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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning 06/01, 2013, and ending 05/31, 2014

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

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

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **PROVIDENCE, RI 02901-1802**

A Employer identification number
06-6026018

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

C If exemption application is pending, check here

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

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

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

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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) **\$ 23,023,603.**

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

ENVELOPE POSTMARK DATE OCT 08 2014

SCANNED OCT 08 2014

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	686,830.	679,166.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,538,556.			
b	Gross sales price for all assets on line 6a	8,185,675.			
7	Capital gain net income (from Part IV, line 2)		1,538,556.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	2,225,386.	2,217,722.		
13	Compensation of officers, directors, trustees, etc.	127,930.	76,758.		OGDEN, UT 51,172.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 3	57,718.			57,718.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	45,104.	4,604.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	5,399.	143.		5,256.
24	Total operating and administrative expenses Add lines 13 through 23	237,401.	81,505.	NONE	115,396.
25	Contributions, gifts, grants paid	925,500.			925,500.
26	Total expenses and disbursements Add lines 24 and 25	1,162,901.	81,505.	NONE	1,040,896.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,062,485.			
b	Net investment income (if negative, enter -0-)		2,136,217.		
c	Adjusted net income (if negative, enter -0-)				

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OCT 08 2014
OGDEN, UT
IRS ODC

R Ynie

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	393,343.	880,357.	880,357.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	STMT 6	16,605,715.	17,206,044.	22,143,246.
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,999,058.	18,086,401.	23,023,603.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	16,999,058.	18,086,401.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	16,999,058.	18,086,401.		
31	Total liabilities and net assets/fund balances (see instructions)	16,999,058.	18,086,401.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,999,058.
2	Enter amount from Part I, line 27a	2	1,062,485.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	32,559.
4	Add lines 1, 2, and 3	4	18,094,102.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	7,701.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,086,401.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 7,757,934.		6,647,119.	1,110,815.	
b 427,741.			427,741.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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			1,110,815.	
b			427,741.	
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	1,538,556.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,010,306.	20,905,656.	0.048327
2011	716,843.	19,678,340.	0.036428
2010	786,072.	19,038,474.	0.041289
2009	926,284.	17,794,402.	0.052055
2008	1,115,085.	16,966,196.	0.065724
2 Total of line 1, column (d)			2 0.243823
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048765
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 22,411,922.
5 Multiply line 4 by line 3			5 1,092,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,362.
7 Add lines 5 and 6			7 1,114,279.
8 Enter qualifying distributions from Part XII, line 4			8 1,040,896.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax based on investment income is 42,724. Total credits and payments is 46,515. Amount overpaid is 3,791.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. Most 'No' boxes are marked with an 'X'. Includes sub-rows 4a-4b and 8a-8b.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1082
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 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) 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 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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		127,930.		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE"		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	21,917,400.
b	Average of monthly cash balances	1b	835,820.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	22,753,220.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	22,753,220.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	341,298.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,411,922.
6	Minimum investment return. Enter 5% of line 5	6	1,120,596.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,120,596.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	42,724.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	42,724.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,077,872.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,077,872.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,077,872.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,040,896.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,040,896.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,040,896.

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				1,077,872.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			984,119.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,040,896.</u>				
a Applied to 2012, but not more than line 2a			984,119.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				56,777.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,021,095.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

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

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 11

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENTS</p>	N/A	SEE ATTACH	SEE ATTACHED	925,500.
Total ▶ 3a				925,500.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	18.	18.
FOREIGN DIVIDENDS	104,822.	104,822.
NONDIVIDEND DISTRIBUTIONS	1,728.	
DOMESTIC DIVIDENDS	301,908.	301,908.
OTHER INTEREST	200,294.	200,294.
FOREIGN INTEREST	32,111.	32,111.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	23,157.	23,157.
NON-TAXABLE FOREIGN INCOME	5,936.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	4,933.	4,933.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	1,868.	1,868.
MARKET DISCOUNT ?%OTHER INTEREST	238.	238.
NONQUALIFIED FOREIGN DIVIDENDS	1,820.	1,820.
NONQUALIFIED DOMESTIC DIVIDENDS	7,997.	7,997.
TOTAL	686,830.	679,166.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	56,618.	56,618.
OTHER PROFESSIONAL FEES - CHAR	1,100.	1,100.
TOTALS	57,718.	57,718.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,604.	4,604.
EXCISE TAX ESTIMATES	40,500.	
TOTALS	45,104.	4,604.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	2,628.		2,628.
OTHER CHARITABLE EXPENSES	2,628.		2,628.
OTHER INVESTMENT FEE	143.	143.	
TOTALS	5,399.	143.	5,256.

ENSWORTH CHARITABLE TRUST U/W

06-6026018

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS

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

DESCRIPTION -----	AMOUNT -----
YEAR END ACCRUED INTEREST ADJUSTMENT	992.
CTF ADJUSTMENTS	31,567.

TOTAL	32,559.
	=====

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

DESCRIPTION	AMOUNT
TYE SALES ADJUSTMENT	1,515.
ACCRUED INTEREST PAID CARROVER ADJUSTMENT	184.
SECURITIES ADJ	2,325.
ROUNDING	13.
SALES GAIN/LOSS ADJUSTMENT	349.
TYE WASH SALES ADJUSTMENT	3,315.
TOTAL	7,701.

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

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

COMMON TRUST FUNDS	53,269.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		53,269.00
		=====

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

COMMON TRUST FUNDS	374,472.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		374,472.00
		=====

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 127,930.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION: 127,930.

=====

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

06-6026018

RECIPIENT NAME:
SEE ATTACHED GUIDELINES & APPLICATION

STATEMENT 11

Schedule C

ENSWORTH CHARITABLE FOUNDATION TRUST

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

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

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

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

Grants are made quarterly, in February, May, August and November. Five copies of the application and supporting data must be submitted. The deadline for receipt of applications is the 18th day of the month preceding distribution, i.e. January 18, April 18, July 18 and October 18, for successive quarters. Persons wishing more information should direct inquiries to Ms. *Nancy Turner* Connecticut National Bank, 777 Main Street, MSN ~~282~~, Hartford, Connecticut 06115, telephone number 728-*4071*.

L. D. Smith, C.
THE ENSWORTH CHARITABLE FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

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

Yes _____ No _____

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

Please attach copies of the following:

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

Signature of Executive Director

Phone number

FEDERAL FOOTNOTES

=====

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

ENSWORTH CHARITABLE TRUST U/W
06-6026018
Balance Sheet
5/31/2014



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	3150 000	40,985 72	111,730 50
00206RBN1	AT&T INC	40000 000	35,228 40	38,482 80
00206RBS0	AT&T INC	60000 000	60,000 00	60,093 60
00287Y109	ABBVIE INC	4925.000	162,364 93	267,575 25
00287YAH2	ABBVIE INC	55000 000	55,500 19	55,479 60
009158AP1	AIR PRODS & CHEMS INC	25000 000	24,982 00	27,784 75
02005YAE6	ALLY AUTO RECEIVABLES TR 2012-1	12170 500	12,168 73	12,191 55
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	20000 000	19,997 71	20,033.40
02209S103	ALTRIA GROUP INC	3000 000	49,718 53	124,680 00
02364WAN5	AMERICA MOVIL S A B DE C V	30000 000	29,889 90	34,087 50
025537101	AMERICAN ELEC PWR INC	640 000	29,127 80	34,144.00
025537AF8	AMERICAN ELEC PWR CO INC	24000 000	24,002 64	24,150 00
031162100	AMGEN INC	2075 000	152,069 49	240,679.25
03523TBP2	ANHEUSER BUSCH INBEV	25000 000	23,528 00	24,180 25
037833100	APPLE INC	210 000	107,374 34	132,930 00
037833AK6	APPLE INC	30000 000	29,968 20	28,516 50
053015103	AUTOMATIC DATA PROCESSING INC	1600 000	61,872 38	127,488 00
055622104	BP P L C	1250 000	58,239 38	63,062 50
05573WAC9	BMW VEH OWNER TR 2011-A	5976 410	5,986 69	5,981 13
06406HCH0	BANK NEW YORK INC	60000.000	60,000 00	60,063 00
06739FFZ9	BARCLAYS BANK PLC	25000 000	24,970 75	25,119 50
07383FU71	BEAR STEARNS COML MTG SESC INC	41848 250	44,502 99	41,997 23
07388YAE2	BEAR STEARNS COML MTG SECS TR	50000 000	44,531 25	55,857.50
09247X101	BLACKROCK INC	525 000	99,008 96	160,072 50
097023105	BOEING CO	1625 000	125,680 99	219,781 25
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	55000 000	56,979 51	63,185 10
12514AAE1	CD 2007-CD5 MTG TR	24300 780	24,746 95	27,041 42
12572Q105	CME GROUP INC	1100 000	65,137 21	79,200 00
125896100	CMS ENERGY CORP	2000 000	44,123 89	59,500 00
125896BK5	CMS ENERGY CORP	30000 000	33,448 30	34,177 20
126117AL4	CNA FINL CORP	15000 000	15,006 15	15,435 45
126117AP5	CNA FINL CORP	15000 000	15,495 95	18,581 85
1261291Q8	SMALL CAP CTF	81939 070	2,114,222 26	2,247,506 75
1261292H7	INTERNATIONAL EQUITY CTF	34495 890	1,032,762 66	821,343 69

ENSWORTH CHARITABLE TRUST U/W
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Balance Sheet
5/31/2014



Cusip	Asset	Units	Basis	Market Value
126192AD5	COMM 2012-LC4 MTG TR	40000 000	42,600 78	40,961 20
126650100	CVS CAREMARK CORP	900 000	54,700 11	70,488 00
126650CC2	CVS CAREMARK CORP	35000 000	35,998 20	36,948 80
134429AY5	CAMPBELL SOUP CO	30000 000	27,066 60	28,300 20
136385AK7	CANADIAN NAT RES LTD	35000 000	35,040 66	39,462 85
166764100	CHEVRON CORP	2100 000	133,150 74	257,859 00
171232101	CHUBB CORP	750 000	29,201 70	69,495 00
17275R102	CISCO SYS INC	5600.000	123,099 73	137,872.00
172967FT3	CITIGROUP INC	20000 000	21,974 49	21,691 00
172967HC8	CITIGROUP INC	25000 000	25,233 74	25,402 25
191216100	COCA COLA CO	2350 000	56,767 81	96,138 50
20030N101	COMCAST CORP	2325 000	112,707 79	121,365 00
20030NAL5	COMCAST CORP	25000 000	27,151 24	27,362 75
20047RAG8	COMM 2007-C9 MTG TR	25000.000	27,948 24	27,925 50
20173QAE1	COMMERCIAL MTG TR 2007-GG9	40000 000	44,218 75	43,788 40
202795HS2	COMMONWEALTH EDISON CO	40000 000	40,377 76	46,143 20
205887BQ4	CONAGRA FOODS INC	36000 000	36,247 82	36,256.32
20825C104	CONOCOPHILLIPS	1900 000	91,802 69	151,886 00
212015AH4	CONTINENTAL RES INC	35000 000	36,205 91	37,931 25
25243YAJ8	DIAGEO CAP PLC	50000 000	49,870.50	55,361 00
25459HBF1	DIRECTV HLDGS LLC / DIRECTV FING	40000 000	39,018 00	41,313 20
254687106	DISNEY WALT CO	800 000	15,748 58	67,208 00
25746U109	DOMINION RES INC VA NEW	850 000	43,512 00	58,616 00
260003108	DOVER CORP	1375 000	44,502 38	119,872 50
263534109	DU PONT E I DE NEMOURS & CO	2200 000	105,609 00	152,482 00
26441C204	DUKE ENERGY CORP	700 000	45,366 05	49,756 00
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	40000 000	40,736 18	40,747 60
26442EAC4	DUKE ENERGY OHIO INC	20000 000	20,000 00	20,013 60
268648102	EMC CORP	4325 000	105,972 43	114,872 00
29081YAC0	EMBRAER OVERSEAS LTD	35000 000	34,785 30	39,243 75
29250RAH9	ENBRIDGE ENERGY PARTNERS L P	50000 000	50,180 50	55,599 00
29273RAQ2	ENERGY TRANSFER PARTNERS L P	30000 000	31,826 53	33,308 40
302182AE0	EXPRESS SCRIPTS INC	40000 000	41,187 75	48,828 80
30231G102	EXXON MOBIL CORP	2475 000	54,865 64	248,811 75

ENSWORTH CHARITABLE TRUST U/W
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Cusip	Asset	Units	Basis	Market Value
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	365.140	368 33	375 02
3128MBA56	FEDERAL HOME LN MTG CORP	11798 500	11,581 88	12,794.53
3128QJDA1	FEDERAL HOME LN MTG CORP	7098 685	7,120 88	7,579 48
31292HAT1	FHLMC GOLD #C00918 DTD 12/1/1999	1187 940	1,229 49	1,369 65
3136AHEX4	FEDERAL NATL MTG ASSN	117127 630	122,489 89	123,365 85
31371MJ40	FEDERAL NATL MTG ASSN	2312 300	2,308 32	2,457 51
31381KUB3	FEDERAL NATL MTG ASSN	85000 000	85,584 38	94,570 15
31383FDJ4	FNMA POOL #501505 DTD 10/1/99	1123 540	1,146 01	1,138 36
31384VLL4	FEDERAL NATL MTG ASSN	1730 610	1,752 40	2,016.28
31385EUK3	FNMA POOL #542486 DTD 7/1/2000	93 980	94 01	94 49
3138A2BM0	FEDERAL NATL MTG ASSN	80052.720	80,052 72	85,119 26
3138AEJG9	FEDERAL NATL MTG ASSN	75246 670	80,549 18	81,444.74
31396LLV0	FEDERAL NATL MTG ASSN	20878 289	20,959 83	20,932 99
31398CTX6	FEDERAL HOME LN MTG CORP	15049 010	15,609 83	15,905.60
31410GME0	FEDERAL NATL MTG ASSN	4133 430	4,175 10	4,450 01
31410K7M0	FEDERAL NATL MTG ASSN	13618 700	14,572 01	15,346.37
31410PP23	FEDERAL NATL MTG ASSN	5121 743	5,169 98	5,543 42
31413JFD1	FEDERAL NATL MTG ASSN	2718 550	2,731 39	2,919 01
31416X5E6	FEDERAL NATL MTG ASSN	35435 020	37,948 68	38,376 48
31418RSF9	FEDERAL NATL MTG ASSN	37136 390	40,049 25	40,629 07
316773100	FIFTH THIRD BANCORP	3600.000	62,939 53	74,484 00
316773CQ1	FIFTH THIRD BANCORP	70000 000	69,901 30	70,378 00
34530CAC5	FORD CR AUTO LEASE TR 2013-A	20000 000	19,998 04	20,030 20
34530HAC4	FORD CREDIT AUTO OWNER TR	30000 000	29,995 54	30,010 50
349631AL5	FORTUNE BRANDS INC	4000 000	3,985 60	4,276 88
36161YAC8	GE EQUIP MIDTICKET LLC SER	42970 760	42,917 05	42,997.83
36198EAE5	GS MTG SECS TR 2013-GC13	30000 000	30,835 49	32,093 70
36207KSC5	GNMA POOL #434415 DTD 7/1/99	49 070	48 67	49 03
362332AE8	GS MTG SECS TR	45000 000	44,479 69	48,921 30
36246LAE1	GS MTG SECS TR 2007 GG10	27249 280	30,071 07	30,289 48
36962G4D3	GENERAL ELEC CAP CORP	45000 000	45,344 10	53,374 05
36962G6S8	GENERAL ELEC CAP CORP	25000 000	25,020 96	24,967 25
370334104	GENERAL MLS INC	1625 000	53,913 47	89,261 25
373334GA3	GEORGIA PWR CO	50000 000	49,268 00	53,467.00

ENSWORTH CHARITABLE TRUST U/W
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Cusip	Asset	Units	Basis	Market Value
377372AD9	GLAXOSMITHKLINE CAP INC	30000 000	29,981.70	34,657 50
410345102	HANESBRANDS INC	750 000	56,560 63	63,622.50
421915EG0	HEALTH CARE PPTY INVS INC	55000 000	57,172 00	61,557 65
42809HAB3	HESS CORP	35000 000	44,941 46	44,245 25
437076102	HOME DEPOT INC	3000 000	97,393 89	240,690 00
43813XAC8	HONDA AUTO RECEIVABLES 2012-3	42031 370	42,031 07	42,078 44
438516106	HONEYWELL INTL INC	1925.000	78,648 06	179,313 75
438516AX4	HONEYWELL INTL INC	5000.000	5,103 72	5,702 95
446150AG9	HUNTINGTON BANKSHARES INC	35000 000	35,273 75	42,580 65
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	15000 000	14,997 33	15,099 30
452308109	ILLINOIS TOOL WKS INC	800 000	41,522 48	69,240 00
458140100	INTEL CORP	6800 000	132,244 10	185,776 00
459200101	INTERNATIONAL BUSINESS MACHS	925 000	11,197 56	170,533 00
46625H100	J P MORGAN CHASE & CO	5050 000	147,325 87	280,628 50
46625HBV1	JPMORGAN CHASE & CO	65000 000	70,872 80	65,844 35
46625HHS2	JPMORGAN CHASE & CO	40000 000	43,252 40	43,967 60
46625YA29	J P MORGAN CHASE COML MTG SECS	30000 000	32,076 56	31,979.10
46625YJF1	J P MORGAN CHASE COML MTG SECS	19764 430	20,278 61	20,209 33
46625YNB5	J P MORGAN CHASE COML MTG SECS	22986 270	23,100 04	23,211 08
46625YUC5	J P MORGAN CHASE COML MTG SECS	25000 000	25,833 98	26,196.50
46627QBB3	J P MORGAN CHASE COML MTG SEC	18797 230	19,737 08	19,372 24
46630VAE2	J P MORGAN CHASE COML MTG SECS	61412 540	61,717 66	64,951 74
46638UAC0	J P MORGAN CHASE COML MTG SECS	20000 000	20,623 44	19,727.20
46639EAE1	J P MORGAN CHASE COML MTG SECS	30000 000	30,749 88	29,439 30
46640LAD4	JPMBB COML MTG SEC	15000 000	15,449 94	16,094 85
478160104	JOHNSON & JOHNSON	3000 000	110,425 05	304,380 00
482480100	KLA-TENCOR CORP	1750 000	91,723.03	114,660 00
487836108	KELLOGG CO	925 000	56,354 94	63,806 50
491189FC5	KENTUCKY ASSET / LIABILITY COM	42088 870	42,088 87	43,926 47
494368103	KIMBERLY CLARK CORP	1500 000	67,101 38	168,525 00
49446RAK5	KIMCO RLTY CORP	35000 000	33,830 65	33,844 65
494550BE5	KINDER MORGAN ENERGY PARTNERS	35000 000	37,810 32	39,240 60
50076Q106	KRAFT FOODS GROUP INC	1000 000	57,631 19	59,460 00
501044CM1	KROGER CO	50000 000	50,963 47	52,121.00

ENSWORTH CHARITABLE TRUST U/W
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Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
50180JAD7	LB-UBS COML MTG TR 2007-C2	12333 570	12,093 16	13,567 17
502413BA4	L-3 COMMUNICATIONS CORP	35000 000	38,497 80	38,938 20
50247VAA7	LYB INTL FINANCE BV	20000.000	20,844 76	20,953 60
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	60000 000	62,004 08	60,556 80
534187AX7	LINCOLN NATL CORP IND	20000 000	20,314 70	26,148 20
539473AH1	LLOYDS BK PLC	25000 000	30,887 95	30,344 25
549271AE4	LUBRIZOL CORP	40000 000	37,172 40	40,668 40
55616P104	MACYS INC	2285 000	101,512 12	136,848 65
55616XAK3	MACYS RETAIL HLDGS INC	35000 000	36,886 85	37,185 75
571748102	MARSH & MCLENNAN COS INC	2700.000	92,910 15	135,729.00
580135101	MCDONALDS CORP	3600 000	129,150 42	365,148 00
58155QAG8	MCKESSON CORP	45000 000	41,522 55	43,508 70
58933Y105	MERCK & CO INC	2300 000	11,405 76	133,078 00
59156R108	METLIFE INC	2850 000	145,271 05	145,150 50
59156RAT5	METLIFE INC	30000 000	30,103 77	37,488 60
59156RAU2	METLIFE INC	15000 000	14,985 52	16,770 15
594918104	MICROSOFT CORP	7200.000	159,696 04	294,768 00
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	21175 030	22,213 94	22,410 80
61747WAL3	MORGAN STANLEY	35000 000	34,061 30	40,017 25
61751NAF9	MORGAN STANLEY CAP TR I 2007-	40000 000	42,525 00	43,883 20
635405AM5	NATIONAL CITY CORP	25000 000	22,750 00	29,998 75
635405AQ6	NATIONAL CITY CORP	20000 000	16,775 00	20,559.20
65339F101	NEXTERA ENERGY INC	600 000	35,518 02	58,416 00
664397106	NORTHEAST UTILS	1200.000	41,889 20	54,480 00
665859104	NORTHERN TR CORP	1600 000	76,813 40	96,640 00
66989HAE8	NOVARTIS CAP CORP	40000 000	37,999 60	38,599 20
670346AM7	NUCOR CORP	30000 000	30,075 30	31,029 60
674599105	OCCIDENTAL PETE CORP DEL	625 000	37,664 08	62,306 25
67766WQL9	OHIO ST WTR DEV AUTH WTR POLLU	90000 000	90,000 00	96,983 10
683234YU6	ONTARIO PROV CDA	15000 000	17,177 33	16,555 20
68389X105	ORACLE CORP	1375 000	57,455 31	57,777 50
68389XAP0	ORACLE CORP	40000 000	37,465 60	38,710.80
693475105	PNC FINL SVCS GROUP INC	1300 000	77,513 57	110,851 00
69352PAF0	PPL CAP FDG INC	25000 000	25,024 10	25,063 00

ENSWORTH CHARITABLE TRUST U/W
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Balance Sheet
5/31/2014



Cusip	Asset	Units	Basis	Market Value
701094104	PARKER HANNIFIN CORP	800 000	28,656 08	100,184 00
717081103	PFIZER INC	10150 000	194,587 36	300,744 50
718172109	PHILIP MORRIS INTL INC	2200 000	84,792 48	194,788 00
718546104	PHILLIPS 66	1275.000	46,870 35	108,107 25
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	35000 000	35,323 74	39,405.10
74144T108	PRICE T ROWE GROUP INC	750 000	25,349 38	61,147 50
742718109	PROCTER & GAMBLE CO	1800 000	83,504 71	145,422 00
74432QBC8	PRUDENTIAL FINL INC	20000 000	19,900 45	22,978 60
74432QBG9	PRUDENTIAL FINL INC	30000 000	29,999 10	37,343 10
74460D109	PUBLIC STORAGE INC	325.000	37,036.66	56,023.50
747525103	QUALCOMM INC	710 000	56,746 72	57,119 50
748148RT2	QUEBEC PROV CDA	20000.000	19,614 00	22,467 20
755111507	RAYTHEON CO	2000 000	104,278 79	195,140 00
7591EPAF7	REGIONS FINL CORP	10000 000	9,898 60	10,300 00
76116FAA5	RESOLUTION FDG CORP FED	185000 000	164,343 30	167,208 55
76116FAD9	RESOLUTION FDG CORP FED PRIN	210000 000	181,936 71	184,422 00
771195104	ROCHE HLDG LTD	3500 000	122,347 93	128,957 50
780259206	ROYAL DUTCH SHELL PLC	1650 000	97,780 74	129,690 00
78447NAD8	SMART ABS SER 2013-1US TR	30000 000	29,999 00	30,072 00
78462F103	SPDR S&P 500 ETF TR	2000 000	259,293 44	385,360 00
786514BM0	SAFEWAY INC	15000 000	15,415 46	15,148 20
80283WAC3	SANTANDER DRIVE AUTO	15000 000	15,000 00	15,002 25
806857108	SCHLUMBERGER LTD	1800 000	159,515 03	187,272 00
816851109	SEMPRA ENERGY	600 000	29,397 00	60,210 00
816851AN9	SEMPRA ENERGY	20000 000	20,204 22	22,198 20
816851AU3	SEMPRA ENERGY	17000 000	17,262 04	17,964 58
824348106	SHERWIN WILLIAMS CO	575 000	14,874 85	117,650 75
828806109	SIMON PPTY GROUP INC NEW	300 000	46,024 92	49,938 00
83162CUK7	SMALL BUSINESS ADMIN GTD DEV	42375 210	42,866 83	42,904 48
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	48911 120	49,134.45	47,175 75
83162CVL4	SMALL BUSINESS ADMIN GTD DEV	47830 160	48,173 95	45,797 86
83162CVN0	SMALL BUSINESS ADMIN GTD DEV	42106 170	38,698 20	40,165 92
83162CVR1	SMALL BUSINESS ADMIN GTD DEV	63696 900	63,710 68	65,053 01
835495102	SONOCO PRODS CO	1500 000	36,566 70	63,360 00

ENSWORTH CHARITABLE TRUST U/W
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Balance Sheet
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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
842587107	SOUTHERN CO	1000 000	29,564 00	43,780 00
87938WAH6	TELEFONICA EMISIONES S A U	50000.000	56,451 93	57,908 00
882508104	TEXAS INSTRS INC	2275 000	62,397 61	106,879 50
887317303	TIME WARNER INC	3000 000	94,750 73	209,490 00
88732JAX6	TIME WARNER CABLE INC	45000 000	41,738 40	48,767 85
89114QAL2	TORONTO DOMINION BK UNSECD	50000.000	50,000 00	50,270 50
902973304	US BANCORP DEL	4500 000	149,907 60	189,855 00
907818DB1	UNION PAC CORP	40000 000	40,846 96	48,790 80
91086QAW8	UNITED MEXICAN STS	75000 000	86,011 61	87,375 00
911312106	UNITED PARCEL SVC INC	1250 000	99,579 86	129,850 00
912828A26	UNITED STATES TREAS NT	670000 000	669,528 90	670,395 30
912828A34	UNITED STATES TREAS NT	120000 000	118,771 88	119,316 00
912828B33	UNITED STATES TREAS NT	100000 000	100,156 45	100,289 00
912828NT3	UNITED STATES TREAS NT	92000 000	91,727 57	96,147 36
912828VL1	UNITED STATES TREAS NT	150000 000	150,034 69	150,657 00
912828WE6	UNITED STATES TREAS NT	190000 000	189,873 82	195,641 10
912828WF3	UNITED STATES TREAS NT	720000 000	720,228 61	721,123 20
913017109	UNITED TECHNOLOGIES CORP	575 000	14,195 70	66,826 50
913017BM0	UNITED TECHNOLOGIES CORP	40000 000	40,869 20	45,640 00
91324PBT8	UNITEDHEALTH GROUP INC	35000 000	36,597 99	36,079.75
91529YAG1	UNUM GROUP	30000 000	31,704 18	34,215 90
918204108	V F CORP	1150 000	46,978 77	72,473 00
91911TAM5	VALE OVERSEAS LTD	50000.000	48,627 50	51,358 50
92343V104	VERIZON COMMUNICATIONS INC	7475 000	242,613 84	373,451 00
92343VBJ2	VERIZON COMMUNICATIONS INC	30000 000	29,169 00	28,294 50
92343VBP8	VERIZON COMMUNICATIONS INC	51000 000	52,281 98	54,655 17
92922FAS7	WAMU MTG PASS-THROUGH CTFS	28627 290	29,110 37	29,018 91
92930RBB7	WFRBS COML MTG TR 2012-C9	70000 000	71,746 99	69,036 10
92976BBN1	WACHOVIA BK COML MTG TR	25000 000	27,382 81	26,300 50
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	40000 000	39,775 00	42,322 40
92977RAC0	WACHOVIA BK COML MTG TR	20538 230	15,929 97	21,449 92
931142103	WAL-MART STORES INC	775 000	38,416 21	59,496 75
939647103	WASHINGTON PRIME GROUP INC	150 000	0 00	2,983 50
94106L109	WASTE MGMT INC DEL	2000 000	42,232 00	89,360 00

ENSWORTH CHARITABLE TRUST U/W
06-6026018
Balance Sheet
5/31/2014



Cusip	Asset	Units	Basis	Market Value
947075AD9	WEATHERFORD INTL LTD	30000 000	26,763 70	34,338 90
94973VBA4	WELLPOINT INC	25000 000	23,917 35	24,930 25
949746101	WELLS FARGO & CO	5350 000	129,264 96	271,673 00
976657106	WISCONSIN ENERGY CORP	1400 000	48,320 06	63,728 00
984121CA9	XEROX CORP	45000 000	50,566 95	51,976 35
988498AJ0	YUM BRANDS INC	40000.000	39,750 80	40,954 80
G1151C101	ACCENTURE PLC	1375 000	63,235 27	111,993 75
H0023R105	ACE LTD	1000 000	34,092 10	103,710 00
N53745100	LYONDELLBASELL INDUSTRIES NV	900 000	55,121 63	89,613 00
		Totals.	17,206,044 08	22,143,425 76

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/16/2014	-3000	ACHIEVE HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	BALLET THEATRE COMPANY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3000	CAPITAL CLASSICS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	CAYASCO INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3000	CEDAR HILL CEMETERY FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-20000	CHARTER OAK CULTURAL CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3000	CONCORA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	CONN GUITAR SOCIETY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	CONN PUBLIC BROADCASTING NETWORK	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-6000	CONN SCIENCE CENTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-6000	CRIS RADIO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3500	CULTURAL DANCE TROUPE OF THE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	FAMILY DAY FOUNDATION INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	GREATER HARTFORD FESTIVAL JAZZ	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-8000	HARRIET BEECHER STOWE CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	HARTFORD STAGE COMPANY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	HARTFORD SYMPHONY ORCHESTRA INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3000	HILL-STEAD MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-2000	LIFT EVERY VOICE & SING GOSPEL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	MARK TWIN HOUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-2500	SONIA PLUMB DANCE COMPANY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-2500	SPECTRUM IN MOTION DANCE THEATER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	WADSWORTH ATHENEUM MUSEUM OF ART	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3500	WINDSOR ART CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	HARTFORD LOCAL INITIATIVE SUPPT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	PUBLIC ALLIES CONN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-12000	CHILDREN'S LAW CENTER OF CONN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3500	FAMILIES IN CRISIS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	LAWYERS FOR CHILDREN IN AMERICA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	BRAIN INJURY ALLIANCE OF CONN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-3000	FIDELCO GUIDE DOG FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	4-H CENTER AT AUER FARM OF CT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	ACHIEVEMENT FIRST	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7000	CHRISTIAN ACTIVITIES COUNCIL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-9000	HARTFORD CONSORTIUM F/HIGHER ED	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7500	HARTFORD PUBLIC LIBRARY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	HARTFORD YOUTH SCHOLARS FDN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	LITERACY VOLUNTEERS OF G HTPD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7000	READ TO A CHILD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7000	READ TO GROW	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-50000	TEACH FOR AMERICA CT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	THE CHILDREN'S MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-2000	DISCOVERY CENTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-20000	VILLAGE FOR FAMILIES & CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7000	WATKINSON SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-4000	WORLD AFFAIRS COUNCIL OF CT INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	KNOX PARKS FOUNDATION INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-12000	BILLINGS FORGE COMM WORKS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	FOODSHARE OF GREATER HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	VNA OF CONN INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC

5/16/2014	-10000	VNA HEALTH CARE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-25000	MERCY HOUSING & SHELTER CORP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-25000	MY SISTER'S PLACE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-25000	SOUTH PARK INN INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-8000	BRIDGE FAMILY CENTER, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-8000	CONN WOMEN'S EDUCATION & LEGAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	FAMILY LIFE EDUCATION INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	HARC INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-25000	HARTFORD INTERVAL HOUSE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-15000	HOUSING EDUCATION RESOURCE CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	OAK HILL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-20000	GENGRAS CENTER/UNIV OF ST JOSEPH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-10000	SANT FRANCIS HOSPITAL & MED CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-7500	VOLUNTEERS IN PSYCHOTHERAPY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/16/2014	-5000	LEADERSHIP GREATER HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/19/2014	-6000	HARTFORD CITY BALLET	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-10000	YMCA OF METROPOLITAN HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-10000	YWCA OF THE HARTFORD REGION INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-10000	HEALTHY EYES ALLIANCE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-15000	MALTA HOUSE OF CARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-25000	CT COALITION TO END HOMELESSNESS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-15000	AMERICAN RED CROSS CT CHAPTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-15000	HARTFORD'S CAMP COURANT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-5000	HOLE IN THE WALL GANG FUND, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-5000	BOYS & GIRLS CLUBS OF HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-6000	CONNECTICUT FORUM, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-7500	CONN RIVERS COUNCIL-BOY SCOUTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-10000	COVENANT TO CARE FOR CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/20/2014	-12000	RIVERFRONT RECAPTURE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-5000	FIRST NIGHT HARTFORD, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-5000	NATIONAL THEATRE OF THE DEAF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-7000	CT AUDUBON CENTER AT GLASTONBURY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-10000	PTNRSHIP FOR STRONG COMMUNITIES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-25000	AURORA WOMEN & GIRLS FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-13000	THE SALVATION ARMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-8000	TRUE COLORS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-25000	THE OPEN HEARTH ASSOCIATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/27/2014	-25000	IMMAC CONCEP SHEL & HOUSING CORP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
5/30/2014	-2500	THE PARENT ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-925500				