52	(648 30)	74 44	200 00
11,000	AT&T INC GLB 05 500% FEB 01 2018	02/20/08	10,827 85	12,501 50	1,673 65	198 31	605 00
4,000	AT&T INC ORIGINAL UNIT/TOTAL COST 117 3740/4,694 96	11/05/10	4,418 02	4,546 00	127 98	72 11	220 00
17,000	BHP BILLITON FIN USA LTD COMPANY GUARNT GLB 01.625% FEB 24 2017	02/27/12	17,093 14	17,191 25	98 11	72.90	277 00
10,000	BP CAPITAL MARKETS PLC COMPANY GUARNT GLB 03 875% MAR 10 2015	03/10/09	9,889 00	10,432 30	543.30	85 03	388.00
5,000	BP CAPITAL MARKETS PLC ORIGINAL UNIT/TOTAL COST 108 5990/5,429 95	03/02/12	5,184 11	5,216.15	32 04	42 52	194 00
8,000	CITIGROUP INC GLB 04 500% JAN 14 2022	11/17/11	7,657 44	8,455 60	798 16	135.00	360 00
15,000	CISCO SYSTEMS INC 04 450% JAN 15 2020 MOODY'S A1 S&P A+	11/17/09	15,087 55	16,495.80	1,408 25	248 46	668 00

Crosswicks Foundation
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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
8,000	GENERAL ELEC CAP CORP GLB 02 950% MAY 09 2016	09/15/11	8,045 93	8,392 96	347 03	13 11	236 00
15,000	GOLDMAN SACHS GROUP INC GLB 05 750% JAN 24 2022	08/01/12	16,326 76	16,928 70	601 94	299 48	863 00
10,000	JPMORGAN CHASE & CO SUBORDINATED GLB 05 125% SEP 15 2014	06/26/07	9,561 10	10,347 40	786 30	105 35	513 00
6,000	JPMORGAN CHASE & CO ORIGINAL UNIT/TOTAL COST. 109 9540/6,597 24	11/05/10	6,127 29	6,208 44	81 15	63 21	308 00
6,000	PEPSICO INC SENIOR NOTES 05 000% JUN 01 2018	11/21/08	5,724.42	6,808 98	1,084 56	148 33	300 00
2,000	PEPSICO INC ORIGINAL UNIT/TOTAL COST. 115 1090/2,302 18	11/08/10	2,187 65	2,269 66	82 01	49 44	100 00
13,000	VERIZON COMMUNICATIONS 6 35% DUE 4/1/2019 MOODY'S BAA1 S&P BBB+	07/30/09	13,896 19	15,382 51	1,486 32	133 00	826 00

CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
8,000	WELLS FARGO & COMPANY SER MTN GLB 03 500% MAR 08 2022	12/05/12	8,605.98	8,090.96	(515.02)	63.00	280.00
15,000	WAL-MART STORES INC 02 875% APR 01 2015 MOODY'S AA2 S&P AA	03/31/10	15,001.57	15,516.75	515.18	69.48	432.00
16,000	AMERICAN EXPRESS CREDIT SER MTN 02 375% MAR 24 2017	02/07/13	16,522.60	16,614.08	91.48	68.61	380.00
Total Corporate Bonds			180,202.42 <i>Accrued Interest 1,941.78</i> 182,144.20	188,796.56 1,941.78 190,738.34	8,594.14 <i>990 PF</i> <i>Part II Line 10c BFC</i>	1,941.78	7,150.00
CURRENT PORTFOLIO SUMMARY							
		Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13		Unrealized Gain or (Loss)	Est Annual Income

CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
162	ABBVIE INC SHS	05/18/06	3,586 95	7,848 90	4,261 95	260 00
70	ABBVIE INC SHS	12/17/08	1,907 35	3,391 50	1,484 15	112 00
413	AT&T INC	07/29/08	12,658 66	14,541.73	1,883 07	744 00
200	AT&T INC	12/17/08	5,669 90	7,042 00	1,372 10	360 00
219	AMER EXPRESS COMPANY	12/15/10	10,183 47	18,790.20	8,606 73	202 00
339	BHP BILLITON LTD ADR	07/29/08	25,023 96	23,126.58	(1,897.38)	787 00
60	BHP BILLITON LTD ADR	12/17/08	2,701 20	4,093 20	1,392 00	140 00
434	BRISTOL-MYERS SQUIBB CO	03/07/07	11,905 91	22,298 92	10,393 01	608 00
130	BRISTOL-MYERS SQUIBB CO	12/17/08	2,940 60	6,679 40	3,738 80	182 00
307	BRISTOL-MYERS SQUIBB CO	04/07/09	6,265 29	15,773 66	9,508 37	430 00
455	COMCAST CRP NEW CL A SPL	02/16/11	10,874 13	21,908 25	11,034 12	355 00
327	COMCAST CRP NEW CL A SPL	02/21/13	12,395 92	15,745 05	3,349 13	256 00
284	CHEVRON CORP	12/29/92	5,030 25	34,772 96	29,742 71	1,136 00
90	CHEVRON CORP	12/17/08	6,989 40	11,019 60	4,030 20	360 00
1	CONOCOPHILLIPS	01/21/03	18 58	72 80	54 22	3 00
200	CONOCOPHILLIPS	01/29/03	3,725 39	14,560.00	10,834 61	552 00
50	CONOCOPHILLIPS	12/17/08	2,081 04	3,640 00	1,558 96	138 00

Crosswicks Foundation
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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
273	CITIGROUP INC COM NEW	03/11/13	12,972 96	14,447 16	1,474 20	11.00
140	CITIGROUP INC COM NEW	05/09/13	6,824 36	7,408 80	584 44	6 00
210	CHUBB CORP	07/29/08	9,855 01	20,254 50	10,399 49	370.00
80	CHUBB CORP	12/17/08	3,985 52	7,716 00	3,730 48	141.00
287	COCA COLA COM	02/24/09	6,182 63	11,534 53	5,351 90	322.00
256	COCA COLA COM	03/23/09	5,522 12	10,288 64	4,766 52	287.00
227	DIAGEO PLC SP5D ADR NEW	07/29/08	15,938 98	28,981 09	13,042 11	681.00
60	DIAGEO PLC SP5D ADR NEW	12/17/08	3,499 01	7,660 20	4,161 19	180 00
149	DOMINION RES INC NEW VA	07/29/08	6,471 09	9,671 59	3,200 50	336.00
60	DOMINION RES INC NEW VA	12/17/08	2,074 19	3,894 60	1,820 41	135 00
294	DOMINION RES INC NEW VA	07/09/09	9,655 84	19,083 54	9,427 70	662.00
101	DUKE ENERGY CORP NEW	02/11/13	6,973.00	7,065 96	92 96	316 00
73	DUKE ENERGY CORP NEW	02/12/13	5,055 53	5,107.08	51 55	228.00
278	DEERE CO	07/29/08	19,608 11	23,418 72	3,810 61	568.00
40	DEERE CO	12/17/08	1,635.16	3,369.60	1,734 44	82 00
308	DOW CHEMICAL CO	06/06/11	10,801 56	12,030 48	1,228 92	395.00
100	DU PONT E I DE NEMOURS	03/10/06	4,140 14	6,138.00	1,997 86	180.00

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CROSSWICKS FOUNDATION LTD

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
360	DU PONT E I DE NEMOURS	01/23/08	15,857.24	22,096.80	6,239.56	649.00
160	DU PONT E I DE NEMOURS	12/17/08	4,345.60	9,820.80	5,475.20	288.00
69	ENBRIDGE INC COM	07/29/08	1,455.20	2,852.46	1,397.26	84.00
344	ENBRIDGE INC COM	07/30/08	7,324.72	14,220.96	6,896.24	415.00
100	ENBRIDGE INC COM	12/17/08	1,635.00	4,134.00	2,499.00	121.00
378	EXXON MOBIL CORP COM	03/24/92	4,354.48	35,335.44	30,980.96	953.00
120	EXXON MOBIL CORP COM	12/17/08	9,837.60	11,217.60	1,380.00	303.00
215	FIFTH THIRD BANCORP	12/20/12	3,253.38	4,368.80	1,115.42	104.00
616	FIFTH THIRD BANCORP	12/21/12	9,299.07	12,517.12	3,218.05	296.00
170	FIFTH THIRD BANCORP	05/09/13	3,010.77	3,454.40	443.63	82.00
285	GENERAL ELECTRIC	10/26/05	9,783.62	7,598.10	(2,185.52)	217.00
440	GENERAL ELECTRIC	10/23/06	15,866.36	11,730.40	(4,135.96)	335.00
300	GENERAL ELECTRIC	12/17/08	5,229.00	7,998.00	2,769.00	228.00
300	GENERAL ELECTRIC	12/14/10	5,322.24	7,998.00	2,675.76	228.00
432	GENERAL ELECTRIC	02/07/13	9,689.98	11,517.12	1,827.14	329.00
310	GENERAL ELECTRIC	11/08/13	8,324.80	8,264.60	(60.20)	236.00
299	GENERAL MILLS	03/31/09	7,515.95	15,078.57	7,562.62	455.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
195	HONEYWELL INTL INC DEL	04/06/11	11,487 72	17,259 45	5,771 73	352 00
40	HONEYWELL INTL INC DEL	02/07/13	2,803 20	3,540 40	737 20	72 00
394	HOME DEPOT INC	04/09/10	13,052 58	31,783 98	18,731 40	615.00
635	INTEL CORP	09/16/09	12,475 85	15,138 40	2,662 55	572 00
110	INTL BUSINESS MACHINES CORP IBM	07/29/08	14,027 75	19,764.80	5,737 05	419 00
40	INTL BUSINESS MACHINES CORP IBM	12/17/08	3,464 40	7,187 20	3,722 80	152 00
274	INTL PAPER CO	07/16/13	13,213 16	12,782 10	(431 06)	384 00
310	JPMORGAN CHASE & CO	11/09/07	13,160.03	17,738.20	4,578 17	472 00
250	JPMORGAN CHASE & CO	12/06/07	11,447 80	14,305 00	2,857 20	380 00
350	JPMORGAN CHASE & CO	10/10/08	13,015 31	20,027 00	7,011 69	532 00
30	JPMORGAN CHASE & CO	12/17/08	966 30	1,716.60	750.30	46 00
136	JPMORGAN CHASE & CO	05/05/09	4,756 12	7,781 92	3,025 80	207.00
12	JOHNSON AND JOHNSON COM	10/29/08	743 22	1,135 92	392 70	32 00
140	JOHNSON AND JOHNSON COM	02/24/09	7,647 43	13,252 40	5,604 97	370 00
75	JOHNSON AND JOHNSON COM	05/17/11	4,973 81	7,099.50	2,125 69	198 00
60	JOHNSON AND JOHNSON COM	08/29/12	4,060 03	5,679.60	1,619 57	159 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
224	JOHNSON CONTROLS INC	03/14/11	9,068 12	11,314 24	2,246 12	198 00
68	JOHNSON CONTROLS INC	03/15/11	2,651 42	3,434 68	783 26	60 00
337	KINDER MORGAN INC DEL	02/07/13	12,652 83	11,976 98	(675 85)	553 00
123	KIMBERLY CLARK	07/29/08	7,050 12	13,426 68	6,376 56	399 00
60	KIMBERLY CLARK	12/17/08	3,065 37	6,549 60	3,484 23	195 00
459	LORILLARD INC	03/05/09	8,738 75	23,560 47	14,821 72	1,010 00
180	METLIFE INC COM	07/09/13	8,770 54	9,394 20	623 66	198 00
334	MARATHON OIL CORP	02/28/08	10,790 95	12,037 36	1,246 41	254 00
60	MARATHON OIL CORP	12/17/08	970 60	2,162 40	1,191 80	46 00
102	MEADWESTVACO CORP	07/29/08	2,408 79	3,581 22	1,172 43	102 00
300	MEADWESTVACO CORP	07/30/08	7,348 10	10,533 00	3,184 90	300 00
80	MEADWESTVACO CORP	12/17/08	891 53	2,808 80	1,917 27	80 00
218	MERCK AND CO INC SHS	07/29/08	7,063 99	10,862 94	3,798 95	384 00
70	MERCK AND CO INC SHS	12/17/08	1,914 47	3,488 10	1,573 63	124 00
190	MERCK AND CO INC SHS	01/05/10	7,066 78	9,467 70	2,400 92	335 00
155	MERCK AND CO INC SHS	04/19/13	7,331 84	7,723 65	391 81	273 00
114	MOTOROLA SOLUTIONS INC	10/02/13	6,890 18	7,510 32	620 14	142 00

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Equities						
106	MOTOROLA SOLUTIONS INC	10/03/13	6,423.52	6,983.28	559.76	132.00
170	MARATHON PETROLEUM CORP	02/28/08	7,430.61	14,065.80	6,635.19	286.00
30	MARATHON PETROLEUM CORP	12/17/08	656.56	2,482.20	1,825.64	51.00
555	MONDELEZ INTERNATIONAL INC	04/22/13	17,460.63	18,609.15	1,148.52	311.00
145	MCDONALDS CORP COM	07/29/08	8,673.89	14,118.65	5,444.76	470.00
162	MCDONALDS CORP COM	10/29/08	9,547.53	15,773.94	6,226.41	525.00
40	MCDONALDS CORP COM	12/17/08	2,525.97	3,894.80	1,368.83	130.00
317	MICROSOFT CORP	07/15/10	8,106.20	12,087.21	3,981.01	356.00
245	MICROSOFT CORP	12/07/11	6,248.90	9,341.85	3,092.95	275.00
87	NEXTERA ENERGY INC SHS	09/25/01	2,351.39	7,359.33	5,007.94	230.00
175	NEXTERA ENERGY INC SHS	01/21/03	5,172.13	14,803.25	9,631.12	462.00
80	NEXTERA ENERGY INC SHS	12/17/08	3,809.58	6,767.20	2,957.62	212.00
39	NEWMONT MINING CORP	02/11/13	1,736.79	968.37	(768.42)	32.00
11	NEWMONT MINING CORP	02/11/13	537.54	273.13	(264.41)	9.00
211	NEWMONT MINING CORP	02/12/13	9,510.55	5,239.13	(4,271.42)	169.00
98	NORTHEAST UTILITIES COM	07/29/08	2,448.85	4,025.84	1,576.99	145.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
157	NORTHEAST UTILITIES COM	07/30/08	3,982 29	6,449 56	2,467 27	231 00
80	NORTHEAST UTILITIES COM	12/17/08	1,802 40	3,286 40	1,484 00	118 00
153	NORTHROP GRUMMAN CORP	07/17/08	9,006 37	17,240 04	8,233 67	374 00
50	NORTHROP GRUMMAN CORP	12/17/08	1,895 00	5,634 00	3,739 00	122 00
219	OCCIDENTAL PETE CORP CAL	07/29/08	16,401 70	20,796.24	4,394 54	561 00
50	OCCIDENTAL PETE CORP CAL	12/17/08	2,902 50	4,748 00	1,845 50	128 00
157	PRUDENTIAL FINANCIAL INC	06/10/10	8,961 80	13,935 32	4,973 52	333 00
125	PRUDENTIAL FINANCIAL INC	08/29/12	6,817 23	11,095 00	4,277 77	265 00
105	PRUDENTIAL FINANCIAL INC	07/12/13	8,160 67	9,319 80	1,159 13	223 00
200	PHILIP MORRIS INTL INC	07/29/08	10,648 08	17,108 00	6,459 92	752 00
224	PHILIP MORRIS INTL INC	10/29/08	9,667 46	19,160 96	9,493 50	843 00
100	PHILLIPS 66 SHS	01/29/03	1,107 13	6,961.00	5,853 87	156 00
25	PHILLIPS 66 SHS	12/17/08	618 45	1,740 25	1,121 80	39 00
395	PFIZER INC	04/23/08	7,856 43	12,533 35	4,676 92	380 00
140	PFIZER INC	12/17/08	2,436.00	4,442.20	2,006 20	135.00
325	PFIZER INC	10/19/09	5,692 38	10,312 25	4,619 87	312 00
120	PFIZER INC	04/18/13	3,679 91	3,807 60	127 69	116 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
127	PRAXAIR INC	07/29/08	11,927.89	16,035.02	4,107.13	305.00
50	PRAXAIR INC	12/17/08	2,945.00	6,313.00	3,368.00	120.00
257	PROCTER & GAMBLE CO	07/29/08	16,706.27	21,644.54	4,938.27	619.00
110	PROCTER & GAMBLE CO	12/17/08	6,743.53	9,264.20	2,520.67	265.00
340	PUB SVC ENTERPRISE GRP	03/06/09	8,523.85	11,114.60	2,590.75	490.00
341	RAYTHEON CO DELAWARE NEW	07/29/08	19,740.36	30,239.88	10,499.52	751.00
100	RAYTHEON CO DELAWARE NEW	12/17/08	5,059.00	8,868.00	3,809.00	220.00
172	SEMPRA ENERGY	10/06/09	8,760.85	15,211.68	6,450.83	434.00
158	SCHLUMBERGER LTD	02/19/08	13,759.00	13,970.36	211.36	198.00
40	SCHLUMBERGER LTD	12/17/08	1,711.56	3,536.80	1,825.24	50.00
454	SUNTRUST BKS INC COM	02/20/13	12,605.94	16,448.42	3,842.48	182.00
230	SUNTRUST BKS INC COM	05/09/13	7,077.86	8,332.90	1,255.04	92.00
340	TOTAL S.A. SP ADR	07/30/08	25,703.05	20,508.80	(5,194.25)	893.00
60	TOTAL S.A. SP ADR	12/17/08	3,595.80	3,619.20	23.40	158.00
179	3M COMPANY	06/30/09	10,726.42	23,898.29	13,171.87	455.00
47	TRAVELERS COS INC	03/05/08	2,227.19	4,264.78	2,037.59	94.00
400	TRAVELERS COS INC	03/11/08	19,088.96	36,296.00	17,207.04	800.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 11/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
46	TRAVELERS COS INC	08/12/09	2,146.67	4,174.04	2,027.37	92.00
138	TORONTO DOMINION BANK	07/27/11	11,248.04	12,614.58	1,366.54	451.00
55	TORONTO DOMINION BANK	08/30/12	4,472.09	5,027.55	555.46	180.00
382	UNILEVER NV NY REG SHS	07/30/08	11,498.39	14,997.32	3,498.93	454.00
140	UNILEVER NV NY REG SHS	12/17/08	3,537.80	5,496.40	1,958.60	167.00
195	UNITED PARCEL SVC CL B	03/18/13	16,639.64	19,964.10	3,324.46	484.00
245	US BANCORP (NEW)	11/17/04	7,519.82	9,608.90	2,089.08	226.00
353	US BANCORP (NEW)	10/29/08	10,654.70	13,844.66	3,189.96	325.00
50	US BANCORP (NEW)	12/17/08	1,279.48	1,961.00	681.52	46.00
216	UNITED TECHS CORP COM	07/29/08	14,014.85	23,945.76	9,930.91	510.00
60	UNITED TECHS CORP COM	12/17/08	3,060.60	6,651.60	3,591.00	142.00
111	UNITED TECHS CORP COM	05/05/09	5,720.97	12,305.46	6,584.49	262.00
131	V F CORPORATION	03/05/09	6,302.54	30,729.98	24,427.44	551.00
245	VERIZON COMMUNICATNS COM	01/04/01	12,345.84	12,156.90	(188.94)	520.00
480	VERIZON COMMUNICATNS COM	04/20/06	14,323.65	23,817.60	9,493.95	1,018.00
200	VERIZON COMMUNICATNS COM	12/17/08	6,438.86	9,924.00	3,485.14	424.00
2	ACE LIMITED	10/05/11	121.98	205.56	83.58	5.00

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Equities						
145	ACE LIMITED	10/06/11	8,801.60	14,903.10	6,101.50	296.00
209	WAL-MART STORES INC	12/04/06	9,829.49	16,931.09	7,101.60	393.00
60	WAL-MART STORES INC	12/17/08	3,355.17	4,860.60	1,505.43	113.00
126	WEYERHAEUSER CO	07/29/08	6,351.68	3,796.38	(2,555.30)	111.00
70	WEYERHAEUSER CO	12/17/08	2,801.71	2,109.10	(692.61)	62.00
548	WEYERHAEUSER CO	09/02/10	8,515.92	16,511.24	7,995.32	483.00
868	WELLS FARGO & CO NEW DEL	07/29/08	25,749.14	38,209.36	12,460.22	1,042.00
240	WELLS FARGO & CO NEW DEL	12/17/08	7,296.00	10,564.80	3,268.80	288.00
Total Equities			1,200,236.03	1,845,352.59	645,116.56	50,419.00

Mutual Funds/Closed End Funds/UIT

2,865	ISHARES TRUST SHS ISHARE EMERGING MARKET LOCAL CURRENCY BOND ETF	02/07/13	153,406.83	141,817.50	(11,589.33)	4,487.00
27,850	BLACKROCK STRATEGIC INCOME OPPRTNITS PTF INST	02/07/13	282,956.00	281,842.00	(1,114.00)	7,853.00
25,496	BLACKROCK MULTI ASSET INCOME PORTFOLIO INSTL	02/07/13	280,201.04	287,084.96	6,883.92	13,258.00

Total Mutual Funds/Closed End Funds/UIT

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Statement Period Year Ending 11/30/13
Account No. 546-04064
Eq. 1.100 (6.600) 716,563.87
1,200,236.03
\$ 1,916,799.90

710,744.46
1,845,352.59
\$ 2,556,097.05

(5,819.41)
25,598.00
To 990 PF Part II Line 10b
Columns B & C