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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning **07/01/11**, and ending **06/30/12**

|                                                                                                                                                                                                                                                                                                     |                                                                                                                                            |                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE WASILY FAMILY FOUNDATION, INC.</b>                                                                                                                                                                                                                                     |                                                                                                                                            | A Employer identification number<br><b>13-3503227</b>                                                                                                                      |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>2711 CENTERVILLE ROAD, PMB 1041</b>                                                                                                                                                                         |                                                                                                                                            | B Telephone number (see instructions)<br><b>631-979-2142</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>WILMINGTON DE 19808</b>                                                                                                                                                                                                                                     |                                                                                                                                            | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                            | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |                                                                                                                                            | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 41,371,444</b>                                                                                                                                                                                             | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |

| Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) |                                                                                     | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                              | 1 Contributions, gifts, grants, etc., received (attach schedule)                    | 1,000,000                          |                           |                         |                                                             |
|                                                                                                                                                                      | 2 Check <input 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                                            | 951,936                            | 951,936                   |                         |                                                             |
|                                                                                                                                                                      | 5a Gross rents                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | b Net rental income or (loss)                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 6a Net gain or (loss) from sale of assets not on line 10                            | 65,319                             |                           |                         |                                                             |
|                                                                                                                                                                      | b Gross sales price for all assets on line 6a <b>65,319</b>                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 7 Capital gain net income (from Part IV, line 2)                                    |                                    | 65,319                    |                         |                                                             |
|                                                                                                                                                                      | 8 Net short-term capital gain                                                       |                                    |                           | 0                       |                                                             |
|                                                                                                                                                                      | 9 Income modifications                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 10a Gross sales less returns & 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                                                                                                                                     | 2,017,255                                                                           | 1,017,255                          | 0                         |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                | 13 Compensation of officers, directors, trustees, etc.                              | 0                                  |                           |                         |                                                             |
|                                                                                                                                                                      | 14 Other employee salaries and wages                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 15 Pension plans, employee benefits                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 16a Legal fees (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | b Accounting fees (attach schedule)                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | c Other professional fees (attach schedule) <b>STMT 1</b>                           | 430,781                            | 344,925                   |                         | 85,856                                                      |
|                                                                                                                                                                      | 17 Interest                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 18 Taxes (attach schedule) (see instructions) <b>STMT 2</b>                         | 19,479                             | 2,979                     |                         |                                                             |
|                                                                                                                                                                      | 19 Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 20 Occupancy                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 21 Travel, conferences, and meetings                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                      | 22 Printing and publications                                                        |                                    |                           |                         |                                                             |
| 23 Other expenses (att sch) <b>STMT 3</b>                                                                                                                            | 6,471                                                                               | 28                                 |                           | 6,443                   |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                                              | 456,731                                                                             | 347,932                            | 0                         | 92,299                  |                                                             |
| 25 Contributions, gifts, grants paid                                                                                                                                 | 2,245,000                                                                           |                                    |                           | 2,245,000               |                                                             |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                             | 2,701,731                                                                           | 347,932                            | 0                         | 2,337,299               |                                                             |
| 27 Subtract line 26 from line 12.                                                                                                                                    | -684,476                                                                            |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                  |                                                                                     | 669,323                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                     |                                                                                     |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                       |                                                                                     |                                    | 0                         |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

|                                                                                                      |                                                                                                                                                 | Beginning of year | End of year    |                       |
|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                      |                                                                                                                                                 | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                        | 1 Cash—non-interest-bearing                                                                                                                     |                   |                |                       |
|                                                                                                      | 2 Savings and temporary cash investments                                                                                                        | 566,103           | 1,243,707      | 1,243,707             |
|                                                                                                      | 3 Accounts receivable ▶<br>Less allowance for doubtful accounts ▶                                                                               |                   |                |                       |
|                                                                                                      | 4 Pledges receivable ▶<br>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 (att. schedule) ▶<br>Less allowance for doubtful accounts ▶                                                  | 0                 |                |                       |
|                                                                                                      | 8 Inventories for sale or use                                                                                                                   |                   |                |                       |
|                                                                                                      | 9 Prepaid expenses and deferred charges                                                                                                         |                   |                |                       |
|                                                                                                      | 10a Investments—U S and state government obligations (attach schedule) <b>STMT 4</b>                                                            | 196,800           | 196,800        | 227,312               |
|                                                                                                      | b Investments—corporate stock (attach schedule) <b>SEE STMT 5</b>                                                                               | 30,020,127        | 28,788,380     | 38,627,410            |
|                                                                                                      | c Investments—corporate bonds (attach schedule) <b>SEE STMT 6</b>                                                                               | 4,376,337         | 4,246,004      | 1,273,015             |
|                                                                                                      | 11 Investments—land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch) ▶                                           |                   |                |                       |
|                                                                                                      | 12 Investments—mortgage loans                                                                                                                   |                   |                |                       |
|                                                                                                      | 13 Investments—other (attach schedule)                                                                                                          |                   |                |                       |
|                                                                                                      | 14 Land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch) ▶                                                       |                   |                |                       |
| 15 Other assets (describe ▶ )                                                                        |                                                                                                                                                 |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) | 35,159,367                                                                                                                                      | 34,474,891        | 41,371,444     |                       |
| <b>Liabilities</b>                                                                                   | 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 <b>Total liabilities</b> (add lines 17 through 22)                                                                                           | 0                 | 0              |                       |
| <b>Net Assets or Fund Balances</b>                                                                   | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                                                                      | 24 Unrestricted                                                                                                                                 | 35,159,367        | 34,474,891     |                       |
|                                                                                                      | 25 Temporarily restricted                                                                                                                       |                   |                |                       |
|                                                                                                      | 26 Permanently restricted                                                                                                                       |                   |                |                       |
|                                                                                                      | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>                         |                   |                |                       |
|                                                                                                      | 27 Capital stock, trust principal, or current funds                                                                                             |                   |                |                       |
|                                                                                                      | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                                               |                   |                |                       |
|                                                                                                      | 29 Retained earnings, accumulated income, endowment, or other funds                                                                             |                   |                |                       |
|                                                                                                      | 30 <b>Total net assets or fund balances</b> (see instructions)                                                                                  | 35,159,367        | 34,474,891     |                       |
|                                                                                                      | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                                     | 35,159,367        | 34,474,891     |                       |

**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 | 35,159,367 |
| 2 Enter amount from Part I, line 27a                                                                                                                       | 2 | -684,476   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                       | 3 |            |
| 4 Add lines 1, 2, and 3                                                                                                                                    | 4 | 34,474,891 |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                             | 5 |            |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 34,474,891 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a SCHEDULE ATT</b>                                                                                                            |  | <b>P</b>                                     |                                      | <b>06/30/12</b>                  |
| <b>b LITIGATION PROCEEDS</b>                                                                                                      |  | <b>P</b>                                     |                                      | <b>06/30/12</b>                  |
| <b>c</b>                                                                                                                          |  |                                              |                                      |                                  |
| <b>d</b>                                                                                                                          |  |                                              |                                      |                                  |
| <b>e</b>                                                                                                                          |  |                                              |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 64,849</b>       |                                            |                                                 | <b>64,849</b>                                |
| <b>b 470</b>          |                                            |                                                 | <b>470</b>                                   |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | <b>64,849</b>                                                                                   |
| <b>b</b>                                                                                    |                                      |                                                 | <b>470</b>                                                                                      |
| <b>c</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                                                                                                      |  |          |               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|---------------|
| <b>2</b> Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7</span>                                                                  |  | <b>2</b> | <b>65,319</b> |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 <span style="border: 1px solid black; padding: 2px;"></span> |  | <b>3</b> |               |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | <b>2,361,394</b>                         | <b>42,614,024</b>                            | <b>0.055414</b>                                             |
| 2009                                                                 | <b>2,317,837</b>                         | <b>38,493,879</b>                            | <b>0.060213</b>                                             |
| 2008                                                                 | <b>2,268,022</b>                         | <b>35,191,561</b>                            | <b>0.064448</b>                                             |
| 2007                                                                 | <b>2,206,935</b>                         | <b>46,344,904</b>                            | <b>0.047620</b>                                             |
| 2006                                                                 | <b>1,812,935</b>                         | <b>44,396,625</b>                            | <b>0.040835</b>                                             |

|                                                                                                                                                                                                                            |          |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                       | <b>2</b> | <b>0.268530</b>   |
| <b>3</b> 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                                        | <b>3</b> | <b>0.053706</b>   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                      | <b>4</b> | <b>42,652,106</b> |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                         | <b>5</b> | <b>2,290,674</b>  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                        | <b>6</b> | <b>6,693</b>      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                 | <b>7</b> | <b>2,297,367</b>  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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 | <b>8</b> | <b>2,337,299</b>  |

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

|           |                                                                                                                                                                                                                              |           |               |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |           |               |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                   | <b>1</b>  | <b>6,693</b>  |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                     |           |               |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                    | <b>2</b>  | <b>0</b>      |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                            | <b>3</b>  | <b>6,693</b>  |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                  | <b>4</b>  | <b>0</b>      |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                               | <b>5</b>  | <b>6,693</b>  |
| <b>6</b>  | <b>Credits/Payments</b>                                                                                                                                                                                                      |           |               |
| <b>a</b>  | 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                            | <b>6a</b> | <b>13,535</b> |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                          | <b>6b</b> |               |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                          | <b>6c</b> |               |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                      | <b>6d</b> |               |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                          | <b>7</b>  | <b>13,535</b> |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                     | <b>8</b>  |               |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                  | <b>9</b>  |               |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                      | <b>10</b> | <b>6,842</b>  |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <b>6,842</b> <b>Refunded</b>                                                                                                                         | <b>11</b> |               |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                                | Yes        | No       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------|
| <b>1a</b> 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?                                                                                                                                                                                                 |            | <b>X</b> |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |            | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                           | <b>N/A</b> |          |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation. <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                                                |            |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b> _____                                                                                                                                                                                                                 |            |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                                         |            | <b>X</b> |
| <b>3</b> 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                                                                                                                                            |            | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                                          |            | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                               | <b>N/A</b> |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                                   |            | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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?                                     | <b>X</b>   |          |
| <b>7</b> 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                                                                                                                                                                                                                                     | <b>X</b>   |          |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>DE</b>                                                                                                                                                                                                                                                         |            |          |
| <b>b</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 <b>SEE STMT 7</b>                                                                                                                                         |            | <b>X</b> |
| <b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                                                  |            | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                                   |            | <b>X</b> |

**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 |          | <b>X</b>       |
| 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 |          | <b>X</b>       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>                                                                                                                                                                              | 13 | <b>X</b> |                |
| 14 | The books are in care of ► <b>MR PATRICK MOLONEY</b><br><b>2711 CENTERVILLE ROAD, PMB1041</b><br>Located at ► <b>WILMINGTON</b> DE ZIP+4 ► <b>19808</b><br>Telephone no ► <b>631-979-2142</b>                                                                                                                                    |    |          |                |
| 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 |          |                |
| 16 | At any time during calendar year 2011, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes      | No<br><b>X</b> |

**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?                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                      | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> 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.)                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                      |                                         | <b>1b</b> <b>X</b>                     |
| 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 2011?<br><b>N/A</b>                                                                                                                                                                                                                                                                                           |                                         | <b>1c</b>                              |
| 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?<br>If "Yes," list the years ► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> 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 )                                                                                                                                                                                  |                                         | <b>2b</b> <b>N/A</b>                   |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                          |                                         |                                        |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                      | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b   | If "Yes," did it have excess business holdings in 2011 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 2011 ) |                                         | <b>3b</b> <b>N/A</b>                   |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                 |                                         | <b>4a</b> <b>X</b>                     |
| 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 2011?                                                                                                                                                                                                                                                               |                                         | <b>4b</b> <b>X</b>                     |

**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)? Organizations relying on a current notice regarding disaster assistance check here

N/A

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

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

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

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 (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 |
|----------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| MR. PATRICK MOLONEY<br>2711 CENTERVILLE ROAD, PMB 1041<br>WILMINGTON DE 19808    | PRESIDENT<br>15.00                                        | 0                                         | 0                                                                     | 0                                     |
| MR. FRANK SUCHOMEL, JR<br>2711 CENTERVILLE ROAD, PMB 1041<br>WILMINGTON DE 19808 | TREASURER<br>5.00                                         | 0                                         | 0                                                                     | 0                                     |
| MS. MARGARET MOLONEY<br>2711 CENTERVILLE ROAD, PMB 1041<br>WILMINGTON DE 19808   | VICE PRES<br>15.00                                        | 0                                         | 0                                                                     | 0                                     |
| KENNETH GHENO<br>2711 CENTERVILLE ROAD, PMB 1041<br>WILMINGTON DE 19808          | TRUSTEE<br>5.00                                           | 0                                         | 0                                                                     | 0                                     |

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

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

**Total** number of other employees paid over \$50,000**0**

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

| (a) Name and address of each person paid more than \$50,000                     | (b) Type of service | (c) Compensation |
|---------------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                            |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
|                                                                                 |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> |                     | <b>0</b>         |

**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 |
|------------------------------------------------------------------------------------------------------|----------|
| <b>1 ALL OF THIS FOUNDATION'S ACTIVITIES ENTAIL MAKING GRANTS TO OTHER CHARITABLE ORGANIZATIONS.</b> |          |
| <b>2</b>                                                                                             |          |
| <b>3</b>                                                                                             |          |
| <b>4</b>                                                                                             |          |

**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 |
|---------------------------------------------------------|--------|
| <b>1 N/A</b>                                            |        |
| <b>2</b>                                                |        |
| All other program-related investments. See instructions |        |
| <b>3</b>                                                |        |
| <b>Total. Add lines 1 through 3</b>                     |        |



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

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 42,538,458 |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 763,172    |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 0          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 43,301,630 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 43,301,630 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | 649,524    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 42,652,106 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 2,132,605  |

**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.)

|           |                                                                                                           |           |           |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 2,132,605 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 6,693     |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI.)                                        | <b>2b</b> |           |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 6,693     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 2,125,912 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |           |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 2,125,912 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |           |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 2,125,912 |

**Part XII** Qualifying Distributions (see instructions)

|          |                                                                                                                                                      |           |           |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                          | <b>1a</b> | 2,337,299 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                     | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |           |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 2,337,299 |
| <b>5</b> | 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) | <b>5</b>  | 6,693     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 2,330,606 |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010      | (d)<br>2011      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|------------------|------------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |                  | <b>2,125,912</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |                  |                  |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | <b>1,032,678</b> |                  |
| <b>b</b> Total for prior years. 20____, 20____, 20____                                                                                                                            |               |                            |                  |                  |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                          |               |                            |                  |                  |
| <b>a</b> From 2006                                                                                                                                                                |               |                            |                  |                  |
| <b>b</b> From 2007                                                                                                                                                                |               |                            |                  |                  |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |                  |                  |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |                  |                  |
| <b>e</b> From 2010                                                                                                                                                                |               |                            |                  |                  |
| <b>f</b> Total of lines 3a through e                                                                                                                                              |               |                            |                  |                  |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <b>2,337,299</b>                                                                                            |               |                            |                  |                  |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | <b>1,032,678</b> |                  |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions)                                                                                      |               |                            |                  |                  |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions)                                                                                              |               |                            |                  |                  |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |                  | <b>1,304,621</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               |               |                            |                  |                  |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        |               |                            |                  |                  |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |                  |                  |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        |               |                            |                  |                  |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               |                            |                  |                  |
| <b>c</b> 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 |               |                            |                  |                  |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions                                                                                                           |               |                            |                  |                  |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions                                                                            |               |                            |                  |                  |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |                  | <b>821,291</b>   |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |               |                            |                  |                  |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              |               |                            |                  |                  |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              |               |                            |                  |                  |
| <b>10</b> Analysis of line 9.                                                                                                                                                     |               |                            |                  |                  |
| <b>a</b> Excess from 2007                                                                                                                                                         |               |                            |                  |                  |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |                  |                  |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |                  |                  |
| <b>d</b> Excess from 2010                                                                                                                                                         |               |                            |                  |                  |
| <b>e</b> Excess from 2011                                                                                                                                                         |               |                            |                  |                  |

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year                                                                                                                                                 | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
| (a) 2011                                                                                                                                                 | (b) 2010      | (c) 2009 | (d) 2008 |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                       |               |          |          |           |
| <b>a</b> "Assets" alternative test—enter                                                                                                                 |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |               |          |          |           |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                                |               |          |          |           |
| <b>c</b> "Support" alternative test—enter                                                                                                                |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |               |          |          |           |
| <b>(4)</b> 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 of the person to whom applications should be addressed

**MR. PATRICK MOLONEY 631-979-2142**  
**2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808**

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

**SEE STATEMENT 8**

**c** Any submission deadlines

**NO SPECIFIC DEADLINES**

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

**NO SPECIFIC RESTRICTIONS**

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)                                                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount                                          |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------------------------------------|
| <p><b>a</b> Paid during the year</p> <p><b>SCHEDULE ATTACHED 6/12/12</b></p> <p><b>SCHEDULE ATTACHED 7/18/11</b></p> |                                                                                                                    |                                      |                                     | <p><b>1,170,000</b></p> <p><b>1,075,000</b></p> |
| <b>Total</b>                                                                                                         |                                                                                                                    |                                      | <b>▶ 3a</b>                         | <b>2,245,000</b>                                |
| <p><b>b</b> Approved for future payment</p> <p><b>N/A</b></p>                                                        |                                                                                                                    |                                      |                                     |                                                 |
| <b>Total</b>                                                                                                         |                                                                                                                    |                                      | <b>▶ 3b</b>                         |                                                 |



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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions.
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

|       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |

[illegible]

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

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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

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

**Sign  
Here**

Signature of officer or trustee

Date: 9/20/12

(see instr  
 ▶ Present  
 Title

**Paid**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date

09/19/12

Check ☐ if self-employed

Preparer

**MICHAEL KULKOSKY**

**Use Only**

Firm's name ▶ J. P. MORGAN SERVICES INC.

|      |           |
|------|-----------|
| PTIN | P00225159 |
|------|-----------|

Firm's address ► **P. O. BOX 6089  
NEWARK, DE 19714-6089**

Firm's EIN ► 22-2189421

Phone no 302-634-2931

Form **990-PF** (2011)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

**2011**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

**THE WASILY FAMILY FOUNDATION, INC.**

**13-3503227**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

THE WASILY FAMILY FOUNDATION, INC.

13-3503227

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|------------|---------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ANNE V. WASILY IRREVOCABLE TRUST<br>C/O INDEPENDENT INVESTORS, INC<br>181 SMITHTOWN BOULEVARD<br>NESCONSET NY 11767 | \$ 1,000,000               | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution ) |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution.)                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution.)                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution.)                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution.)                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|            |                                                                                                                     | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is<br>a noncash contribution.)                   |



## Federal Statements

9/19/2012 5:25 PM

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description                                        | Total               | Net<br>Investment   | Adjusted<br>Net | Charitable<br>Purpose |
|----------------------------------------------------|---------------------|---------------------|-----------------|-----------------------|
| FDN ADMINISTRATION & INVEST. MGM<br>CUSTODIAL FEES | \$ 429,281<br>1,500 | \$ 343,425<br>1,500 | \$              | \$ 85,856             |
| TOTAL                                              | \$ 430,781          | \$ 344,925          | \$ 0            | \$ 85,856             |

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

| Description         | Total     | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|---------------------|-----------|-------------------|-----------------|-----------------------|
| FGN TAX W/H ON DIVS | \$ 2,979  | \$ 2,979          | \$              | \$                    |
| FED EXCISE TAX      | 16,500    |                   |                 |                       |
| TOTAL               | \$ 19,479 | \$ 2,979          | \$ 0            | \$ 0                  |

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description                   | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-------------------------------|----------|-------------------|-----------------|-----------------------|
| EXPENSES                      | \$       | \$                | \$              | \$                    |
| DELAWARE STATUTORY REPRESENTA | 1,063    |                   |                 | 1,063                 |
| DELAWARE SECR OF STATE - FILI | 55       |                   |                 | 55                    |
| TAX PREPARATION               | 5,325    |                   |                 | 5,325                 |
| ADR FEE                       | 28       | 28                |                 |                       |
| TOTAL                         | \$ 6,471 | \$ 28             | \$ 0            | \$ 6,443              |

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

| Description       | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|-------------------|----------------------|----------------|-----------------------|----------------------|
| SCHEDULE ATTACHED | \$ 196,800           | \$ 196,800     | COST                  | \$ 227,312           |
| TOTAL             | \$ 196,800           | \$ 196,800     |                       | \$ 227,312           |

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description       | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|-------------------|----------------------|----------------|-----------------------|----------------------|
| SCHEDULE ATTACHED | \$ 30,020,127        | \$ 28,788,380  | COST                  | \$ 38,627,410        |
| TOTAL             | \$ 30,020,127        | \$ 28,788,380  |                       | \$ 38,627,410        |

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

| Description       | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|-------------------|----------------------|----------------|-----------------------|----------------------|
| SCHEDULE ATTACHED | \$ 4,376,337         | \$ 4,246,004   | COST                  | \$ 1,273,015         |
| TOTAL             | \$ 4,376,337         | \$ 4,246,004   |                       | \$ 1,273,015         |

**Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General**  
**Explanation**

Description

THE WASILY FOUNDATION IS INCORPORATED IN DELAWARE. THE DELWARE ATTORNEY GENERAL DOES NOT REQUIRE A COPY OF 990PF. INSTEAD WE FILE AN ANNUAL FRANCHISE TAX REPORT.

**Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

NO SPECIFIC FORMAT  
BUT PLEASE BE CERTAIN TO MAIL YOUR REQUESTS TO  
MR. PATRICK MOLONEY, 2711 CENTERVILLE RD, PMB 1041,  
WILMINGTON, DE 19808

**Form 990-PF, Part XV, Line 2c - Submission Deadlines****Description**

NO SPECIFIC DEADLINES

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations****Description**

NO SPECIFIC RESTRICTIONS

**SAVINGS & TEMPORARY CASH**

| <u>Description</u>  | <u>Amount</u>       |
|---------------------|---------------------|
| PRINC. MONEY MARKET | \$ 147,488          |
| INC MONEY MARKET    | 1,066,219           |
| INCOME CASH         | 30,000              |
| TOTAL               | <u>\$ 1,243,707</u> |

**SAVINGS & TEMP CASH INVESTMENT**

| <u>Description</u>  | <u>Amount</u>       |
|---------------------|---------------------|
| MONEY MARKET & CASH | \$ 1,243,707        |
| TOTAL               | <u>\$ 1,243,707</u> |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

if recipient is an  
individual, show  
any relationship  
to any foundation  
manager or  
substantial  
contributor

Foundation Status  
of Recipient

Name and Address

Purpose of grant or contribution

Amount

Part XV

Line 3

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

a Paid during the year

|                                                                                             |              |        |           |
|---------------------------------------------------------------------------------------------|--------------|--------|-----------|
| Adamant Community Cultural Foundation<br>1241 Haggett Road<br>Adamant, VT 05640             | Unrestricted | 10,000 | 7/18/2011 |
| Adamant Music School<br>Gene Pica, Treasurer<br>P.O. Box 22<br>Adamant, VT 05640            | Unrestricted | 50,000 | 7/18/2011 |
| The Alexander Graham Bell Assn. for the Deaf<br>3417 Volta Place<br>Washington, DC 20007    | Unrestricted | 25,000 | 6/12/2012 |
| Alfred E. Smith Memorial Foundation<br>1011 First Avenue<br>New York, NY 10022-4134         | Unrestricted | 25,000 | 7/18/2011 |
| The ALS Assn<br>27001 Agoura Road - Suite 150<br>Calabasas Hills, CA 91301-5104             | Unrestricted | 30,000 | 7/1/2010  |
| Alzheimer's Association<br>919 North Michigan Avenue - Suite 1100<br>Chicago, IL 60611-1676 | Unrestricted | 40,000 | 6/12/2012 |
| American Cancer Society<br>1599 Clifton Road, NE<br>Atlanta, GA 30329-4251                  | Unrestricted | 40,000 | 6/12/2012 |
| American Heart Association<br>122 East 42nd Street<br>New York, NY 10168-1898               | Unrestricted | 40,000 | 6/12/2012 |
| American Lung Assn. - Nat'l Office<br>1740 Broadway<br>New York, NY 10019                   | Unrestricted | 20,000 | 6/12/2012 |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

| <u>Name and Address</u>                                                                                      | <u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u> |           |
|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------|-----------|
| American Red Cross<br>150 Amsterdam Avenue<br>New York, NY 10023                                             |                                                                                                                  |                                       | Unrestricted                            | 30,000        | 6/12/2012 |
| AMERICARES<br>Mr. Robert Macauley - Chairman<br>Donor Relations<br>161 Cherry Street<br>New Canaan, CT 06840 |                                                                                                                  |                                       | Unrestricted                            | 50,000        | 7/18/2011 |
| Arthritis Foundation<br>1330 West Peachtree Street - Suite 100<br>Atlanta, GA 30309                          |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| Autism Speaks<br>5455 Wilshire Boulevard - suite 2250<br>Los Angeles, CA 90036                               |                                                                                                                  |                                       | Unrestricted                            | 25,000        | 7/18/2011 |
| Beacon of Hope House<br>116 East 16th Street, 5th Floor<br>New York, NY 10003                                |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| Bishop Loughlin Memorial High School Scholarship<br>357 Clermont Avenue<br>Brooklyn, NY 11238                |                                                                                                                  |                                       | Unrestricted                            | 25,000        | 6/12/2012 |
| The Bowery Mission<br>132 Madison Avenue<br>New York, NY 10016                                               |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| The Boys Club of New York<br>287 East 10th Street<br>New York, NY 10009                                      |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/1/2010  |
| Calvary Hospital for Terminally Ill<br>1740 Eastchester Road<br>Bronx, NY 10461                              |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 6/12/2012 |
| Camp Amerikids<br>88 Hamilton Avenue<br>Stamford, CT 06902                                                   |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 7/18/2011 |
| Cardinal McCloskey Family Services<br>2 Holland Avenue<br>White Plains, NY 10603                             |                                                                                                                  |                                       | Unrestricted                            | 50,000        | 6/12/2012 |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

| <u>Name and Address</u>                                                                  | <u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u> |           |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------|-----------|
| Channel Thirteen<br>450 West 33rd Street<br>New York, NY 10001                           |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| National Children's Leukemia Foundation<br>7316 Avenue U<br>Brooklyn, NY 11234           |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| Christian Foundation for Children & Aging<br>One Elmwood Avenue<br>Kansas City, KS 66103 |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 6/12/2012 |
| City Harvest<br>575 8th Avenue, 4th Floor<br>New York, NY 10018                          |                                                                                                                  |                                       | Unrestricted                            | 30,000        | 6/12/2012 |
| Covenant House<br>346 West 17th Street<br>New York, NY 10011-5002                        |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| Cystic Fibrosis Foundation<br>6931 Arlington Road<br>Bethesda, MD 20814                  |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| Doctors Without Borders, USA<br>6 East 39th Street, 8th Floor<br>New York, NY 10016      |                                                                                                                  |                                       | Unrestricted                            | 50,000        | 6/12/2012 |
| Nat'l Down Syndrome Society<br>666 Broadway - Suite A10<br>New York, NY 10012-2317       |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| Feeding America<br>35 East Wacker Drive, Suite 2000<br>Chicago, IL 60601                 |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 7/18/2011 |
| Fisher House Foundation, Inc<br>1401 Rockville Pike - suite 600<br>Rockville, MD 20852   |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| Food Bank for New York City<br>355 Found Center Drive<br>Bronx, NY 10474                 |                                                                                                                  |                                       | Unrestricted                            | 30,000        | 6/12/2012 |



The Wasily Family Foundation, Inc  
EIN 13-3503227  
Year Ended 6/30/12

| <u>Name and Address</u>                                                                                    | <u>if recipient is an individual, show any relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u>    |                        |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|------------------|------------------------|
| Franciscan Friars of Atonement<br>Graymoor, Route 9<br>P O. Box 300<br>Garrison, NY 10524-0300             |                                                                                                                  |                                       | Unrestricted                            | 50,000           | 6/12/2012              |
| Good Shepherd Family Services<br>305 Seventh Avenue<br>New York, NY 10001                                  |                                                                                                                  |                                       | Unrestricted                            | 60,000           | 7/18/2011              |
| The Guide Dog Foundation<br>371 East Jericho Turnpike<br>Smithtown, NY 11787                               |                                                                                                                  |                                       | Unrestricted                            | 10,000           | 6/12/2012              |
| Heartshare Wellness, LTD<br>12 Metrotech Center, 29th Fl<br>Brooklyn, NY 11201                             |                                                                                                                  |                                       | Unrestricted                            | 30,000           | 7/18/2011              |
| International Rescue Committee<br>122 East 42nd Street<br>New York, NY 10168                               |                                                                                                                  |                                       | Unrestricted                            | 50,000           | 7/18/2011              |
| Intrepid Fallen Heroes Fund<br>One Intrepid Square<br>West 46th Street & 12th Avenue<br>New York, NY 10036 |                                                                                                                  |                                       | Unrestricted                            | 50,000           | 6/12/2012              |
| Kids in Crisis<br>One Salem Street<br>Cos Cob, CT 06807                                                    |                                                                                                                  |                                       | Unrestricted                            | 25,000           | 6/12/2012              |
| Lighthouse International<br>111 East 59th Street<br>New York, NY 10022-1202                                |                                                                                                                  |                                       | Unrestricted                            | 40,000           | 7/18/2011              |
| Little Sisters of the Poor<br>110-30 221st Street<br>Queens Village, NY 11429-2597                         |                                                                                                                  |                                       | Unrestricted<br>St. Jeanne Jugan Fund   | 30,000<br>25,000 | 7/18/2011<br>6/12/2012 |
| Make a Wish Foundation<br>1111 Marcus Avenue, Suite LL22<br>Lake Success, NY 11042                         |                                                                                                                  |                                       | Unrestricted                            | 15,000           | 7/18/2011              |
| March of Dimes<br>1275 Mamaroneck Avenue<br>White Plains, NY 10605                                         |                                                                                                                  |                                       | Unrestricted                            | 20,000           | 6/12/2012              |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

| <u>Name and Address</u>                                                                           | <u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u> |           |
|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------|-----------|
| Meals on Wheels<br>415 East 93rd Street<br>New York, NY 10128                                     |                                                                                                                  |                                       | Unrestricted                            | 25,000        | 7/18/2011 |
| Medical Mission for Children<br>35 Getty Avenue<br>Building 400<br>Paterson, NJ 07503             |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| Memorial Sloan Kettering Cancer Care<br>1275 York Avenue<br>New York, NY 10021                    |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| Metropolitan Hospice of Greater NY<br>6323 7th Avenue<br>Brooklyn, NY 11220                       |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 6/12/2012 |
| The Nature Conservancy<br>4245 North Fairfax Drive, suite 100<br>Arlington, VA 22203              |                                                                                                                  |                                       | Unrestricted                            | 25,000        | 7/18/2011 |
| New York Foundling Hospital<br>590 Avenue of the Americas<br>New York, NY 10011                   |                                                                                                                  |                                       | Unrestricted                            | 50,000        | 7/18/2011 |
| N.Y Special Olympics<br>504 Balltown Road<br>Schenectady, NY 12304-2290                           |                                                                                                                  |                                       | Unrestricted                            | 20,000        | 7/18/2011 |
| NY Society for the Prevention of Cruelty to Children<br>161 William Street<br>New York, NY 100038 |                                                                                                                  |                                       | Unrestricted                            | 25,000        | 6/12/2012 |
| NYU Hospitals Center<br>1275 York Avenue<br>New York, NY 10021                                    |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| One Heartland<br>4425 N. Port Washington Rd - suite 107<br>Milwaukee, WI 53212                    |                                                                                                                  |                                       | Unrestricted                            | 30,000        | 6/12/2012 |
| Operation Smile<br>6435 Tidewater Drive<br>Norfolk, VA 23509                                      |                                                                                                                  |                                       | Unrestricted                            | 40,000        | 6/12/2012 |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

If recipient is an individual, show any relationship to any foundation manager or substantial contributor

| <u>Name and Address</u>                                                                                                           | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u> |           |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------|-----------|
| Padre Pio Shelter<br>427 East 155th Street<br>Bronx, NY 10455                                                                     |                                       | St. Francis House                       | 25,000        | 6/2/2011  |
| Parkinson's Disease Foundation<br>710 West 168th Street<br>New York, NY 10032                                                     |                                       | Unrestricted                            | 40,000        | 6/12/2012 |
| Paulist Church Homeless Banquets<br>The Church of St. Paul the Apostle<br>415 West 59th Street<br>New York, NY 10019              |                                       | Unrestricted                            | 15,000        | 7/18/2011 |
| Resource Center for Community Development<br>Director of Developments<br>421 East 155th Street<br>P.O. Box 954<br>Bronx, NY 10455 |                                       | Unrestricted                            | 15,000        | 7/18/2011 |
| The Salvation Army of Greater NY<br>120 West 14th Street<br>New York, NY 10011-7393                                               |                                       | Unrestricted                            | 40,000        | 7/18/2011 |
| Servants of Relief for Incurable Cancer<br>600 Linda Avenue<br>Hawthorne, NY 10532                                                |                                       | Unrestricted                            | 50,000        | 7/18/2011 |
| Spence Chapin Family Services<br>6 East 94th Street<br>New York, NY 10128-0698                                                    |                                       | Unrestricted                            | 40,000        | 6/12/2012 |
| St. Dominic's Family Service<br>343 East 137th Street<br>Bronx, NY 10454-3903                                                     |                                       | Unrestricted                            | 40,000        | 6/12/2012 |
| St. Francis Breadline for the Poor<br>135 West 31st Street<br>New York, NY 10001                                                  |                                       | Unrestricted                            | 30,000        | 6/12/2012 |
| St. Jude's Children's Research Hospital<br>501 St. Jude's Place<br>Memphis, TN 38105                                              |                                       | Unrestricted                            | 50,000        | 6/12/2012 |

The Wasily Family Foundation, Inc.  
EIN 13-3503227  
Year Ended 6/30/12

| <u>Name and Address</u>                                                   | <u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of grant or contribution</u> | <u>Amount</u>    |           |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|------------------|-----------|
| Third Street Music School<br>235 East 11th Street<br>New York, NY 10003   |                                                                                                                  |                                       | Unrestricted                            | 20,000           | 7/18/2011 |
| United Cerebral Palsy<br>80 Maiden Lane, 8th Floor<br>New York, NY 100038 |                                                                                                                  |                                       | Unrestricted                            | 20,000           | 6/12/2012 |
| U.S. Funds for UNICEF<br>333 East 38th Street<br>New York, NY 10016       |                                                                                                                  |                                       | Unrestricted                            | 30,000           | 6/2/2011  |
| The V Foundation<br>106 Towerview Court<br>Cary, NC 27513                 |                                                                                                                  |                                       | Unrestricted                            | 20,000           | 6/12/2012 |
| York Street Project<br>89 York Street<br>Jersey City, NJ 07302            |                                                                                                                  |                                       | Unrestricted                            | 20,000           | 6/12/2012 |
| Y W C A<br>610 Lexington Avenue<br>New York, NY 10022-6053                |                                                                                                                  |                                       | Unrestricted                            | 40,000           | 7/18/2011 |
|                                                                           |                                                                                                                  |                                       |                                         | <u>2,245,000</u> |           |

THE WASILY FAMILY FOUNDATION

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6/30/2012

| SHARES  | SECURITY<br>TITLE     | OPENING<br>BALANCE | ACQ<br>DATE | PURCHASE<br>DATE | PURCHASE<br>COST | SELLING<br>DATE | SELLING<br>PRICE | GAIN/<br>LOSS | NO OF<br>SHARES | YEAR END<br>BALANCE |
|---------|-----------------------|--------------------|-------------|------------------|------------------|-----------------|------------------|---------------|-----------------|---------------------|
|         | CASH                  |                    |             |                  |                  |                 |                  |               |                 |                     |
| 1,600   | 3M                    | \$24,055.09        | 12/14/1989  |                  |                  |                 |                  | 0.00          | 1,600.000       | \$24,055.09         |
| 4,000   | 3M                    | \$239,000.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 4,000.000       | \$239,000.00        |
| 4,000   | ABBOTT LABORATORIES   | \$22,379.89        | 1/23/1989   |                  |                  |                 |                  | 0.00          | 4,000.000       | \$22,379.89         |
| 8,000   | ABBOTT LABORATORIES   | \$364,331.42       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 8,000.000       | \$364,331.42        |
| 1,525   | AGILENT               | \$34,077.60        | 12/13/1995  |                  |                  |                 |                  | 0.00          | 1,525.000       | \$34,077.60         |
| 1,475   | AGILENT               | \$70,090.81        | 10/2/2000   |                  |                  |                 |                  | 0.00          | 1,475.000       | \$70,090.81         |
| 1,600   | AGILENT               | \$83,019.13        | 12/5/2000   |                  |                  |                 |                  | 0.00          | 1,600.000       | \$83,019.13         |
| 1,400   | AGILENT               | \$72,971.51        | 12/5/2000   |                  |                  |                 |                  | 0.00          | 1,400.000       | \$72,971.51         |
| 3,000   | AGILENT               | \$145,481.57       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 3,000.000       | \$145,481.57        |
| 4,000   | ALTRIA GROUP INC      | \$81,115.90        | 1/5/2007    |                  |                  |                 |                  | 0.00          | 4,000.000       | \$81,115.90         |
| 3,000   | AMERICAN EXPRESS      | \$124,560.62       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 3,000.000       | \$124,560.62        |
| 5,000   | AMERICAN EXPRESS      | \$207,601.03       | 1/30/2001   |                  |                  |                 |                  | 0.00          | 5,000.000       | \$207,601.03        |
| 3,000   | AMGEN DELAWARE        | \$215,928.90       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 3,000.000       | \$215,928.90        |
| 4,000   | AMGEN DELAWARE        | \$287,905.20       | 2/16/2001   |                  |                  |                 |                  | 0.00          | 4,000.000       | \$287,905.20        |
| 5,000   | ANADARKO PETE         | \$320,100.00       | 11/18/2010  |                  |                  |                 |                  | 0.00          | 5,000.000       | \$320,100.00        |
| 4,000   | APPLE INC             | \$275,382.40       | 2/7/2006    |                  |                  |                 |                  | 0.00          | 4,000.000       | \$275,382.40        |
| 3,000   | APPLE INC             | \$203,693.70       | 5/1/2006    |                  |                  |                 |                  | 0.00          | 3,000.000       | \$203,693.70        |
| 12,400  | AQUA AMERICA          | \$315,925.65       | 8/17/2005   |                  |                  | 07/15/11        | \$274,849.39     | (\$41,076.26) | 0.000           | \$0.00              |
| 3,600   | AQUA AMERICA          | \$95,197.41        | 11/17/2005  |                  |                  | 07/15/11        | \$79,794.98      | (\$15,402.43) | 0.000           | \$0.00              |
| 4,000   | AQUA AMERICA          | \$97,894.80        | 11/17/2006  |                  |                  | 07/15/11        | \$88,661.09      | (\$9,233.71)  | 0.000           | \$0.00              |
| 10,000  | BAKER HUGHES          | \$292,700.00       | 10/23/2003  |                  |                  |                 |                  | 0.00          | 10,000.000      | \$292,700.00        |
| 6,876   | BANK OF AMERICA       | \$82,200.00        | 2/23/1995   |                  |                  |                 |                  | 0.00          | 6,876.000       | \$82,200.00         |
| 3,438   | BANK OF AMERICA       | \$263,625.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 3,438.000       | \$263,625.00        |
| 300,000 | BANK OF AMERICA 3.65% | \$300,000.00       | 8/23/2010   |                  |                  |                 |                  | 0.00          | 300,000.000     | \$300,000.00        |
| 200,000 | BARCLAYS 4.25%        | \$200,000.00       | 7/17/2010   |                  |                  |                 |                  | 0.00          | 200,000.000     | \$200,000.00        |
| 6,000   | BAXTER INT'L          | \$123,346.42       | 9/27/1996   |                  |                  |                 |                  | 0.00          | 6,000.000       | \$123,346.42        |
| 4,000   | BAXTER INT'L          | \$178,750.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 4,000.000       | \$178,750.00        |
| 3,500   | BERKSHIRE HATHAWAY    | \$245,059.15       | 1/22/2010   |                  |                  |                 |                  | 0.00          | 3,500.000       | \$245,059.15        |
| 8,000   | BK OF NY MELLON       | \$218,683.20       | 6/5/2003    |                  |                  |                 |                  | 0.00          | 8,000.000       | \$218,683.20        |
| 100,000 | BMW BK NA CD 3%       | \$100,000.00       | 12/22/2009  |                  |                  |                 |                  | 0.00          | 100,000.000     | \$100,000.00        |
| 10,000  | BOEING COMPANY        | \$319,000.00       | 2/5/2003    |                  |                  |                 |                  | 0.00          | 10,000.000      | \$319,000.00        |
| 7,000   | BP PLC - SPONS.ADR    | \$275,433.90       | 4/21/2003   |                  |                  |                 |                  | 0.00          | 7,000.000       | \$275,433.90        |
| 3,000   | BP PLC - SPONS.ADR    | \$144,369.00       | 2/13/2004   |                  |                  |                 |                  | 0.00          | 3,000.000       | \$144,369.00        |
| 10,000  | BRISTOL MYERS SQUIBB  | \$257,372.06       | 11/8/2002   |                  |                  |                 |                  | 0.00          | 10,000.000      | \$257,372.06        |
| 3,500   | BROADCOM CORP-A       | \$119,236.60       | 6/2/2010    |                  |                  |                 |                  | 0.00          | 3,500.000       | \$119,236.60        |
| 0       | CATERPILLAR INC       | \$0.00             |             | 10/6/2011        | \$307,872.40     |                 |                  | 0.00          | 0.000           | \$0.00              |
| 4,000   | CISCO SYSTEMS         | \$256,200.00       | 2/18/2000   |                  |                  | 09/30/11        | \$8,114.09       | (\$1,381.22)  | 0.000           | \$0.00              |
| 2,000   | CISCO SYSTEMS         | \$109,040.00       | 11/8/2000   |                  |                  | 10/14/2011      | \$3,816.29       | (\$562.74)    | 0.000           | \$0.00              |
| 5,000   | CISCO SYSTEMS         | \$177,812.50       | 1/2/2001    |                  |                  | 1/24/2012       | \$21,259.00      | (\$2,807.85)  | 0.000           | \$0.00              |
| 9,000   | CISCO SYSTEMS         | \$242,550.00       | 11/9/2006   |                  |                  | 3/12/2012       | \$18,845.96      | (\$1,769.83)  | 0.000           | \$0.00              |
| 8,114   | CIT GROUP 7% 5/1/14   | \$9,495.31         | 1/24/2007   |                  |                  | 1/23/2012       | \$7,353.63       | (\$690.97)    | 0.000           | \$0.00              |
| 3,742   | CIT GROUP 7% 5/1/14   | \$4,379.03         | 1/24/2007   |                  |                  | 2/21/2012       | \$9,232.41       | (\$866.55)    | 0.000           | \$0.00              |
| 21,259  | CIT GROUP 7% 5/1/15   | \$24,066.85        | 1/24/2007   |                  |                  | 3/9/2012        | \$49,605.00      | (\$4,027.23)  | 0.000           | \$0.00              |
| 18,846  | CIT GROUP 7% 5/1/16   | \$20,615.79        | 1/24/2007   |                  |                  |                 |                  | 0.00          | 0.000           | \$0.00              |
| 7,354   | CIT GROUP 7% 5/1/16   | \$8,044.60         | 1/24/2007   |                  |                  |                 |                  | 0.00          | 0.000           | \$0.00              |
| 9,232   | CIT GROUP 7% 5/1/16   | \$10,098.96        | 1/24/2007   |                  |                  |                 |                  | 0.00          | 0.000           | \$0.00              |
| 49,605  | CIT GROUP 7% 5/1/17   | \$53,632.23        | 1/24/2007   |                  |                  |                 |                  | 0.00          | 0.000           | \$0.00              |
| 33      | CITIGROUP INC         | \$11,248.45        | 7/7/1999    |                  |                  |                 |                  | 0.00          | 33.000          | \$11,248.45         |

THE WASILY FAMILY FOUNDATION

6/30/2012

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| SHARES  | SECURITY<br>TITLE           | OPENING<br>BALANCE | ACQ<br>DATE | PURCHASE<br>DATE | PURCHASE<br>COST | SELLING<br>DATE | SELLING<br>PRICE | GAIN/<br>LOSS  | NO OF<br>SHARES | YEAR END<br>BALANCE |
|---------|-----------------------------|--------------------|-------------|------------------|------------------|-----------------|------------------|----------------|-----------------|---------------------|
| 267     | CITIGROUP INC               | \$109,348.23       | 1/25/2000   |                  |                  |                 |                  | 0.00           | 267,000         | \$109,348.23        |
| 500     | CITIGROUP INC               | \$260,853.18       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 500,000         | \$260,853.18        |
| 200     | CITIGROUP INC               | \$104,393.44       | 2/7/2001    |                  |                  |                 |                  | 0.00           | 200,000         | \$104,393.44        |
| 2,500   | COCA COLA CO                | \$161,968.75       | 7/7/1999    |                  |                  |                 |                  | 0.00           | 2,500,000       | \$161,968.75        |
| 5,500   | COCA COLA CO                | \$336,015.63       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 5,500,000       | \$336,015.63        |
| 8,000   | COLGATE PALMOLIVE           | \$431,108.00       | 4/19/2005   |                  |                  |                 |                  | 0.00           | 8,000,000       | \$431,108.00        |
| 9,000   | CORNING, INC                | \$176,925.00       | 6/9/1999    |                  |                  |                 |                  | 0.00           | 9,000,000       | \$176,925.00        |
| 6,000   | CORNING, INC                | \$302,062.50       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 6,000,000       | \$302,062.50        |
| 5,000   | CYTEC INDUSTRIES            | \$301,589.00       | 4/5/2006    |                  |                  |                 |                  | 0.00           | 5,000,000       | \$301,589.00        |
| 1,000   | CYTEC INDUSTRIES            | \$54,570.00        | 3/25/2008   |                  |                  |                 |                  | 0.00           | 1,000,000       | \$54,570.00         |
| 100,000 | DEERE & CO 4.375%           | \$103,299.00       | 12/9/2009   |                  |                  |                 |                  | 0.00           | 100,000,000     | \$103,299.00        |
| 3,000   | DEVON ENERGY                | \$222,500.40       | 5/7/2007    |                  |                  |                 |                  | 0.00           | 3,000,000       | \$222,500.40        |
| 2,000   | DEVON ENERGY                | \$172,537.40       | 2/5/2008    |                  |                  | 07/12/11        | \$189,389.95     | 0.00           | 2,000,000       | \$172,537.40        |
| 6,000   | DIEBOLD                     | \$255,980.40       | 4/26/2006   |                  |                  |                 |                  | (\$66,590.45)  | 0.00            | \$0.00              |
| 5,000   | DISNEY, WALT                | \$152,475.91       | 11/25/1998  |                  |                  |                 |                  | 0.00           | 5,000,000       | \$152,475.91        |
| 7,000   | DISNEY, WALT                | \$235,045.96       | 1/25/2000   |                  |                  |                 |                  | 0.00           | 7,000,000       | \$235,045.96        |
| 10,000  | DISNEY, WALT                | \$276,528.28       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 10,000,000      | \$276,528.28        |
| 6,500   | DOVER CORP                  | \$159,935.75       | 9/27/2002   |                  |                  |                 |                  | 0.00           | 6,500,000       | \$159,935.75        |
| 5,000   | DOVER CORP                  | \$126,700.00       | 2/19/2003   |                  |                  |                 |                  | 0.00           | 5,000,000       | \$126,700.00        |
| 5,000   | DU PONT E I DE NEMOURS & CO | \$235,891.50       | 12/13/2006  |                  |                  |                 |                  | 0.00           | 5,000,000       | \$235,891.50        |
| 3,000   | DU PONT E I DE NEMOURS & CO | \$140,220.00       | 11/18/2010  |                  |                  |                 |                  | 0.00           | 3,000,000       | \$140,220.00        |
| 5,000   | ELI LILLY                   | \$463,750.00       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 5,000,000       | \$463,750.00        |
| 1,000   | EMC CORP MASS               | \$80,211.20        | 7/19/2000   |                  |                  |                 |                  | 0.00           | 1,000,000       | \$80,211.20         |
| 2,000   | EMC CORP MASS               | \$111,136.61       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 2,000,000       | \$111,136.61        |
| 3,000   | EMC CORP MASS               | \$109,410.00       | 2/22/2001   |                  |                  |                 |                  | 0.00           | 3,000,000       | \$109,410.00        |
| 10,000  | EMERSON ELECTRIC CO         | \$257,861.50       | 1/15/2003   |                  |                  |                 |                  | 0.00           | 10,000,000      | \$257,861.50        |
| 6,000   | EMERSON ELECTRIC CO         | \$147,879.99       | 3/26/2003   |                  |                  |                 |                  | 0.00           | 6,000,000       | \$147,879.99        |
| 4,000   | EMERSON ELECTRIC CO         | \$127,999.80       | 11/2/2004   |                  |                  |                 |                  | 0.00           | 4,000,000       | \$127,999.80        |
| 8,000   | EXXON MOBIL                 | \$315,506.80       | 7/27/2000   |                  |                  |                 |                  | 0.00           | 8,000,000       | \$315,506.80        |
| 5,000   | EXXON MOBIL                 | \$219,843.75       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 5,000,000       | \$219,843.75        |
| 3,000   | FEDEX CORP                  | \$252,503.40       | 11/16/2009  |                  |                  |                 |                  | 0.00           | 3,000,000       | \$252,503.40        |
| 0       | FAMILY DOLLAR STORES        | \$0.00             |             | 10/6/2011        | \$318,738.00     |                 |                  | 0.00           | 6,000,000       | \$318,738.00        |
| 4,000   | FLUOR CORP (NEW)            | \$174,265.00       | 12/4/2006   |                  |                  |                 |                  | 0.00           | 4,000,000       | \$174,265.00        |
| 250,000 | GEN ELEC CAP MTN 5.05%      | \$250,000.00       | 12/4/2006   |                  |                  |                 |                  | 0.00           | 250,000,000     | \$250,000.00        |
| 400,000 | GEN ELEC CAP STEPS 4.25%    | \$398,000.00       | 10/8/2004   |                  |                  |                 |                  | 0.00           | 400,000,000     | \$398,000.00        |
| 15,000  | GENERAL ELECTRIC CO         | \$98,718.75        | 1/29/1992   |                  |                  |                 |                  | 0.00           | 15,000,000      | \$98,718.75         |
| 300,000 | GENERAL ELECTRIC MTN 5.35%  | \$300,000.00       | 9/22/2003   |                  |                  |                 |                  | 0.00           | 300,000,000     | \$300,000.00        |
| 250,000 | GOLDMAN SACHS 3.55%         | \$253,337.50       | 8/28/2010   |                  |                  |                 |                  | 0.00           | 250,000,000     | \$253,337.50        |
| 200,000 | GOLDMAN SACHS GP 5.625%     | \$201,140.00       | 3/2/2007    |                  |                  |                 |                  | 0.00           | 200,000,000     | \$201,140.00        |
| 200,000 | GOLDMAN SACHS GP 5.625%     | \$191,638.00       | 6/13/2007   |                  |                  |                 |                  | 0.00           | 200,000,000     | \$191,638.00        |
| 2,000   | GOLDMAN SACHS GROUP INC     | \$390,208.40       | 3/6/2007    |                  |                  |                 |                  | 0.00           | 2,000,000       | \$390,208.40        |
| 1,000   | GOLDMAN SACHS GROUP INC     | \$161,626.30       | 1/21/2010   |                  |                  |                 |                  | 0.00           | 1,000,000       | \$161,626.30        |
| 8,000   | HALLIBURTON                 | \$308,623.20       | 2/7/2006    |                  |                  |                 |                  | 0.00           | 8,000,000       | \$308,623.20        |
| 4,000   | HALLIBURTON                 | \$148,320.00       | 4/3/2006    |                  |                  |                 |                  | 0.00           | 4,000,000       | \$148,320.00        |
| 9,000   | HOME DEPOT COM              | \$208,962.90       | 4/2/1998    |                  |                  |                 |                  | 0.00           | 9,000,000       | \$208,962.90        |
| 9,000   | HOME DEPOT COM              | \$409,218.75       | 1/2/2001    |                  |                  |                 |                  | 0.00           | 9,000,000       | \$409,218.75        |
| 250,000 | HOME DEPOT INC 5.4%         | \$243,410.00       | 1/24/2007   |                  |                  |                 |                  | 0.00           | 250,000,000     | \$243,410.00        |
| 5,000   | HONEYWELL INTL              | \$186,350.00       | 6/14/2001   |                  |                  |                 |                  | 0.00           | 5,000,000       | \$186,350.00        |
| 5,000   | HONEYWELL INTL              | \$116,125.50       | 3/6/2003    |                  |                  |                 |                  | 0.00           | 5,000,000       | \$116,125.50        |
| 5,000   | HONEYWELL INTL              | \$120,650.00       | 5/12/2003   |                  |                  |                 |                  | 0.00           | 5,000,000       | \$120,650.00        |
|         |                             |                    |             |                  |                  | 10/06/11        | \$298,870.75     | \$89,907.85    | 0.00            | \$0.00              |
|         |                             |                    |             |                  |                  | 10/06/11        | \$298,870.75     | (\$110,348.00) | 0.00            | \$0.00              |
|         |                             |                    |             |                  |                  |                 |                  | 0.00           | 250,000,000     | \$243,410.00        |
|         |                             |                    |             |                  |                  |                 |                  | 0.00           | 5,000,000       | \$186,350.00        |
|         |                             |                    |             |                  |                  |                 |                  | 0.00           | 5,000,000       | \$116,125.50        |
|         |                             |                    |             |                  |                  |                 |                  | 0.00           | 5,000,000       | \$120,650.00        |

THE WASILY FAMILY FOUNDATION

6/30/2012

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| SHARES  | SECURITY<br>TITLE          | OPENING<br>BALANCE | ACQ<br>DATE | PURCHASE<br>DATE | PURCHASE<br>COST | SELLING<br>DATE | SELLING<br>PRICE | GAIN/<br>LOSS | NO OF<br>SHARES | YEAR END<br>BALANCE |
|---------|----------------------------|--------------------|-------------|------------------|------------------|-----------------|------------------|---------------|-----------------|---------------------|
| 100,000 | HSBC FIN CORP 3.75%        | \$100,000.00       | 12/10/2009  |                  |                  |                 |                  | 0.00          | 100,000,000     | \$100,000.00        |
| 4,000   | IBM                        | \$60,475.00        | 7/21/1994   |                  |                  |                 |                  | 0.00          | 4,000,000       | \$60,475.00         |
| 5,000   | INGERSOLL RAND             | \$233,634.50       | 5/12/2006   |                  |                  | 07/12/11        | \$224,959.17     | (\$8,675.33)  | 0.00            | \$0.00              |
| 5,000   | INTEL CORP                 | \$153,375.00       | 7/7/1999    |                  |                  |                 |                  | 0.00          | 5,000,000       | \$153,375.00        |
| 2,000   | INTEL CORP                 | \$100,390.00       | 9/25/2000   |                  |                  |                 |                  | 0.00          | 2,000,000       | \$100,390.00        |
| 3,000   | INTEL CORP                 | \$93,187.50        | 1/2/2001    |                  |                  |                 |                  | 0.00          | 3,000,000       | \$93,187.50         |
| 500     | ITT CORPORATION            | \$296,956.50       | 1/5/2007    |                  |                  |                 |                  | 0.00          | 2,500,000       | \$56,867.17         |
| 5,000   | ITT EXELIS                 | \$0.00             | 1/5/2007    |                  |                  |                 |                  | 0.00          | 5,000,000       | \$69,012.69         |
| 12,080  | J P MORGAN CHASE           | \$211,832.46       | 10/17/2002  |                  |                  |                 |                  | 0.00          | 12,080,000      | \$211,832.46        |
| 7,920   | J P MORGAN CHASE           | \$227,640.00       | 1/9/2003    |                  |                  |                 |                  | 0.00          | 7,920,000       | \$227,640.00        |
| 152,000 | J P MORGAN CHASE 3.7%      | \$154,704.08       | 11/20/2009  |                  |                  |                 |                  | 0.00          | 152,000,000     | \$154,704.08        |
| 250,000 | J P MORGAN CHASE 4.75%     | \$256,820.00       | 5/29/2009   |                  |                  |                 |                  | 0.00          | 250,000,000     | \$256,820.00        |
| 8,000   | JACOBS ENGINEERING         | \$328,980.00       | 4/28/2006   |                  |                  |                 |                  | 0.00          | 8,000,000       | \$328,980.00        |
| 1,000   | JOHNSON & JOHNSON          | \$48,539.15        | 8/15/2000   |                  |                  |                 |                  | 0.00          | 1,000,000       | \$48,539.15         |
| 6,000   | JOHNSON & JOHNSON          | \$309,375.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 6,000,000       | \$309,375.00        |
| 14,000  | JOHNSON & JOHNSON          | \$721,875.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 14,000,000      | \$721,875.00        |
| 4,000   | KIMBERLY CLARK CORP        | \$280,032.00       | 1/23/2007   |                  |                  |                 |                  | 0.00          | 4,000,000       | \$280,032.00        |
| 3,000   | L-3 COMMUNICATIONS         | \$202,710.00       | 11/5/2004   |                  |                  |                 |                  | 0.00          | 3,000,000       | \$202,710.00        |
| 2,500   | MARTIN MARIETTA MAT        | \$330,716.25       | 10/17/2007  |                  |                  |                 |                  | 0.00          | 2,500,000       | \$330,716.25        |
| 5,000   | MCDONALDS CORP             | \$297,611.50       | 7/22/2009   |                  |                  |                 |                  | 0.00          | 5,000,000       | \$297,611.50        |
| 10,000  | MICROSOFT CORP             | \$284,250.00       | 9/18/1997   |                  |                  |                 |                  | 0.00          | 10,000,000      | \$284,250.00        |
| 5,000   | MICROSOFT CORP             | \$130,700.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 5,000,000       | \$130,700.00        |
| 3,000   | MONSANTO CO                | \$371,868.90       | 5/15/2008   |                  |                  |                 |                  | 0.00          | 3,000,000       | \$371,868.90        |
| 3,000   | MORGAN STANLEY             | \$139,716.07       | 1/14/2005   |                  |                  |                 |                  | 0.00          | 3,000,000       | \$139,716.07        |
| 215,000 | MORGAN STANLEY INC 4.75%   | \$207,232.05       | 11/10/2006  |                  |                  |                 |                  | 0.00          | 215,000,000     | \$207,232.05        |
| 0       | MORGAN STANLEY 4%          | \$203,930.00       | 8/26/2010   |                  |                  |                 |                  | 0.00          | 200,000,000     | \$203,930.00        |
| 200,000 | MORGAN STANLEY 5.375%      | \$199,702.00       | 2/15/2007   |                  |                  |                 |                  | 0.00          | 200,000,000     | \$199,702.00        |
| 100,000 | NATL CITY BK INDIANA 4.25% | \$96,648.00        | 12/3/2009   |                  |                  |                 |                  | 0.00          | 100,000,000     | \$96,648.00         |
| 8,000   | NIKE CL B                  | \$316,606.00       | 9/21/2005   |                  |                  |                 |                  | 0.00          | 8,000,000       | \$316,606.00        |
| 5,000   | NORFOLK SOUTHERN           | \$254,922.00       | 2/28/2006   |                  |                  |                 |                  | 0.00          | 5,000,000       | \$254,922.00        |
| 4,000   | NOVARTIS AG ADR            | \$220,551.60       | 11/24/2009  |                  |                  |                 |                  | 0.00          | 4,000,000       | \$220,551.60        |
| 4,000   | NOVARTIS AG ADR            | \$227,269.60       | 11/18/2010  |                  |                  |                 |                  | 0.00          | 4,000,000       | \$227,269.60        |
| 30,000  | ORACLE SYSTEMS             | \$925,189.47       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 30,000,000      | \$925,189.47        |
| 7,000   | PALL CORP                  | \$199,949.40       | 1/13/2006   |                  |                  |                 |                  | 0.00          | 7,000,000       | \$199,949.40        |
| 1,000   | PALL CORP                  | \$39,015.50        | 3/25/2008   |                  |                  |                 |                  | 0.00          | 1,000,000       | \$39,015.50         |
| 5,000   | PEABODY ENERGY             | \$128,002.00       | 12/16/2008  |                  |                  | 10/6/2011       | \$176,736.59     | \$48,734.59   | 0.00            | \$0.00              |
| 4,000   | PEPSICO INC                | \$266,451.20       | 3/26/2010   |                  |                  |                 |                  | 0.00          | 4,000,000       | \$266,451.20        |
| 4,000   | PFIZER                     | \$184,500.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 4,000,000       | \$184,500.00        |
| 4,000   | PFIZER                     | \$128,320.00       | 9/11/2003   |                  |                  |                 |                  | 0.00          | 4,000,000       | \$128,320.00        |
| 4,000   | PHILIP MORRIS INT'L        | \$184,837.87       | 1/5/2007    |                  |                  |                 |                  | 0.00          | 4,000,000       | \$184,837.87        |
| 3,000   | PRECISION CASTPARTS        | \$337,347.60       | 2/5/2008    |                  |                  |                 |                  | 0.00          | 3,000,000       | \$337,347.60        |
| 1,000   | PRECISION CASTPARTS        | \$102,450.60       | 3/25/2008   |                  |                  |                 |                  | 0.00          | 1,000,000       | \$102,450.60        |
| 11,700  | PROCTER & GAMBLE           | \$425,625.00       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 11,700,000      | \$425,625.00        |
| 8,000   | PROCTER & GAMBLE           | \$331,034.35       | 2/15/2002   |                  |                  |                 |                  | 0.00          | 8,000,000       | \$331,034.35        |
| 2,000   | PROCTER & GAMBLE           | \$96,289.50        | 11/13/2003  |                  |                  |                 |                  | 0.00          | 2,000,000       | \$96,289.50         |
| 2,000   | QUALCOMM INC               | \$139,443.80       | 2/7/2000    |                  |                  |                 |                  | 0.00          | 2,000,000       | \$139,443.80        |
| 4,000   | QUALCOMM INC               | \$127,640.00       | 8/4/2000    |                  |                  |                 |                  | 0.00          | 4,000,000       | \$127,640.00        |
| 2,000   | QUALCOMM INC               | \$63,320.00        | 9/12/2000   |                  |                  |                 |                  | 0.00          | 2,000,000       | \$63,320.00         |
| 2,000   | QUALCOMM INC               | \$75,132.50        | 10/18/2000  |                  |                  |                 |                  | 0.00          | 2,000,000       | \$75,132.50         |
| 10,000  | QUALCOMM INC               | \$381,406.25       | 1/2/2001    |                  |                  |                 |                  | 0.00          | 10,000,000      | \$381,406.25        |



STATE STREET

1200 Crown Colony Dr., CC1-3  
Quincy, MA 02169-0938

THE WASILY FAMILY FOUNDATION

XX5405371

ADMINISTRATOR: WCS MULTI CLIENT TEAM

STATEMENT DATE 6/29/12

THE WASILY FAMILY FOUNDATION  
C/O INDEPENDENT INVESTORS  
181 SMITHTOWN BLVD  
NESCONSET, NY 11767



THE WASILY FAMILY FOUNDATION

6/30/2012

\*\*\*3227

| SHARES    | SECURITY<br>TITLE          | OPENING<br>BALANCE | ACQ<br>DATE | PURCHASE<br>DATE | PURCHASE<br>COST | SELLING<br>DATE | SELLING<br>PRICE | GAIN/<br>LOSS | NO OF<br>SHARES | YEAR END<br>BALANCE |
|-----------|----------------------------|--------------------|-------------|------------------|------------------|-----------------|------------------|---------------|-----------------|---------------------|
| 3,000     | RESEARCH IN MOTION         | \$205,776.30       | 10/13/2009  |                  |                  |                 |                  | 0.00          | 3,000.000       | \$205,776.30        |
| 10,000    | SARA LEE CORP              | \$170,921.00       | 5/10/2007   |                  |                  |                 |                  | 0.00          | 10,000.000      | \$170,921.00        |
| 14,000    | SCHLUMBERGER LTD           | \$318,640.00       | 5/12/2003   |                  |                  |                 |                  | 0.00          | 14,000.000      | \$318,640.00        |
| 8,000     | STRYKER CORP               | \$303,549.60       | 9/22/2003   |                  |                  | 10/06/11        | \$380,075.09     | \$76,525.49   | 0.000           | \$0.00              |
| 2,000     | STRYKER CORP               | \$90,220.00        | 2/13/2004   |                  |                  | 10/06/11        | \$95,018.77      | \$4,798.77    | 0.000           | \$0.00              |
| 3,000     | TENARIS ADR                | \$165,882.30       | 5/6/2008    |                  |                  |                 |                  | 0.00          | 3,000.000       | \$165,882.30        |
| 2,000     | TEREX CORP                 | \$179,386.00       | 10/9/2007   |                  |                  |                 |                  | 0.00          | 2,000.000       | \$179,386.00        |
| 10,000    | TETRA TECH, INC            | \$175,880.00       | 6/25/2003   |                  |                  | 10/06/11        | \$284,195.02     | \$108,315.02  | 0.000           | \$0.00              |
| 5,000     | TETRA TECH, INC            | \$79,720.00        | 8/12/2004   |                  |                  |                 |                  | 0.00          | 5,000.000       | \$79,720.00         |
| 666.666   | TIME WARNER                | \$96,669.37        | 1/25/2000   |                  |                  |                 |                  | 0.00          | 666.666         | \$96,669.37         |
| 1,666.668 | TIME WARNER                | \$138,791.87       | 11/21/2001  |                  |                  |                 |                  | 0.00          | 1,666.668       | \$138,791.87        |
| 2,666.667 | TIME WARNER                | \$117,233.57       | 5/22/2002   |                  |                  |                 |                  | 0.00          | 2,666.667       | \$117,233.57        |
| 167.000   | TIME WARNER CABLE          | \$25,536.41        | 1/25/2000   |                  |                  |                 |                  | \$0.00        | 167.000         | \$25,536.41         |
| 418.000   | TIME WARNER CABLE          | \$36,663.59        | 11/21/2001  |                  |                  |                 |                  | 0.00          | 418.000         | \$36,663.59         |
| 669.000   | TIME WARNER CABLE          | \$30,968.70        | 5/22/2002   |                  |                  |                 |                  | 0.00          | 669.000         | \$30,968.70         |
| 100.000   | UBS AG 5.875%              | \$103,144.00       | 12/3/2009   |                  |                  |                 |                  | 0.00          | 100.000.000     | \$103,144.00        |
| 220.000   | UNION PACIFIC 5.45%        | \$228,813.20       | 5/29/2009   |                  |                  |                 |                  | 0.00          | 220.000.000     | \$228,813.20        |
| 0         | UNION PACIFIC CORP COM     | \$0.00             |             | 10/6/2011        | \$357,512.80     |                 |                  | 0.00          | 4,000.000       | \$357,512.80        |
| 1,667     | UNITED PARCEL SERVICE CL B | \$95,227.38        | 1/2/2001    |                  |                  |                 |                  | 0.00          | 1,667.000       | \$95,227.38         |
| 833       | UNITED PARCEL SERVICE CL B | \$47,585.13        | 1/2/2001    |                  |                  |                 |                  | 0.00          | 833.000         | \$47,585.13         |
| 2,500     | UNITED PARCEL SERVICE CL B | \$185,415.00       | 2/14/2005   |                  |                  |                 |                  | 0.00          | 2,500.000       | \$185,415.00        |
| 200,000   | US TREASURY NOTES 3.125%   | \$196,800.00       | 12/3/2009   |                  |                  |                 |                  | 0.00          | 200,000.000     | \$196,800.00        |
| 3,000     | WATERS CORP                | \$12,446.25        | 12/14/1995  |                  |                  |                 |                  | 0.00          | 3,000.000       | \$12,446.25         |
| 8,000     | WATERS CORP                | \$55,700.00        | 2/21/1997   |                  |                  |                 |                  | 0.00          | 8,000.000       | \$55,700.00         |
| 16,000    | WATERS CORP                | \$1,295,500.00     | 1/2/2001    |                  |                  |                 |                  | 0.00          | 16,000.000      | \$1,295,500.00      |
| 10,000    | WATTS WATER TECH           | \$352,118.00       | 7/13/2005   |                  |                  |                 |                  | 0.00          | 10,000.000      | \$352,118.00        |
| 2,000     | WATTS WATER TECH           | \$64,175.00        | 8/17/2005   |                  |                  |                 |                  | 0.00          | 2,000.000       | \$64,175.00         |
| 3,000     | WATTS WATER TECH           | \$84,515.10        | 11/17/2005  |                  |                  |                 |                  | 0.00          | 3,000.000       | \$84,515.10         |
| 6,000     | WELLS FARGO                | \$184,374.30       | 11/17/2005  |                  |                  |                 |                  | 0.00          | 6,000.000       | \$184,374.30        |
| 150,000   | WELLS FARGO 5.125%         | \$154,186.50       | 12/10/2009  |                  |                  |                 |                  | 0.00          | 150,000.000     | \$154,186.50        |
| 5,000     | XYLEM INC                  | \$0.00             | 1/5/2007    |                  |                  | SPINOFF FR ITT  |                  | 0.00          | 5,000.000       | \$171,076.64        |
| 6,000     | YUM! BRANDS                | \$304,902.60       | 11/18/2010  |                  |                  |                 |                  | 0.00          | 6,000.000       | \$304,902.60        |
| 0         | YUM! BRANDS                | \$0.00             |             | 10/6/2011        | \$98,595.80      |                 |                  | 0.00          | 2,000.000       | \$98,595.80         |

TOTALS:

\$34,593,263.73

\$1,082,719.00

\$2,509,647.93

\$64,849.15

\$33,231,183.95

S \$28,788,379.62  
B \$4,246,004.33  
U \$196,800.00



# STATE STREET

1200 Crown Colony Dr., CC1-3  
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## THE WASILY FAMILY FOUNDATION

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### INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE                               | FOOT MOODYS<br>NOTE RATING | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------------------------------------|----------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| PRINCIPAL CASH                                            |                            | 0             |                 | 0                        | 0.0            |                         |            |
| CASH EQUIVALENTS                                          |                            |               |                 |                          |                |                         |            |
| 147,488.0600 SSGA PRIME MONEY MARKET FUND 236             |                            | 147,488       | 1.000           | 147,488                  | 0.3            | 162                     | 0.1        |
| 100,000 BMW BK NORTH AMER<br>3.000% 12/11/2014            | CD                         | 100,000       | 104.209         | 104,209                  | 0.2            | 3,000                   | 2.9        |
| TOTAL CASH EQUIVALENTS                                    |                            | 247,488       |                 | 251,697                  | 0.5            | 3,162                   | 1.3        |
| GOVERNMENT AND AGENCY BONDS                               |                            |               |                 |                          |                |                         |            |
| 200,000 UNITED STATES TREASURY NOTES<br>3.125% 05/15/2019 | AAA                        | 196,800       | 113.656         | 227,312                  | 0.5            | 6,250                   | 2.7        |
| TOTAL GOVERNMENT AND AGENCY BONDS                         |                            | 196,800       |                 | 227,312                  | 0.5            | 6,250                   | 2.7        |
| CORPORATE BONDS                                           |                            |               |                 |                          |                |                         |            |
| 220,000 UNION PACIFIC CORP<br>5.450% 01/31/2013           | BAA2                       | 228,813       | 102.727         | 225,999                  | 0.5            | 11,990                  | 5.3        |



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1200 Crown Colony Dr., CC1-3  
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## INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE |                                           | FOOT<br>NOTE | MOODYS<br>RATING | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|-------------------------------------------|--------------|------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 250,000                     | JP MORGAN CHASE & CO<br>4.750% 05/01/2013 | A2           |                  | 256,820       | 103.101         | 257,753                  | 0.6            | 11,875                  | 4.6        |
| 215,000                     | MORGAN STANLEY<br>4.750% 04/01/2014       | BAA2         |                  | 207,232       | 100.880         | 216,892                  | 0.5            | 10,213                  | 4.7        |
| 152,000                     | JPMORGAN CHASE & CO<br>3.700% 01/20/2015  | A2           |                  | 154,704       | 104.308         | 158,548                  | 0.4            | 5,624                   | 3.5        |
| 200,000                     | MORGAN STANLEY<br>4.00% 07/24/2015        | BAA1         |                  | 203,930       | 99.419          | 198,838                  | 0.5            | 8,000                   | 4.0        |
| 200,000                     | MORGAN STANLEY<br>5.375% 10/15/2015       | BAA1         |                  | 199,702       | 102.222         | 204,444                  | 0.5            | 10,750                  | 5.3        |
| 250,000                     | HOME DEPOT INC<br>5.400% 03/01/2016       | A3           |                  | 243,410       | 115.282         | 288,205                  | 0.7            | 13,500                  | 4.7        |
| 150,000                     | WELLS FARGO CO<br>5.125% 09/15/2016       | A3           |                  | 154,187       | 111.142         | 166,713                  | 0.4            | 7,688                   | 4.6        |



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### INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE |                                                    | FOOT<br>NOTE | MOODYS<br>RATING | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|----------------------------------------------------|--------------|------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 400,000                     | GOLDMAN SACHS GROUP INC<br>5.625% 01/15/2017       |              | BAA1             | 392,778       | 104.890         | 419,560                  | 1.0            | 22,500                  | 5.4        |
| 100,000                     | NATIONAL CITY BK INDIANA<br>4.250% 07/01/2018      |              | A3               | 96,648        | 106.686         | 106,686                  | 0.2            | 4,250                   | 4.0        |
| 100,000                     | DEERE & COMPANY<br>4.375% 10/16/2019               |              | A2               | 103,299       | 115.794         | 115,794                  | 0.3            | 4,375                   | 3.8        |
| 100,000                     | HSBC FINANCE CORP<br>3.750% 12/15/2014             | MTN          | BAA1             | 100,000       | 99.938          | 99,938                   | 0.2            | 3,750                   | 3.8        |
| 300,000                     | BANK OF AMERICA CORP<br>3.650% 08/15/2016          | MTN          | BAA2             | 300,000       | 94.818          | 284,454                  | 0.7            | 10,950                  | 3.8        |
| 250,000                     | GOLDMAN SACHS GROUP INC<br>3.550% 08/15/2016       | MTN          | A3               | 253,338       | 98.895          | 247,238                  | 0.6            | 8,875                   | 3.6        |
| 250,000                     | GENERAL ELECTRIC CAPITAL CORP<br>5.050% 12/15/2018 | MTN          | A1               | 250,000       | 108.986         | 272,465                  | 0.6            | 12,625                  | 4.6        |



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### INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE |                                                                                              | FOOT<br>NOTE | MOODYS<br>RATING | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|----------------------------------------------------------------------------------------------|--------------|------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 300,000                     | GENERAL ELECTRIC CAPITAL CORP<br>5.350% 12/15/2019                                           | MTN          | A1               | 300,000       | 100.027         | 300,081                  | 0.7            | 16,050                  | 5.3        |
| 400,000                     | GENERAL ELECTRIC CAPITAL CORP(STEELS)<br>V/R 10/08/2020<br>CPN 5.25% TO 10/12 THEN VAR 7.75% |              | A1               | 398,000       | 100.601         | 402,404                  | 0.9            | 17,000                  | 4.2        |
| 100,000                     | UBS AG STAMFORD CT<br>5.875% 07/15/2016                                                      |              | BAA3             | 103,144       | 105.309         | 105,309                  | 0.2            | 5,875                   | 5.6        |
| 200,000                     | BARCLAYS BK PLC MTN<br>4.250% 7/22/2019                                                      |              | A2               | 200,000       | 100.847         | 201,694                  | 0.5            | 8,500                   | 4.2        |
| TOTAL CORPORATE BONDS       |                                                                                              |              |                  | 4,146,004     |                 | 4,273,015                | 10.0           | 194,389                 | 4.5        |



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### INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE  | FOOT<br>NOTE           | TOTAL<br>COST  | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|------------------------------|------------------------|----------------|-----------------|--------------------------|----------------|-------------------------|------------|
| <b>EQUITIES</b>              |                        |                |                 |                          |                |                         |            |
| <b>CONSUMER NON-DURABLES</b> |                        |                |                 |                          |                |                         |            |
| <b>FOODS</b>                 |                        |                |                 |                          |                |                         |            |
| 10,000                       | SARA LEE CORP          | 170,921        | 18.500          | 185,000                  | 0.4            | 4,600                   | 2.5        |
|                              | <b>TOTAL</b>           | <b>170,921</b> |                 | <b>185,000</b>           | <b>0.4</b>     | <b>4,600</b>            | <b>2.5</b> |
| <b>BEVERAGES</b>             |                        |                |                 |                          |                |                         |            |
| 8,000                        | COCA COLA CO           | 284,700        | 78.190          | 625,520                  | 1.4            | 16,320                  | 2.6        |
| 4,000                        | PEPSICO INC            | 266,451        | 70.660          | 282,640                  | 0.7            | 8,600                   | 3.0        |
|                              | <b>TOTAL</b>           | <b>551,151</b> |                 | <b>908,160</b>           | <b>2.1</b>     | <b>24,920</b>           | <b>2.7</b> |
| <b>TOBACCO</b>               |                        |                |                 |                          |                |                         |            |
| 4,000                        | PHILIP MORRIS INTL INC | 184,838        | 87.260          | 349,040                  | 0.8            | 12,320                  | 3.5        |
|                              | <b>TOTAL</b>           | <b>184,838</b> |                 | <b>349,040</b>           | <b>0.8</b>     | <b>12,320</b>           | <b>3.5</b> |
| <b>HOUSEHOLD PRODUCTS</b>    |                        |                |                 |                          |                |                         |            |
| 8,000                        | COLGATE PALMOLIVE CO   | 431,108        | 104.100         | 832,800                  | 1.9            | 19,840                  | 2.4        |
| 4,000                        | KIMBERLY CLARK CORP    | 280,032        | 83.770          | 335,080                  | 0.8            | 11,840                  | 3.5        |



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## INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE |                             | FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|-----------------------------|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 8,000                       | NIKE INC-B                  |              | 316,606       | 87.780          | 702,240                  | 1.6            | 11,520                  | 1.6        |
|                             | TOTAL                       |              | 1,027,746     |                 | 1,870,120                | 4.3            | 43,200                  | 2.3        |
| DRUGS                       |                             |              |               |                 |                          |                |                         |            |
| 7,000                       | AMGEN INC                   |              | 503,834       | 72.910          | 510,370                  | 1.2            | 10,080                  | 2.0        |
| 5,000                       | ELI LILLY & CO              |              | 76,923        | 42.910          | 214,550                  | 0.5            | 9,800                   | 4.6        |
| 8,000                       | PFIZER INC                  |              | 275,220       | 23.000          | 184,000                  | 0.4            | 7,040                   | 3.8        |
|                             | TOTAL                       |              | 855,977       |                 | 908,920                  | 2.1            | 26,920                  | 3.0        |
| HEALTH CARE                 |                             |              |               |                 |                          |                |                         |            |
| 12,000                      | ABBOTT LABORATORIES         |              | 68,140        | 64.470          | 773,640                  | 1.8            | 24,480                  | 3.2        |
| 10,000                      | BAXTER INTERNATIONAL INC    |              | 205,577       | 53.150          | 531,500                  | 1.2            | 13,400                  | 2.5        |
| 10,000                      | BRISTOL MYERS SQUIBB CO     |              | 257,700       | 35.950          | 359,500                  | 0.8            | 13,600                  | 3.8        |
| 21,000                      | JOHNSON & JOHNSON           |              | 97,089        | 67.560          | 1,418,760                | 3.3            | 51,240                  | 3.6        |
| 8,000                       | NOVARTIS AG ADR             |              | 447,821       | 55.900          | 447,200                  | 1.0            | 16,848                  | 3.8        |
|                             | TOTAL                       |              | 1,076,327     |                 | 3,530,600                | 8.1            | 119,568                 | 3.4        |
|                             | TOTAL CONSUMER NON-DURABLES |              | 3,866,961     |                 | 7,751,840                | 17.8           | 231,528                 | 3.0        |



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### INVESTMENT DETAIL 6/29/12

| PAR/SHARES<br>ORIGINAL FACE  | FOOT<br>NOTE                  | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|------------------------------|-------------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| CONSUMER SERVICES            |                               |               |                 |                          |                |                         |            |
| BROADCASTING & CABLE         |                               |               |                 |                          |                |                         |            |
| 1,255                        | TIME WARNER CABLE INC         | 112,584       | 82.100          | 103,036                  | 0.2            | 2,811                   | 2.7        |
| 5,000                        | TIME WARNER INC               | 318,431       | 38.500          | 192,500                  | 0.4            | 5,200                   | 2.7        |
|                              | TOTAL                         | 431,015       |                 | 295,536                  | 0.6            | 8,011                   | 2.7        |
| ENTERTAINMENT & LEISURE TIME |                               |               |                 |                          |                |                         |            |
| 22,000                       | DISNEY (THE WALT) COMPANY DEL | 711,200       | 48.500          | 1,067,000                | 2.5            | 13,200                  | 1.2        |
| 21,700                       | PROCTER & GAMBLE CO           | 463,938       | 61.250          | 1,329,125                | 3.1            | 48,782                  | 3.7        |
|                              | TOTAL                         | 1,175,139     |                 | 2,396,125                | 5.6            | 61,982                  | 2.6        |
| RESTAURANTS & LODGING        |                               |               |                 |                          |                |                         |            |
| 5,000                        | MCDONALDS CORP                | 297,612       | 88.530          | 442,650                  | 1.0            | 14,000                  | 3.2        |
| 8,000                        | YUM! BRANDS INC               | 403,498       | 64.420          | 515,360                  | 1.2            | 9,120                   | 1.8        |
|                              | TOTAL                         | 701,110       |                 | 958,010                  | 2.2            | 23,120                  | 2.4        |
| RETAIL                       |                               |               |                 |                          |                |                         |            |
| 6,000                        | FAMILY DOLLAR STORES INC      | 318,738       | 66.480          | 398,880                  | 0.9            | 5,040                   | 1.3        |
|                              | TOTAL                         | 318,738       |                 | 398,880                  | 0.9            | 5,040                   | 1.3        |
|                              | TOTAL CONSUMER SERVICES       | 2,626,002     |                 | 4,048,551                | 9.3            | 98,153                  | 2.4        |





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| PAR/SHARES<br>ORIGINAL FACE  | FOOT<br>NOTE                       | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|------------------------------|------------------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| BUSINESS PRODUCTS & SERVICES |                                    |               |                 |                          |                |                         |            |
| COMPUTER SERVICES            |                                    |               |                 |                          |                |                         |            |
| 20,000                       | CISCO SYSTEMS INC                  | 910,500       | 17.170          | 343,400                  | 0.8            | 6,400                   | 1.9        |
| 15,000                       | MICROSOFT CORP                     | 414,950       | 30.590          | 458,850                  | 1.1            | 12,000                  | 2.6        |
| 30,000                       | ORACLE CORP                        | 60,127        | 29.700          | 891,000                  | 2.1            | 7,200                   | 0.8        |
|                              | TOTAL                              | 1,385,577     |                 | 1,693,250                | 4.0            | 25,600                  | 1.5        |
| TELECOMMUNICATION SERVICES   |                                    |               |                 |                          |                |                         |            |
| 20,000                       | QUALCOMM INC                       | 887,196       | 55.680          | 1,113,600                | 2.6            | 20,000                  | 1.8        |
|                              | TOTAL                              | 887,196       |                 | 1,113,600                | 2.6            | 20,000                  | 1.8        |
| OTHER BUSINESS PRODS & SVCS  |                                    |               |                 |                          |                |                         |            |
| 4,000                        | ALTRIA GROUP INC                   | 81,116        | 34.550          | 138,200                  | 0.3            | 6,560                   | 4.7        |
| 10,000                       | SARA LEE CORP                      | 0             | 0.000           | 0                        | 0.0            | 0                       | 0.0        |
| 5,600                        | 3M CO                              | 85,809        | 89.600          | 501,760                  | 1.2            | 13,216                  | 2.6        |
|                              | TOTAL                              | 166,925       |                 | 639,960                  | 1.5            | 19,776                  | 3.1        |
|                              | TOTAL BUSINESS PRODUCTS & SERVICES | 2,439,699     |                 | 3,446,810                | 8.1            | 65,376                  | 1.9        |



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| PAR/SHARES<br>ORIGINAL FACE | FOOT<br>NOTE           | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| CAPITAL GOODS               |                        |               |                 |                          |                |                         |            |
| ELECTRICAL EQUIPMENT        |                        |               |                 |                          |                |                         |            |
| 20,000                      | EMERSON ELECTRIC CO    | 533,741       | 46.580          | 931,600                  | 2.1            | 32,000                  | 3.4        |
| 15,000                      | GENERAL ELECTRIC CO    | 98,719        | 20.840          | 312,600                  | 0.7            | 10,200                  | 3.3        |
|                             | TOTAL                  | 632,460       |                 | 1,244,200                | 2.8            | 42,200                  | 3.4        |
| ENGINEERING & CONSTRUCTION  |                        |               |                 |                          |                |                         |            |
| 4,000                       | FLUOR CORP             | 174,265       | 49.340          | 197,360                  | 0.5            | 2,560                   | 1.3        |
| 8,000                       | JACOBS ENGINEERING INC | 328,980       | 37.860          | 302,880                  | 0.7            | 0                       | 0.0        |
|                             | TOTAL                  | 503,245       |                 | 500,240                  | 1.2            | 2,560                   | 0.5        |
| MACHINERY                   |                        |               |                 |                          |                |                         |            |
| 4,000                       | CATERPILLAR INC        | 307,872       | 84.910          | 339,640                  | 0.8            | 8,320                   | 2.4        |
| 2,000                       | TEREX CORP NEW         | 179,386       | 17.830          | 35,660                   | 0.1            | 0                       | 0.0        |
| 5,000                       | XYLEM INC              | 168,178       | 25.170          | 125,850                  | 0.3            | 2,025                   | 1.6        |
|                             | TOTAL                  | 655,437       |                 | 501,150                  | 1.2            | 10,345                  | 2.1        |



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| PAR/SHARES<br>ORIGINAL FACE   |                             | FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-------------------------------|-----------------------------|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| MANUFACTURING-DIVERSIFIED     |                             |              |               |                 |                          |                |                         |            |
| 11,500                        | DOVER CORP                  |              | 285,534       | 53.610          | 616,515                  | 1.4            | 14,490                  | 2.4        |
| 2,500                         | ITT CORP                    |              | 56,124        | 17.600          | 44,000                   | 0.1            | 910                     | 2.1        |
| 4,000                         | PRECISION CASTPARTS CORP    |              | 439,798       | 164.490         | 657,960                  | 1.5            | 480                     | 0.1        |
| 27,000                        | WATERS CORP                 |              | 112,879       | 79.470          | 2,145,690                | 4.9            | 0                       | 0.0        |
|                               | TOTAL                       |              | 894,335       |                 | 3,464,165                | 7.9            | 15,880                  | 0.5        |
| AEROSPACE & DEFENSE           |                             |              |               |                 |                          |                |                         |            |
| 10,000                        | BOEING CO                   |              | 319,000       | 74.300          | 743,000                  | 1.7            | 17,600                  | 2.4        |
| 15,000                        | HONEYWELL INTERNATIONAL INC |              | 423,126       | 55.840          | 837,600                  | 1.9            | 22,350                  | 2.7        |
| 5,000                         | ITT EXELIS INC              |              | 72,654        | 9.860           | 49,300                   | 0.1            | 2,065                   | 4.2        |
|                               | TOTAL                       |              | 814,779       |                 | 1,629,900                | 3.7            | 42,015                  | 2.6        |
| COMPUTER & BUSINESS EQUIPMENT |                             |              |               |                 |                          |                |                         |            |
| 7,000                         | APPLE INC                   |              | 479,076       | 584.000         | 4,088,000                | 9.4            | 0                       | 0.0        |
| 6,000                         | EMC CORP MASS               |              | 350,045       | 25.630          | 153,780                  | 0.4            | 0                       | 0.0        |



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| PAR/SHARES<br>ORIGINAL FACE              | FOOT<br>NOTE                    | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|------------------------------------------|---------------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 4,000                                    | IBM CORP                        | 60,475        | 195.580         | 782,320                  | 1.8            | 13,600                  | 1.7        |
|                                          | TOTAL                           | 889,596       |                 | 5,024,100                | 11.6           | 13,600                  | 0.3        |
| TELECOMMUNICATIONS EQUIPMENT             |                                 |               |                 |                          |                |                         |            |
| 15,000                                   | CORNING INC                     | 294,875       | 12.930          | 193,950                  | 0.4            | 4,500                   | 2.3        |
| 3,000                                    | L-3 COMMUNICATIONS HOLDINGS INC | 202,710       | 74.010          | 222,030                  | 0.5            | 6,000                   | 2.7        |
|                                          | TOTAL                           | 497,585       |                 | 415,980                  | 0.9            | 10,500                  | 2.5        |
| OTHER CAPITAL GOODS                      |                                 |               |                 |                          |                |                         |            |
| 2,500                                    | MARTIN MARIETTA MATERIALS INC   | 330,716       | 78.820          | 197,050                  | 0.5            | 4,000                   | 2.0        |
|                                          | TOTAL                           | 330,716       |                 | 197,050                  | 0.5            | 4,000                   | 2.0        |
|                                          | TOTAL CAPITAL GOODS             | 5,218,154     |                 | 12,976,785               | 29.8           | 141,100                 | 1.1        |
| INDUSTRIAL ELECTRONICS<br>SEMICONDUCTORS |                                 |               |                 |                          |                |                         |            |
| 3,500                                    | BROADCOM CORP-A                 | 117,137       | 33.760          | 118,160                  | 0.3            | 1,400                   | 1.2        |
| 10,000                                   | INTEL CORP                      | 365,310       | 26.650          | 266,500                  | 0.6            | 8,400                   | 3.2        |
|                                          | TOTAL                           | 482,447       |                 | 384,660                  | 0.9            | 9,800                   | 2.5        |



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| PAR/SHARES<br>ORIGINAL FACE  | FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|------------------------------|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| ELECTRONICS-INSTRUMENTATION  |              |               |                 |                          |                |                         |            |
| 9,000                        |              | 388,326       | 39.240          | 353,160                  | 0.8            | 3,600                   | 1.0        |
|                              |              | 388,326       |                 | 353,160                  | 0.8            | 3,600                   | 1.0        |
|                              |              | 870,773       |                 | 737,820                  | 1.7            | 13,400                  | 1.8        |
| TOTAL INDUSTRIAL ELECTRONICS |              |               |                 |                          |                |                         |            |
| ENERGY                       |              |               |                 |                          |                |                         |            |
| OIL-INTEGRATED               |              |               |                 |                          |                |                         |            |
| 10,000                       |              | 419,803       | 40.540          | 405,400                  | 0.9            | 19,200                  | 4.7        |
| 5,000                        |              | 395,038       | 57.990          | 289,950                  | 0.7            | 4,000                   | 1.4        |
| 13,000                       |              | 512,699       | 85.570          | 1,112,410                | 2.6            | 29,640                  | 2.7        |
|                              |              | 1,327,539     |                 | 1,807,760                | 4.2            | 52,840                  | 2.9        |
| OIL SERVICE                  |              |               |                 |                          |                |                         |            |
| 10,000                       |              | 292,700       | 41.100          | 411,000                  | 0.9            | 6,000                   | 1.5        |
| 12,000                       |              | 456,943       | 28.390          | 340,680                  | 0.8            | 4,320                   | 1.3        |
| 14,000                       |              | 318,640       | 64.910          | 908,740                  | 2.1            | 15,400                  | 1.7        |
|                              |              | 1,068,283     |                 | 1,660,420                | 3.8            | 25,720                  | 1.5        |



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| PAR/SHARES<br>ORIGINAL FACE | FOOT<br>NOTE                | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|-----------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| OTHER ENERGY                |                             |               |                 |                          |                |                         |            |
| 5,000                       | ANADARKO PETROLEUM CORP     | 320,100       | 66.200          | 331,000                  | 0.8            | 1,800                   | 0.5        |
|                             | TOTAL                       | 320,100       |                 | 331,000                  | 0.8            | 1,800                   | 0.5        |
| TOTAL ENERGY                |                             | 2,715,922     |                 | 3,799,180                | 8.8            | 80,360                  | 2.1        |
| BASIC INDUSTRIES            |                             |               |                 |                          |                |                         |            |
| CHEMICALS -MAJOR            |                             |               |                 |                          |                |                         |            |
| 6,000                       | CYTEC INDUSTRIES INC        | 356,159       | 58.640          | 351,840                  | 0.8            | 3,000                   | 0.9        |
| 8,000                       | DU PONT E I DE NEMOURS & CO | 376,112       | 50.570          | 404,560                  | 0.9            | 13,760                  | 3.4        |
| 3,000                       | MONSANTO CO                 | 371,869       | 82.780          | 248,340                  | 0.6            | 3,600                   | 1.4        |
|                             | TOTAL                       | 1,104,139     |                 | 1,004,740                | 2.3            | 20,360                  | 2.0        |
| CHEMICALS-SPECIALTY         |                             |               |                 |                          |                |                         |            |
| 8,000                       | PALL CORP                   | 238,965       | 54.810          | 438,480                  | 1.0            | 6,720                   | 1.5        |
|                             | TOTAL                       | 238,965       |                 | 438,480                  | 1.0            | 6,720                   | 1.5        |
| OTHER BASIC INDUSTRIES      |                             |               |                 |                          |                |                         |            |
| 15,000                      | WATTS WATER TECH INC        | 500,809       | 33.340          | 500,100                  | 1.2            | 6,600                   | 1.3        |
|                             | TOTAL                       | 500,809       |                 | 500,100                  | 1.2            | 6,600                   | 1.3        |
| TOTAL BASIC INDUSTRIES      |                             | 1,843,913     |                 | 1,943,320                | 4.5            | 33,680                  | 1.7        |



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| PAR/SHARES<br>ORIGINAL FACE |                              | FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|------------------------------|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| TRANSPORTATION              |                              |              |               |                 |                          |                |                         |            |
| AIR TRANSPORTATION          |                              |              |               |                 |                          |                |                         |            |
| 3,000                       | FEDEX CORP                   |              | 252,503       | 91.610          | 274,830                  | 0.6            | 1,680                   | 0.6        |
|                             | TOTAL                        |              | 252,503       |                 | 274,830                  | 0.6            | 1,680                   | 0.6        |
| OTHER TRANSPORTATION        |                              |              |               |                 |                          |                |                         |            |
| 5,000                       | NORFOLK SOUTHERN CORP        |              | 254,922       | 71.770          | 358,850                  | 0.8            | 9,400                   | 2.6        |
| 4,000                       | UNION PACIFIC CORP           |              | 357,513       | 119.310         | 477,240                  | 1.1            | 9,600                   | 2.0        |
| 5,000                       | UNITED PARCEL SERVICE INC-B  |              | 185,488       | 78.760          | 393,800                  | 0.9            | 11,400                  | 2.9        |
|                             | TOTAL                        |              | 797,923       |                 | 1,229,890                | 2.8            | 30,400                  | 2.5        |
|                             | TOTAL TRANSPORTATION         |              | 1,050,426     |                 | 1,504,720                | 3.4            | 32,080                  | 2.1        |
| FINANCIAL                   |                              |              |               |                 |                          |                |                         |            |
| BANKS                       |                              |              |               |                 |                          |                |                         |            |
| 10,314                      | BANK OF AMERICA CORP         |              | 123,300       | 8.180           | 84,369                   | 0.2            | 413                     | 0.5        |
| 8,000                       | BANK OF NEW YORK MELLON CORP |              | 218,683       | 21.950          | 175,600                  | 0.4            | 4,160                   | 2.4        |
| 1,000                       | CITIGROUP INC                |              | 393,896       | 27.410          | 27,410                   | 0.1            | 40                      | 0.1        |



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| PAR/SHARES<br>ORIGINAL FACE |                         | FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|-----------------------------|-------------------------|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| 6,000                       | WELLS FARGO & CO        |              | 184,374       | 33.440          | 200,640                  | 0.5            | 5,280                   | 2.6        |
|                             | TOTAL                   |              | 920,254       |                 | 488,019                  | 1.2            | 9,893                   | 2.0        |
| INSURANCE                   |                         |              |               |                 |                          |                |                         |            |
| 3,500                       | BERKSHIRE HATHAWAY INC  |              | 245,059       | 83.330          | 291,655                  | 0.7            | 0                       | 0.0        |
|                             | TOTAL                   |              | 245,059       |                 | 291,655                  | 0.7            | 0                       | 0.0        |
| OTHER FINANCIAL             |                         |              |               |                 |                          |                |                         |            |
| 8,000                       | AMERICAN EXPRESS CO     |              | 332,162       | 58.210          | 465,680                  | 1.1            | 6,400                   | 1.4        |
| 3,000                       | GOLDMAN SACHS GROUP INC |              | 551,835       | 95.860          | 287,580                  | 0.7            | 5,520                   | 1.9        |
| 20,000                      | JP MORGAN CHASE & CO    |              | 406,749       | 35.730          | 714,600                  | 1.6            | 24,000                  | 3.4        |
| 3,000                       | MORGAN STANLEY          |              | 139,713       | 14.590          | 43,770                   | 0.1            | 600                     | 1.4        |
|                             | TOTAL                   |              | 1,430,459     |                 | 1,511,630                | 3.5            | 36,520                  | 2.4        |
| TOTAL FINANCIAL             |                         |              | 2,595,772     |                 | 2,291,304                | 5.4            | 46,413                  | 2.0        |





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| PAR/SHARES<br>ORIGINAL FACE          | FOOT<br>NOTE             | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PCT<br>YLD |
|--------------------------------------|--------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| FOREIGN ASSETS                       |                          |               |                 |                          |                |                         |            |
| FOREIGN STOCK                        |                          |               |                 |                          |                |                         |            |
| 3,000                                | RESEARCH IN MOTION LTD   | 205,776       | 7.390           | 22,170                   | 0.1            | 0                       | 0.0        |
| 3,000                                | TENARIS SA-SPONSORED ADR | 165,882       | 34.970          | 104,910                  | 0.2            | 3,540                   | 3.4        |
|                                      | TOTAL                    | 371,659       |                 | 127,080                  | 0.3            | 3,540                   | 2.8        |
| TOTAL FOREIGN ASSETS                 |                          |               |                 |                          |                |                         |            |
|                                      |                          | 371,659       |                 | 127,080                  | 0.3            | 3,540                   | 2.8        |
| TOTAL EQUITIES                       |                          |               |                 |                          |                |                         |            |
|                                      |                          | 23,599,281    |                 | 38,627,410               | 89.0           | 745,630                 | 1.9        |
| TOTAL INVESTMENTS                    |                          |               |                 |                          |                |                         |            |
|                                      |                          | 28,189,572    |                 | 43,379,433               | 100.0          | 949,431                 | 2.2        |
| INCOME PORTFOLIO                     |                          |               |                 |                          |                |                         |            |
|                                      |                          | 1,096,219     |                 | 1,096,219                |                |                         |            |
| TOTAL INVESTMENTS & INCOME PORTFOLIO |                          |               |                 |                          |                |                         |            |
|                                      |                          | 29,285,791    |                 | 44,475,652               |                | 949,431                 |            |



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### INVESTED INCOME DETAIL 6/29/12

| FOOT<br>NOTE                                    | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PC'<br>YLD |
|-------------------------------------------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
| INCOME CASH                                     | 30,000        |                 | 30,000                   | 2.7            |                         |            |
| CASH EQUIVALENTS                                |               |                 |                          |                |                         |            |
| 1,066,219.4300 SSGA PRIME MONEY MARKET FUND 236 | 1,066,219     | 1.000           | 1,066,219                | 97.3           | 1173                    | 0.         |
| TOTAL CASH EQUIVALENTS                          | 1,066,219     |                 | 1,066,219                | 97.3           | 1173                    | 0.         |



STATE STREET.

1200 Crown Colony Dr., CC1-3  
Quincy, MA 02169-0938

THE WASILY FAMILY FOUNDATION

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INVESTED INCOME DETAIL  
6/29/12

| FOOT<br>NOTE | TOTAL<br>COST | MARKET<br>PRICE | TOTAL<br>MARKET<br>VALUE | PCT OF<br>PORT | EST<br>ANNUAL<br>INCOME | PC.<br>YLD |
|--------------|---------------|-----------------|--------------------------|----------------|-------------------------|------------|
|              | 1,096,219     |                 | 1,096,219                | 0.0            | 1173                    | 0.1        |

TOTAL INVESTED INCOME AND CASH



# STATE STREET.

1200 Crown Colony Dr., CC1-3  
Quincy, MA 02169-0938

## THE WASILY FAMILY FOUNDATION

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### SUMMARY OF TRANSACTIONS 6/01/12 THROUGH 06/29/12

CASH BALANCES ON 05/31/12

#### RECEIPTS

MONEY MARKET INCOME  
INTEREST  
DIVIDENDS  
SALES AND MATURITIES  
TRANSFERS  
MISCELLANEOUS

TOTAL RECEIPTS

#### DISBURSEMENTS

PURCHASES  
TRANSFERS  
MISCELLANEOUS

TOTAL DISBURSEMENTS

NET MONEY MARKET TRANSACTIONS

CASH BALANCES ON 06/29/12

| INCOME      | PRINCIPAL     |
|-------------|---------------|
| 0.00        | 0.00          |
| 220.86      | 0.00          |
| 13,893.69   | 0.00          |
| 126,570.94  | 0.00          |
| 0.00        | 0.00          |
| 0.00        | 0.00          |
| 0.00        | 0.00          |
| 140,685.49  | 0.00          |
| 0.00        | 0.00          |
| 0.00        | 0.00          |
| 0.00        | 1,170,000.00- |
| 0.00        | 1,170,000.00- |
| 110,685.49- | 1,170,000.00  |
| 30,000.00   | 0.00          |