



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

BROWNINGTON FOUNDATION, INC.

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

C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10017

A Employer identification number

23-7043230

B Telephone number

212-418-0500

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)

\$ 10,066,149.

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).)

	(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				
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	216,902.	216,902.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	137,951.			
b Gross sales price for all assets on line 6a	427,780.			
7 Capital gain net income (from Part IV, line 2)		137,951.		
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	100,647.	100,647.	0.	STATEMENT 2
12 Total. Add lines 1 through 11	455,500.	455,500.	0.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	15,375.	7,687.	0.	7,688.
b Accounting fees				
c Other professional fees STMT 4	29,935.	14,967.	0.	14,968.
17 Interest				
18 Taxes STMT 5	26,397.	26,397.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	1,073.	535.	0.	538.
24 Total operating and administrative expenses. Add lines 13 through 23	72,780.	49,586.	0.	23,194.
25 Contributions, gifts, grants paid	561,500.			561,500.
26 Total expenses and disbursements. Add lines 24 and 25	634,280.	49,586.	0.	584,694.
27 Subtract line 26 from line 12	-178,780.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		405,914.		
c Adjusted net income (if negative, enter -0-)			0.	

glt

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	358,126.	12,896.	12,896.
	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 7	453,761.	305,150.	344,388.
	b Investments - corporate stock STMT 8	5,609,380.	5,924,440.	9,225,816.
	c Investments - corporate bonds STMT 9	446,130.	446,131.	483,049.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,867,397.	6,688,617.	10,066,149.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	6,867,397.	6,688,617.	
	30 Total net assets or fund balances	6,867,397.	6,688,617.	
31 Total liabilities and net assets/fund balances	6,867,397.	6,688,617.		

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	6,867,397.
2 Enter amount from Part I, line 27a	2	-178,780.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,688,617.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,688,617.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 427,780.		289,829.	137,951.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			137,951.

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	137,951.
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))
2012	380,557.	8,036,198.	.047355
2011	543,059.	8,046,534.	.067490
2010	534,179.	7,498,918.	.071234
2009	471,608.	7,487,278.	.062988
2008	768,749.	12,025,033.	.063929

2 Total of line 1, column (d)	2	.312996
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	.062599
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,997,541.
5 Multiply line 4 by line 3	5	563,237.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,059.
7 Add lines 5 and 6	7	567,296.
8 Enter qualifying distributions from Part XII, line 4	8	584,694.

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	4,059.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,059.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,059.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,884.	
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	15,884.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,825.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ Refunded ☐	11	0.	

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 the 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
c 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?	N/A	
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) ☒ NY		
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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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 N/A	13	X	
14	The books are in care of MORRIS & MCVEIGH LLP Telephone no 212-418-0500 Located at 767 THIRD AVENUE, NEW YORK, NY ZIP+4 10017			
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	N/A	
16	At any time during calendar year 2013, 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 N/A	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	N/A	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 2013?		1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years N/A	☐ Yes ☒ No	
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)	N/A	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 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		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

6b

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

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

X

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
MARGOT T. EAGAN C/O MORRIS & MCVEIGH, 767 THRID AVE. NEW YORK, NY 10017	PRES. 1.00	0.	0.	0.
CLARE T. MCMORRIS C/O MORRIS & MCVEIGH, 767 THIRD AVE. NEW YORK, NY 10017	TREAS. 1.00	0.	0.	0.
MICHAEL D. SAVAGE C/O MORRIS & MCVEIGH, 767 THIRD AVE. NEW YORK, NY 10017	VICE PRES. & 1.00	ASST. SEC'Y 0.	0.	0.
LEONARD B. BOEHNER C/O MORRIS & MCVEIGH, 767 THIRD AVE. NEW YORK, NY 10017	VICE PRES. 3.00	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 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	8,806,453.
b	Average of monthly cash balances	1b	328,106.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,134,559.
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	9,134,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,018.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,997,541.
6	Minimum investment return. Enter 5% of line 5	6	449,877.

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	449,877.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,059.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,059.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	445,818.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	445,818.
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	445,818.

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	584,694.
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	584,694.
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	4,059.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	580,635.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				445,818.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	174,371.			
b From 2009	101,008.			
c From 2010	167,691.			
d From 2011	152,958.			
e From 2012				
f Total of lines 3a through e	596,028.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	584,694.			
a Applied to 2012, 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 2013 distributable amount				445,818.
e Remaining amount distributed out of corpus	138,876.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	734,904.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	174,371.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	560,533.			
10 Analysis of line 9				
a Excess from 2009	101,008.			
b Excess from 2010	167,691.			
c Excess from 2011	152,958.			
d Excess from 2012				
e Excess from 2013	138,876.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2e					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN ACADEMY OF CHILD & ADOLESCENT PSYCHIATRY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
AMERICAN FOUNDATION FOR THE BLIND	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
ASIA SOCIETY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	50,000.
AUSTEN-RIGGS CENTER	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
BALLIES OF BENNECHIE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,500.
Total SEE CONTINUATION SHEET(S)			3a	561,500.
b Approved for future payment				
NONE				
Total			3b	0.

BROWINGTON FOUNDATION YEAR END BOOK AND MARKET VALUES 12/31/13

	<u>COST BASIS</u>	<u>FAIR MARKET VALUE</u>
<u>SAVINGS AND TEMPORARY CASH</u>		
CASH	\$ 1,896.00	\$ 1,896.00
11,000 STRIP 3 US TREAS & AGENCY	11,000.00	11,000.00
TOTAL	<u>\$ 12,896.00</u>	<u>\$ 12,896.00</u>
<u>U.S. GOVERNMENT OBLIGATIONS</u>		
150,000 FHLB 5% 7/15/14	\$ 149,883.00	\$ 153,918.00
173,481 U.S. TREAS. NTS 2.5% 7/15/16	155,267.00	190,470.00
TOTAL	<u>\$ 305,150.00</u>	<u>\$ 344,388.00</u>
<u>CORPORATE STOCKS</u>		
4,000 ANHEUSER-BUSCH INBEV NV	\$ 222,595.00	\$ 425,840.00
47,901 BBH PRIVATE EQ.PARTNERS III	402,017.00	302,510.00
6,000 BROOKFIELD ASSET MANAGEMENT CL A	147,862.00	232,980.00
2,200 COSTCO	97,103.00	261,822.00
1,200 CRIMSON WINE GROUP LTD	8,757.00	10,608.00
4,000 DEVON ENERGY CORP	216,781.00	247,480.00
3,000 DOVER CORP	90,156.00	289,620.00
4,000 DUKE ENERGY CORP	207,032.00	276,040.00
10,000 ENCANA CORP	304,688.00	180,500.00
2,000 ENSTAR GROUP LTD	144,047.00	277,820.00
2,400 EXXON MOBIL CORP	133,831.00	242,880.00
280,000 GLOBALSTAR INC	271,187.00	490,000.00
400 GOOGLE INC.	228,613.00	448,284.00
12,000 HOMEFED CORP	290,330.00	439,200.00
12,000 LEVEL 3 COMM INC	248,385.00	398,040.00
6,000 LOWES COS INC	129,268.00	297,300.00
2,600 JOHNSON & JOHNSON CO	56,225.00	238,134.00
3,000 KIMBERLY CLARK CORP	190,219.00	313,380.00
12,000 LEUCADIA NATIONAL CORP	296,895.00	340,080.00
5,000 MICROSOFT CORP	171,669.00	187,150.00
3,000 NATIONAL OILWELL VARGO INC	202,890.00	238,590.00
3,000 NESTLE SA	118,812.00	220,770.00
5,000 POTASH CORP OF SASKATCHEWAN	205,621.00	164,800.00
1,600 PRAXAIR INC	81,408.00	208,048.00
3,000 PROCTER & GAMBLE	124,615.00	244,230.00
4,000 QUALCOMM INC	183,408.00	297,000.00
3,000 ROYAL DUTCH	137,958.00	213,810.00
10,000 SPECTRA ENERGY CORP	217,022.00	356,200.00
6,000 SYSCO CORP	171,812.00	216,600.00
5,000 VERIZON COMM.	155,488.00	245,700.00
4,000 WABTEC	92,519.00	297,080.00
4,000 WAL MART STORES INC	216,440.00	314,760.00
8,000 WILLIAMS COMPINES INC	158,787.00	308,560.00
TOTAL	<u>\$ 5,924,440.00</u>	<u>\$ 9,225,816.00</u>

BROWINGTON FOUNDATION YEAR END BOOK AND MARKET VALUES 12/31/13

	<u>COST BASIS</u>	<u>FAIR MARKET VALUE</u>
CONTINUED		
<u>CORPORATE BONDS</u>		
150,000 AMER EXPRESS CREDIT 5.30% 12/02/15	\$ 144,693.00	\$ 162,827.00
150,000 LUCADIA NATL CORP 8.125% 9/15/15	154,628.00	166,875.00
150,000 METLIFE INC. 5.50%, 6/15/14	<u>146,810.00</u>	<u>153,347.00</u>
TOTAL	446,131.00	<u>\$ 483,049.00</u>
 TOTAL BOOK AND MARKET VALUES	 <u>\$ 6,688,617.00</u>	 <u>\$ 10,066,149.00</u>

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	1,000 SHS BROOKFIELD ASSET MANAGEMENT CL A	P	06/21/11	03/06/13
b	1,000 SHS SYSCO CORP	P	06/21/11	03/06/13
c	1,000 VERIZON COMMUNICATIONS	P	06/21/11	03/06/13
d	344 SHS BROOKFIELD PROPERTY PARTNERS LP	P	04/15/13	04/22/13
e	400 SHS JOHNSON & JOHNSON CO	P	12/02/95	06/18/13
f	150,000 FEDERAL HOME LOAN BANK 5.125% 8/14/2013	P	01/31/07	08/14/13
g	1,200 SHS WABTEC	P	11/17/10	10/23/13
h	400 SHS WABTEC	P	11/17/10	03/06/13
i	CASH IN LIEU BROOKFIELD PROPERTY PARTNERS LP	P	04/15/13	04/16/13
j	CENDANT CORP LITIGATION SETTLEMENT	P	VARIOUS	01/30/13
k	AOL LITIGATION SETTLEMENT	P	VARIOUS	03/29/13
l	COLBURN CLASS ACTION	P	VARIOUS	04/24/13
m				
n				
o				

(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 38,479.		24,919.	13,560.
b 32,792.		28,635.	4,157.
c 47,255.		31,098.	16,157.
d 7,203.			7,203.
e 34,435.		8,650.	25,785.
f 150,000.		150,267.	-267.
g 78,068.		27,756.	50,312.
h 39,347.		18,504.	20,843.
i 9.			9.
j 51.			51.
k 103.			103.
l 38.			38.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			13,560.
b			4,157.
c			16,157.
d			7,203.
e			25,785.
f			-267.
g			50,312.
h			20,843.
i			9.
j			51.
k			103.
l			38.
m			
n			
o			

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	137,951.
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 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
BANK STREET ENDOWMENT CAMPAIGN	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	30,000.
BANK STREET SCHOOL FOR CHILDREN	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
BERKSHIRE TACONIC FOUNDATION STOCKBRIDGE LAND TRUST	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
BRAEMER MOUNTAIN RESCUE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
BREARLEY SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	12,500.
CENTER FOR MEDICARE ADVOCACY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
CENTRAL PARK CONSERVANCEY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
CHILDREN'S VILLAGE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	4,000.
CHINA INSTITUTE IN AMERICA	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
CITY SQUASH	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
Total from continuation sheets				495,000.

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
COLUMBIA UNIVERSITY (CHARLES RUFF FUND)	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
CONSERVATIONAL INTERNATIONAL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	500.
CONSUELO FOUNDATION FOR COMMUNITY & FAMILY SERVICES FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
DEERFILED ACADEMY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
DOCTORS WITHOUT BORDERS	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
EMMA WILLARD SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
EPISCOPAL RELIEF & DEVELOPMENT	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,500.
FEEDING AMERICA	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
FISHER HOUSE FOUNDATION INC	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
FRIENDS OF INSCH HOSPITAL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
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
GOULD FARM	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
GREEN BELT MOVEMENT	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
GROTON OPEN SPACE ASSOCIATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
GROTON PUBLIC LIBRARY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
HOMEBOY INDUSTRIES	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
HOMES FOR OUR TROOPS	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
HUMAN RIGHTS CAMPAIGN FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
INNOCENCE PROJECT, THE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
INTERPEACE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
LENOX PUBLIC LIBRARY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
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
LOOMIS SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
MARIE CURIE CANCER SCOTLAND	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
MASSACHUSETTS AUDUBON SOCIETY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	500.
MIDDLEBURY COLLEGE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
MYSTIC AREA SHELTER & HOSPITALITY, INC	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
MYSTIC GARDEN CLUB	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
MYSTIC SEAPORT	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
NATIONAL OUTDOOR LEADERSHIP SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	500.
NATIONAL PUBLIC RADIO	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
NEW ENGLAND SCIENCE & SAILING FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	45,000.
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
NEW YORK PRESBYTERIAN HOSPITAL CORNELL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
NEW YORK PRESBYTERIAN HOSPITAL FUND FOR MEDICINE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
NOANK GROUP HOMES & SUPPORT SERVICES, INC.	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,500.
OPERATION FINALLY HOME	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
OVARIAN CANCER RESEARCH FUND	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
OYNE SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
PITCAPLE ENVIROMENTAL PROJECT	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	7,500.
PREP FOR PREP	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,750.
PRICETON UNIVERSITY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
PRINCETON CHILD DEVELOPMENT INSTITUTE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,500.
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
PRINCETON DAY SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
PRINCETON HOSPICE PROGRAM	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
PROJECT HAVEN	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
QUEBEC LABRADOR FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	35,000.
RECORDING FOR THE BLIND & DYSLEXIC	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
ROBERT COLLEGE OF ISTANBUL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
ROBIN HOOD FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
ROYAL NATIONAL LIFEBOAT INSTITUTION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	3,000.
SAVE THE CHILDREN	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
SEA TURTLE RESTORATION PROJECT	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
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
SHAKESPEARE & COMPANY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
SIERRA CLUB	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
SLOAN-KETTERING CANCER CENTER	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
SOUTHEAST MISSOURI UNIVERSITY FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
ST BERNARD'S SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	500.
STONNINGTON COMMUNITY CENTER INC.	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
STONNINGTON FREE LIBRARY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
STRATHBOGIE RDA GROUP	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	8,000.
TAFT SCHOOL ANNUAL FUND, THE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
TAFT SCHOOL, THE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
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
TEACH FOR AMERICA	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
THE GILLEN BREWER SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	8,000.
TRAINING INSTITUTE FOR MENTAL HEALTH	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
TRICKEL-UP	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
UNIVERSITY OF MASSACHUSETTS SCHOOL OF ENGINEERING	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	2,000.
URBAN JUSTICE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	1,000.
VERMONT SKI MUSEUM	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
WELLESLEY COLLEGE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
WESTMISTER CHOIR COLLEGE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
WILLIAM A. WHITE INSTITUTE	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	8,000.
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
WORLD LEARNING INC	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	40,000.
YALE ALUMNI FUND	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
YALE LAW SCHOOL	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	10,000.
YALE UNIVERSITY STERLING LIBRARY	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	20,000.
YALE UNIVERSITY YALE COMMUNITY ROWING	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
YALE UNIVERSITY- YALE CHILD STUDY CENTER	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	5,000.
YELLOWSTONE PARK FOUNDATION	NONE	CHARITABLE & EDUCATIONAL	GENERAL FUNDING	750.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU FIDUCIARY TRUST - DIVIDENDS	168,236.	0.	168,236.	168,236.	168,236.
THRU FIDUCIARY TRUST - INTEREST	48,666.	0.	48,666.	48,666.	48,666.
TO PART I, LINE 4	216,902.	0.	216,902.	216,902.	216,902.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH PRIVATE EQUITY PARTNERS III	100,647.	100,647.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	100,647.	100,647.	0.

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRIS & MCVEIGH LLP, LEGAL FEE	15,375.	7,687.	0.	7,688.
TO FM 990-PF, PG 1, LN 16A	15,375.	7,687.	0.	7,688.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	29,935.	14,967.	0.	14,968.
TO FORM 990-PF, PG 1, LN 16C	29,935.	14,967.	0.	14,968.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	11,397.	11,397.	0.	0.
IRS - EXCISE TAX	15,000.	15,000.	0.	0.
TO FORM 990-PF, PG 1, LN 18	26,397.	26,397.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT OF LAW - FILING FEE	250.	125.	0.	125.
DELAWARE REP. FEE	397.	198.	0.	199.
NY LAW JOURNAL	135.	67.	0.	68.
ADR FEES	291.	145.	0.	146.
TO FORM 990-PF, PG 1, LN 23	1,073.	535.	0.	538.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT SECURITIES - SEE SCHEDULE	X		305,150.	344,388.
TOTAL U.S. GOVERNMENT OBLIGATIONS			305,150.	344,388.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			305,150.	344,388.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE SCHEDULE	5,924,440.	9,225,816.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,924,440.	9,225,816.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE SCHEDULE	446,131.	483,049.
TOTAL TO FORM 990-PF, PART II, LINE 10C	446,131.	483,049.