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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
HEALY FOUNDATION
C/O MR. EDMUND HEALY

A Employer identification number
03-0466977

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 760

B Telephone number
302-651-1942

City or town, state, and ZIP code
TAOS, NM 87571

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 17,228,530.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	374,519.	374,519.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	934,060.			
	b Gross sales price for all assets on line 6a 2,640,366.				
	7 Capital gain net income (from Part IV, line 2)		934,060.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,308,579.	1,308,579.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,522.	90,522.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	275.	275.		0.
	c Other professional fees STMT 3	33,934.	33,934.		0.
	17 Interest				
	18 Taxes STMT 4	11,746.	4,364.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	3,786.	3,786.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	140,263.	132,881.		0.
	25 Contributions, gifts, grants paid	817,500.			817,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	957,763.	132,881.		817,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	350,816.			
	b **Net investment income** (if negative, enter -0-)		1,175,698.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10180425 758259 058704-000 2012.03030 HEALY FOUNDATION C/O MR. ED 058704-1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	146,032.	624,620.	624,620.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	9,820,635.	9,695,998.	16,603,910.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,966,667.	10,320,618.	17,228,530.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	9,966,667.	10,320,618.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	9,966,667.	10,320,618.	
	31 **Total liabilities and net assets/fund balances**	9,966,667.	10,320,618.	

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	9,966,667.
2 Enter amount from Part I, line 27a	2	350,816.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4,372.
4 Add lines 1, 2, and 3	4	10,321,855.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,237.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,320,618.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,640,366.		1,706,306.	934,060.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				934,060.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	934,060.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	711,500.	15,396,086.	.046213
2010	513,500.	14,372,666.	.035728
2009	753,563.	10,834,389.	.069553
2008	803,040.	14,612,121.	.054957
2007	668,884.	16,776,154.	.039871

2	Total of line 1, column (d)	2	.246322
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049264
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,566,940.
5	Multiply line 4 by line 3	5	816,154.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,757.
7	Add lines 5 and 6	7	827,911.
8	Enter qualifying distributions from Part XII, line 4	8	817,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	23,514.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	23,514.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	23,514.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	15,514.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ WILMINGTON TRUST COMPANY Telephone no. ▶ 302-651-1942
Located at ▶ 1100 NORTH MARKET ST DE3-C070, WILMINGTON, DE ZIP+4 ▶ 19890-0001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON, DE 19890	ADVISOR 2.00	90,522.	0.	0.
MR.EDMUND HEALY P.O. BOX 767 TAOS, NM 87571	ADVISOR 2.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	16,304,333.
b	Average of monthly cash balances		1b	514,895.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,819,228.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	16,819,228.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	252,288.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,566,940.
6	**Minimum investment return.** Enter 5% of line 5		6	828,347.

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

1	Minimum investment return from Part X, line 6		1	828,347.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 23,514.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	23,514.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	804,833.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	804,833.
6	*Deduction from distributable amount (see instructions)*		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	804,833.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	817,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	817,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	817,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				804,833.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			760,032.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 817,500.				
a Applied to 2011, but not more than line 2a			760,032.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				57,468.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				747,365.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE BOSELLI FOUNDATION PO BOX 16385 JACKSONVILLE, FL 32245	NONE	CHARITY	GENERAL SUPPORT	15,000.
CHESAPEAKE WILDLIFE HERITAGE 46 PENNSYLVANIA AVE PO BOX 1745 EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	40,000.
CIMARRON MAVERICK CLUB P O BOX 81 CIMARRON, NM 87714	NONE	CHARITY	GENERAL SUPPORT	6,000.
DELMARVA NESTING FOUNDATION 6480 LOCUST GROVE ROAD EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	5,000.
DREAMS COME TRUE 6803 SOUTHPOINT PARKWAY JACKSONVILLE, FL 32216	NONE	CHARITY	SUPPORT FOR SPECIAL TIMES PROGRAM THROUGH THE ANGEL LOVE CARSON PATTON BENEFIT.	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	817,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	374,519.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	934,060.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,308,579.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,308,579.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Edmund Healy 5-15-13 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARYANN KELLY	MARYANN KELLY	04/25/13		P00008163
Firm's name ▶ WILMINGTON TRUST COMPANY			Firm's EIN ▶ 51-0055023	
Firm's address ▶ 1100 NORTH MARKET ST DE3-C070 WILMINGTON, DE 19890-0001			Phone no. (302) 651-1942	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number: 03-0466977

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 300. AT&T INC	02/02/2012	06/25/2012	10,446.00	8,967.00	1,479.00
526. ACME PACKET INC	VAR	01/10/2012	14,064.00	24,975.00	-10,911.00
100. ALLSTATE CORP	06/21/2011	04/17/2012	3,281.00	3,028.00	253.00
27. AMAZON.COM INC	VAR	06/29/2012	6,066.00	5,849.00	217.00
5. APPLE INC	09/19/2011	04/20/2012	2,959.00	1,990.00	969.00
148. BAIDU INC-SPON ADR	02/10/2012	10/04/2012	16,588.00	19,878.00	-3,290.00
63. BIOGEN IDEC INC	VAR	02/10/2012	7,417.00	6,868.00	549.00
1600. CALL ON GE 01/19/13	VAR	11/15/2012	-168.00	-696.00	528.00
533. BROADCOM CORP CL A	02/07/2012	07/19/2012	16,942.00	19,738.00	-2,796.00
100. CAPITAL ONE FINANCIAL	12/06/2011	03/26/2012	5,673.00	4,579.00	1,094.00
25. CHIPOTLE MEXICAN GRILL	04/26/2011	04/05/2012	10,376.00	6,826.00	3,550.00
400. COMCAST CORP NEW A	VAR	01/10/2012	10,178.00	9,312.00	866.00
124. DOLLAR TREE INC	09/28/2011	09/19/2012	5,799.00	4,810.00	989.00
100. DOVER CORP COMMON	11/30/2011	02/01/2012	6,433.00	5,498.00	935.00
100. GENERAL ELECTRIC COMP	02/28/2012	07/25/2012	1,996.00	1,917.00	79.00
13. GOOGLE INC CL A	VAR	01/31/2012	7,578.00	8,072.00	-494.00
9. GOOGLE INC CL A	10/20/2011	06/20/2012	5,218.00	5,237.00	-19.00
2400. CALL ON GE 09/22/12	VAR	09/12/2012	-1,981.00	-940.00	-1,041.00
200. INTERNATIONAL PAPER C	09/28/2011	09/17/2012	6,885.00	5,095.00	1,790.00
46. LULULEMON ATHLETICA IN	08/17/2011	01/13/2012	2,807.00	2,549.00	258.00
33. LULULEMON ATHLETICA IN	08/17/2011	04/05/2012	2,474.00	1,828.00	646.00
253. MEAD JOHNSON NUTRITIO	VAR	11/01/2012	15,723.00	19,369.00	-3,646.00
300. MOTOROLA SOLUTIONS IN	VAR	06/21/2012	14,254.00	14,259.00	-5.00
100. NATIONAL OILWELL VARC	05/10/2012	09/12/2012	8,408.00	6,868.00	1,540.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No. 1545-0092

2012

Name of estate or trust: INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number: 03-0466977

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 800. CALL ON GE 08/18/12 @	05/01/2012	08/16/2012	-132.00	-260.00	128.00
500. ORACLE CORPORATION CO	VAR	05/10/2012	13,444.00	13,748.00	-304.00
375. POLYPORE INTERNATIONA	VAR	02/02/2012	15,625.00	21,851.00	-6,226.00
1300. CALL ON GE 12/22/12	04/20/2012	12/19/2012	-228.00	-838.00	610.00
2100. CALL ON GE 12/22/12	VAR	11/15/2012	-137.00	-773.00	636.00
2400. CALL ON GE 12/22/12	09/12/2012	11/15/2012	-85.00	-659.00	574.00
23. STARBUCKS CORP COM	04/23/2012	09/21/2012	1,186.00	1,341.00	-155.00
100. THE TRAVELERS COMPANI	03/20/2012	09/06/2012	6,511.00	5,939.00	572.00
100. THE TRAVELERS COMPANI	03/20/2012	12/17/2012	7,422.00	5,939.00	1,483.00
39. UNION PACIFIC CORP COM	10/31/2011	02/17/2012	4,279.00	3,943.00	336.00
10. UNION PACIFIC CORP COM	10/31/2011	05/02/2012	1,137.00	1,011.00	126.00
150. WELLS FARGO & CO	12/06/2011	03/21/2012	5,118.00	4,015.00	1,103.00
50. WELLS FARGO & CO	12/06/2011	03/21/2012	1,704.00	1,338.00	366.00
250. WELLS FARGO & CO	08/11/2011	03/21/2012	8,547.00	6,007.00	2,540.00
150. WELLS FARGO & CO	08/11/2011	03/22/2012	5,023.00	3,604.00	1,419.00
8. GENERAL ELECTRIC CO CAL EXPIRES 03/17/2012	08/29/2011	03/13/2012	-292.00	-252.00	-40.00
8. GENERAL ELECTRIC CO CAL EXPIRES 4/21/12	01/04/2012	04/25/2012		-300.00	300.00
8. GENERAL ELECTRIC CO CAL EXPIRES 07/21/2012	03/20/2012	05/23/2012	-44.00	-200.00	156.00
8. GENERAL ELECTRIC CO CAL EXPIRES 6/16/12	12/21/2011	05/15/2012	-68.00	-260.00	192.00
17. GENERAL ELECTRIC CO CA EXPIRES 4/21/12	12/21/2011	04/20/2012	-904.00	-654.00	-250.00
8. GENERAL ELECTRIC CO CAL EXPIRES 6/16/12	01/04/2012	05/10/2012	-52.00	-260.00	208.00
.8993 EATON CORP PLC	12/20/2012	12/31/2012	48.00	49.00	-1.00
300. MARVEL TECHNOLOGY GRO	VAR	06/05/2012	3,661.00	4,552.00	-891.00
400. MARVEL TECHNOLOGY GRO	VAR	06/05/2012	4,855.00	6,059.00	-1,204.00
1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b					

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust: INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number: 03-0466977

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 300. MARVEL TECHNOLOGY GRO	07/01/2011	06/06/2012	3,726.00	4,544.00	-818.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -5,600.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number
03-0466977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 300. AT&T INC	VAR	06/25/2012	10,454.00	7,606.00	2,848.00
300. AT&T INC	08/21/2009	06/25/2012	10,446.00	7,760.00	2,686.00
500. AT&T INC	06/30/2009	06/25/2012	17,415.00	12,549.00	4,866.00
200. AT&T INC	06/30/2009	06/25/2012	6,961.00	5,020.00	1,941.00
100. AT&T INC	06/30/2009	06/25/2012	3,479.00	2,510.00	969.00
300. AT&T INC	06/30/2009	06/26/2012	10,489.00	7,529.00	2,960.00
300. AT&T INC	06/30/2009	06/26/2012	10,479.00	7,529.00	2,950.00
74. ALEXION PHARMACEUTICAL	01/25/2011	01/26/2012	5,543.00	3,136.00	2,407.00
6. ALEXION PHARMACEUTICALS	12/21/2010	01/26/2012	449.00	246.00	203.00
86. ALEXION PHARMACEUTICAL	12/21/2010	04/20/2012	7,868.00	3,533.00	4,335.00
82. ALLERGAN INC	11/01/2010	04/20/2012	7,825.00	5,960.00	1,865.00
105. ALLERGAN INC	11/01/2010	12/21/2012	9,722.00	7,632.00	2,090.00
100. ALLSTATE CORP	07/15/2010	04/17/2012	3,281.00	2,863.00	418.00
100. ALLSTATE CORP	02/10/2011	04/17/2012	3,281.00	3,103.00	178.00
200. ALLSTATE CORP	VAR	09/05/2012	7,552.00	5,719.00	1,833.00
100. ALLSTATE CORP	VAR	09/06/2012	3,810.00	2,698.00	1,112.00
200. ALLSTATE CORP	VAR	09/13/2012	7,774.00	5,033.00	2,741.00
15. APPLE INC	11/01/2010	04/20/2012	8,877.00	4,540.00	4,337.00
2. APPLE INC	11/01/2010	05/02/2012	1,161.00	605.00	556.00
794. ARM HOLDINGS PLC	11/04/2010	05/11/2012	19,266.00	13,246.00	6,020.00
30. BIOGEN IDEC INC	08/31/2011	09/28/2012	4,499.00	2,828.00	1,671.00
200. CVS/CAREMARK CORP	VAR	01/31/2012	8,345.00	7,198.00	1,147.00
200. CVS/CAREMARK CORP	08/21/2009	06/21/2012	9,186.00	7,116.00	2,070.00
31. CAMERON INTERNATIONAL	01/14/2011	05/02/2012	1,600.00	1,598.00	2.00
100. CAPITAL ONE FINANCIAL	09/07/2010	03/26/2012	5,673.00	3,999.00	1,674.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number 03-0466977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 199.99901 CISCO SYSTEMS IN	VAR	04/17/2012	4,008.00	4,684.00	-676.00
200.00099 CISCO SYSTEMS IN	06/15/2010	04/17/2012	4,008.00	4,684.00	-676.00 *
100. CISCO SYSTEMS INC	06/15/2010	12/17/2012	2,003.00	2,342.00	-339.00
200. CISCO SYSTEMS INC	06/15/2010	12/17/2012	3,970.00	4,684.00	-714.00
100. CISCO SYSTEMS INC	06/15/2010	12/20/2012	2,023.00	2,325.00	-302.00
13. CITRIX SYSTEMS INC COM	11/23/2010	05/02/2012	1,121.00	868.00	253.00
89. COGNIZANT TECHNOLOGY S CORP	11/01/2010	02/17/2012	6,403.00	5,956.00	447.00
121. COGNIZANT TECHNOLOGY CORP	11/01/2010	07/10/2012	6,967.00	8,098.00	-1,131.00
400. COMCAST CORP NEW A	12/08/2009	02/28/2012	11,648.00	6,893.00	4,755.00
200. COMCAST CORP NEW A	02/04/2011	02/28/2012	5,827.00	4,651.00	1,176.00
100. COMCAST CORP NEW A	12/08/2009	02/28/2012	2,913.00	1,723.00	1,190.00
300. COMCAST CORP NEW A	VAR	10/18/2012	11,207.00	5,154.00	6,053.00
100. COMCAST CORP NEW A	12/08/2009	10/22/2012	3,705.00	1,716.00	1,989.00
100. COMCAST CORP NEW A	12/08/2009	10/24/2012	3,664.00	1,716.00	1,948.00
100. COMCAST CORP NEW A	12/08/2009	10/24/2012	3,646.00	1,716.00	1,930.00
500. COMCAST CORP NEW A	VAR	11/07/2012	18,280.00	8,550.00	9,730.00
500. COMCAST CORP NEW A	12/08/2009	11/07/2012	18,285.00	8,532.00	9,753.00
300. DANAHER CORP COM	VAR	02/01/2012	15,862.00	11,456.00	4,406.00
400. DIAMOND OFFSHORE DRIL	VAR	05/10/2012	25,464.00	30,271.00	-4,807.00
100. DIAMOND OFFSHORE DRIL	VAR	05/11/2012	6,280.00	6,604.00	-324.00
200. DIAMOND OFFSHORE DRIL	VAR	05/14/2012	12,352.00	13,109.00	-757.00
150. DIAMOND OFFSHORE DRIL	12/10/2010	05/15/2012	9,167.00	9,808.00	-641.00
27. DOLLAR TREE INC	09/19/2011	09/21/2012	1,325.00	1,019.00	306.00
499. DOLLAR TREE INC	VAR	10/24/2012	19,993.00	18,861.00	1,132.00
539. EXPEDITORS INTL WASH	11/01/2010	03/20/2012	24,468.00	26,698.00	-2,230.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number
03-0466977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. EXXON MOBIL CORP	03/30/2011	12/17/2012	8,845.00	8,459.00	386.00
200. FIFTH THIRD BANCORP C	VAR	09/04/2012	3,016.00	2,838.00	178.00
300. FIFTH THIRD BANCORP C	03/03/2011	09/05/2012	4,468.00	4,257.00	211.00
10300. GENERAL ELECTRIC CO	12/18/2009	05/30/2012	195,945.00	162,637.00	33,308.00
21000. GENERAL ELECTRIC CO	VAR	06/11/2012	401,776.00	37,306.00	364,470.00
500. GENERAL ELECTRIC COMP	VAR	07/25/2012	9,980.00	9,798.00	182.00
15000. GENERAL ELECTRIC CO	VAR	09/17/2012	329,955.00	3,386.00	326,569.00
5. GOOGLE INC CL A	11/01/2010	01/31/2012	2,915.00	3,075.00	-160.00
17. GOOGLE INC CL A	11/01/2010	04/20/2012	10,283.00	10,456.00	-173.00
34. GOOGLE INC CL A	11/01/2010	06/20/2012	19,712.00	20,911.00	-1,199.00
500. HEWLETT-PACKARD CO	VAR	11/20/2012	5,815.00	20,726.00	-14,911.00
1200. HEWLETT-PACKARD CO	VAR	11/20/2012	14,115.00	47,264.00	-33,149.00
600. INTERNATIONAL PAPER C	VAR	07/25/2012	18,671.00	18,077.00	594.00
300. INTERNATIONAL PAPER C	07/11/2011	09/13/2012	10,741.00	8,985.00	1,756.00
300. INTERNATIONAL PAPER C	VAR	09/14/2012	10,845.00	8,977.00	1,868.00
300. INTERNATIONAL PAPER C	VAR	09/14/2012	10,689.00	8,949.00	1,740.00
300. INTERNATIONAL PAPER C	VAR	09/17/2012	10,327.00	8,035.00	2,292.00
1700. ISHARES BARCLAYS TIP	06/30/2009	05/30/2012	205,100.00	171,892.00	33,208.00
100. JPMORGAN CHASE & CO	08/21/2009	04/17/2012	4,381.00	4,311.00	70.00
200. KIMBERLY CLARK CORP	VAR	06/21/2012	16,244.00	12,001.00	4,243.00
200. LILLY ELI & COMPANY C	VAR	08/28/2012	8,948.00	7,278.00	1,670.00
100. LILLY ELI & COMPANY C	06/30/2009	10/18/2012	5,344.00	3,504.00	1,840.00
70. LULULEMON ATHLETICA IN	VAR	09/21/2012	5,285.00	3,340.00	1,945.00
69. LULULEMON ATHLETICA IN	06/10/2011	10/23/2012	4,674.00	3,182.00	1,492.00
200. MCKESSON CORPORATION	VAR	07/20/2012	19,076.00	11,975.00	7,101.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number

03-0466977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. MERCK & CO INC	06/29/2010	08/28/2012	10,739.00	8,946.00	1,793.00
300. MICROSOFT CORP	VAR	04/17/2012	9,457.00	8,554.00	903.00
100. MOTOROLA SOLUTIONS IN	07/01/2011	08/15/2012	4,710.00	4,637.00	73.00
400. MOTOROLA SOLUTIONS IN	VAR	11/16/2012	21,095.00	18,528.00	2,567.00
300. MOTOROLA SOLUTIONS IN	VAR	11/19/2012	16,019.00	13,172.00	2,847.00
100. MOTOROLA SOLUTIONS IN	09/28/2011	11/20/2012	5,320.00	4,276.00	1,044.00
32. OCCIDENTAL PETROLEUM C	12/09/2010	08/03/2012	2,799.00	2,925.00	-126.00
26. OCCIDENTAL PETROLEUM C	01/14/2011	08/03/2012	2,274.00	2,500.00	-226.00
235. OCCIDENTAL PETROLEUM	VAR	09/05/2012	19,321.00	18,902.00	419.00
21. PERRIGO COMPANY	01/25/2011	02/10/2012	1,962.00	1,482.00	480.00
61. PERRIGO COMPANY	11/01/2010	02/10/2012	5,700.00	4,067.00	1,633.00
66. PERRIGO COMPANY	11/01/2010	12/21/2012	6,752.00	4,400.00	2,352.00
500. PFIZER INC	VAR	03/26/2012	11,081.00	8,812.00	2,269.00
300. PFIZER INC	VAR	07/31/2012	7,210.00	4,977.00	2,233.00
100. PFIZER INC	08/21/2009	12/17/2012	2,536.00	1,652.00	884.00
125. PHILLIPS 66	VAR	05/10/2012	4,087.00	2,486.00	1,601.00
300. PHILLIPS 66	06/30/2009	05/10/2012	9,705.00	6,107.00	3,598.00
6300. POWERSHARES DB COMM ETF	08/05/2009	01/05/2012	173,960.00	177,673.00	-3,713.00
14. PRICELINE.COM INCORPOR	11/01/2010	08/03/2012	9,348.00	5,336.00	4,012.00
9. PRICELINE.COM INCORPORA	11/01/2010	08/14/2012	5,072.00	3,430.00	1,642.00
76. QUALCOMM INC COM	11/01/2010	01/31/2012	4,481.00	3,462.00	1,019.00
188. STARWOOD HOTELS & RES WORLDWIDE	VAR	06/20/2012	9,961.00	10,611.00	-650.00
387. STARWOOD HOTELS & RES WORLDWIDE	VAR	11/06/2012	20,432.00	20,363.00	69.00
49. UNION PACIFIC CORP COM	11/01/2010	09/24/2012	5,815.00	4,351.00	1,464.00
100. V F CORP	06/30/2009	02/28/2012	14,744.00	5,622.00	9,122.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
INV AGT/THE HEALY FOUNDATION 124-058704-000

Employer identification number
03-0466977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 600. VERIZON COMMUNICATION	VAR	01/17/2012	23,376.00	17,539.00	5,837.00
500. VERIZON COMMUNICATION	06/30/2009	01/18/2012	19,438.00	14,619.00	4,819.00
500. VERIZON COMMUNICATION	06/30/2009	01/18/2012	19,450.00	14,619.00	4,831.00
100. VERIZON COMMUNICATION	08/21/2009	01/19/2012	3,889.00	2,922.00	967.00
100. VERIZON COMMUNICATION	08/21/2009	01/20/2012	3,887.00	2,922.00	965.00
300. WELLS FARGO & CO	05/13/2010	03/20/2012	10,306.00	10,029.00	277.00
300. WELLS FARGO & CO	05/13/2010	03/20/2012	10,293.00	10,031.00	262.00
400. WELLS FARGO & CO	VAR	03/20/2012	13,680.00	13,347.00	333.00
50. WELLS FARGO & CO	06/29/2010	03/21/2012	1,706.00	1,322.00	384.00
100. WELLS FARGO & CO	02/10/2011	03/21/2012	3,409.00	3,317.00	92.00
250. WELLS FARGO & CO	VAR	03/21/2012	8,522.00	8,028.00	494.00
150. WELLS FARGO & CO	VAR	03/21/2012	5,128.00	3,924.00	1,204.00
1075. COOPER INDUSTRIES PL	07/10/2009	12/04/2012	80,088.00	27,353.00	52,735.00
600. MARVEL TECHNOLOGY GRO	VAR	05/31/2012	7,449.00	12,049.00	-4,600.00
100. MARVEL TECHNOLOGY GRO	12/01/2010	05/31/2012	1,256.00	2,006.00	-750.00
400. MARVEL TECHNOLOGY GRO	VAR	06/01/2012	4,838.00	8,025.00	-3,187.00
300. MARVEL TECHNOLOGY GRO	12/01/2010	06/01/2012	3,677.00	6,010.00	-2,333.00
300. MARVEL TECHNOLOGY GRO	03/04/2011	06/05/2012	3,675.00	4,988.00	-1,313.00
300. MARVEL TECHNOLOGY GRO	12/08/2010	06/05/2012	3,645.00	6,008.00	-2,363.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 918,520.00

* INDICATES WASH SALE

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED	P		
b	SEE ATTACHED	P		
c	POWERSHARES BD COMM LP K-1	P		
d	POWERSHARES BD COMM LP K-1	P		
e	POWERSHARES BD COMM LP K-1 11C	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	259,760.		265,360.	<5,600.>
b	2,359,466.		1,440,946.	918,520.
c	684.			684.
d	<9,226.>			<9,226.>
e	14,158.			14,158.
f	15,524.			15,524.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<5,600.>
b				918,520.
c				684.
d				<9,226.>
e				14,158.
f				15,524.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	934,060.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTERN NEW MEXICO UNIVERSITY 1500 S AVE K PORTALES, NM 88130	NONE	CHARITY	GENERAL SUPPORT	15,000.
ECHO HILL CHAMPERSHIP FUND PO BOX 5923 BETHESDA, MD 20824	NONE	CHARITY	GENERAL SUPPORT	5,000.
ENCHANTMENT LEGACY PO BOX 957 ESTANCIA, NM 87016	NONE	CHARITY	GENERAL SUPPORT	15,000.
FRACTURED ATLAS 248 W 35TH STREET, 10TH FL NEW YORK, NY 10001	NONE	CHARITY	GRANT PAYMENT FOR PO'PAY SPEAKS PROJECT.	50,000.
HABITAT FOR HUMANITY OF TALBOT & DORCHESTER COUNTIES P. O. BOX 2366. 218 NORTH WASHINGTON STREET, SUITE 109 EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	10,000.
HANDS ON JACKSONVILLE, INC. 6817 SOUTHPOINT PKWY. SUITE 1902 JACKSONVILLE, FL 32216	NONE	CHARITY	GENERAL SUPPORT	40,000.
HEROES, INC 666 ELEVENTH STREET, N.W. WASHINGTON, DC 20001	NONE	CHARITY	GENERAL SUPPORT	5,000.
HORSIN' AROUND THERAPEUTIC RIDING CENTER PO BOX 713 BELEN, NM 87002	NONE	CHARITY	PROGRAMS FOR THOSE WITH DISABLING MENTAL,PHYSICAL,EMOTIO AND LEARNING CONDITIONS.	5,000.
JACKSONVILLE UNIVERSITY LIBRARY 2800 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	NONE	CHARITY	GENERAL SUPPORT	25,000.
ST JOHNS RIVERKEEPER 2800 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	NONE	CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				746,500.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LANDON SCHOOL 6101 WILSON LN BETHESDA, MD 20817	NONE	CHARITY	GENERAL SUPPORT	60,000.
LEADERSHIP NEW MEXICO P.O. BOX 35696 ALBUQUERQUE, NM 871765696	NONE	CHARITY	GENERAL SUPPORT	50,500.
MILLICENT ROGERS MUSEUM POST OFFICE BOX 1210 TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	53,000.
NEW MEXICO BUREAU OF GEOLOGY AND MINERAL RESOURCES 801 LEROY PLACE NM TECH SOROCCO, NM 87801	NONE	CHARITY	GENERAL SUPPORT	50,000.
NEW MEXICO RODEO ASSOCIATION PO BOX 1101 CAPITAN, NM 88316	NONE	CHARITY	GENERAL SUPPORT	18,000.
NEW MEXICO COALITION OF CONSERVATION PO BOX 1050 MORIARTY, NM 87035	NONE	CHARITY	GENERAL SUPPORT	50,000.
NEW MEXICO STATE UNIVERSITY FOUNDATION P.O. BOX 30001 LAS CRUCES, NM 880038001	NONE	CHARITY	GENERAL SUPPORT	20,000.
NEW WEST MEDIA FOUNDATION PO BOX 427 SANTA FE, NM 87504	NONE	CHARITY	GENERAL SUPPORT	25,000.
PACE CENTER FOR GIRLS 2933 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	NONE	CHARITY	GENERAL SUPPORT	40,000.
PO'PAY SOCIETY 110 PSO DEL PUEBLO N STE A TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE, SUITE 612 SILVER SPRING, MD 20910	NONE	CHARITY	GENERAL SUPPORT	15,000.
ROCKY MOUNTAIN YOUTH CORPS 1021 SALAZAR RD TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	5,000.
SOMOS	NONE	CHARITY	GENERAL SUPPORT	5,000.
ST ANDREW'S EPISCOPAL SCHOOL 505 N PENNSYLVANIA AVE ROSWELL, NM 882014736	NONE	CHARITY	GENERAL SUPPORT	10,000.
STATE OF THE RE:UNION 2109 HERSCHEL STREET ALBUQUERQUE, NM 87176	NONE	CHARITY	GENERAL SUPPORT	10,000.
TAOS COMMUNITY FOUNDATION PO BOX 1925 TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	2,500.
TAOS VALLEY ACEQUIA ASSOCIATION 202 CHAMISA ROAD TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	15,000.
THE COUSE FOUNDATION PO BOX 1436 TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	40,000.
THE TALPA WATER USERS ASSOCIATION TALPA HC 78 BOX 9752 RANCHOS DE TAOS, NM 87557	NONE	CHARITY	GENERAL SUPPORT	25,000.
VOICES FOR AMERICA'S CHILDREN 1000 VERMONT AVE NW SUITE 700 WASHINGTON, DC 20005	NONE	CHARITY	GENERAL SUPPORT	30,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BAYWATER ANIMAL RESCUE 4930 BUCKTOWN RD CAMBRIDGE, MD 21613	NONE	CHARITY	GENERAL SUPPORT	20,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDENDS	15,524.	15,524.	0.
DOMESTIC DIVIDENDS	309,850.	0.	309,850.
FOREIGN DIVIDENDS	50,303.	0.	50,303.
NONQUALIFIED DOMESTIC DIVIDENDS	5,995.	0.	5,995.
NONQUALIFIED FOREIGN DIVIDENDS	33.	0.	33.
POWERSHARES DB COMMODITY FROM K-1	245.	0.	245.
US GOV INTEREST	8,093.	0.	8,093.
TOTAL TO FM 990-PF, PART I, LN 4	390,043.	15,524.	374,519.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	275.	275.		0.
TO FORM 990-PF, PG 1, LN 16B	275.	275.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	33,934.	33,934.		0.
TO FORM 990-PF, PG 1, LN 16C	33,934.	33,934.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	4,364.	4,364.		0.
2012 FEDERAL ESTIMATED EXCISE TAX	7,382.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,746.	4,364.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES PAID TO CT CORP	365.	365.		0.
OTHER NON ALLOCABLE EXPENSES	111.	111.		0.
FROM K-1 POWERSHARES DB COMMODITY INDEX TRACKING FUND	3,310.	3,310.		0.
TO FORM 990-PF, PG 1, LN 23	3,786.	3,786.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
NONDIVIDEND DISTRIBUTIONS	1,821.
POWERSHARES BASIS ADJUSTMENT	2,551.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,372.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
WASH SALE DISSALLOWED LOSS	675.
TIMING DIFFERENCE	562.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,237.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS	9,014,752.	15,867,428.
INFLATION HEDGES	681,246.	736,482.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,695,998.	16,603,910.

Investment Detail

WILMINGTON TRUST

Across Account(s) Separate Principal and Income
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Base Currency - U.S._Dollar										
Principal Portfolio - USD										
Equity										
AFFILIATED MANAGERS GROUP	238 0000	30,975 70	18	130.1500	25,561.62	107.4018	5,414.08	00		
AGRIUM INC	600.0000	59,922.84	35	99 8714	39,973 85	66 6231	19,948 99	1,200 00	2 00	
ALEXION PHARMACEUTICALS INC COM	450 0000	42,183 00	.25	93 7400	21,149 68	46 9993	21,033 32	00		
ALLERGAN INC	330 0000	30,270 90	18	91.7300	23,985 23	72.6825	6,285 67	66.00	.22	
ALLSTATE CORP	1,850 0000	74,314 50	44	40 1700	45,714.78	24 7107	28,599 72	1,628 00	2 19	
AMAZON.COM INC	182 0000	45,658 34	27	250 8700	30,443.46	167 2718	15,214 88	00		
AMERICAN ELECTRIC POWER CO INC	1,800 0000	76,824 00	45	42 6800	57,174 71	31 7637	19,649 29	3,384 00	4 40	
AMERICAN FUNDS THE GROWTH FUND OF AMERICA CLASS F1	20,292.2080	692,775.98	4.08	34 1400	500,000.00	24 6400	192,775.98	5,722.40	.83	
APPLE INC	138.0000	73,439.87	43	532 1730	45,019 25	326 2264	28,420 62	1,462 80	1.99	
ARCHER DANIELS MIDLAND CO COM	1,950.0000	53,410.50	31	27 3900	51,624 98	26.4743	1,785.52	1,365 00	2 56	
AXA SPONSORED ADR	775 0000	14,120 50	08	18 2200	13,904 48	17 9413	216 02	567 30	4 02	
BANK OF AMERICA CORPORATION	5,700 0000	66,177 00	39	11 6100	71,099 23	12 4735	(4,922 23)	228 00	34	
BASF SE SPONSORED ADR (FORMERLY BASF AG)	675 0000	64,125.00	38	95 0000	28,107 00	41.6400	36,018 00	1,628.77	2.54	
BEST BUY COMPANY INC	1,900 0000	22,515 00	13	11 8500	61,276 51	32.2508	(38,761 51)	1,292 00	5.74	
BHP BILLITON LTD SPONSORED ADR	1,500 0000	117,630 00	69	78 4200	85,439 63	56 9598	32,190.37	3,360 00	2 86	
BIOGEN IDEC INC	217.0000	31,762 29	19	146 3700	22,498 96	103.6818	9,263 33	00		
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	525 0000	53,156 25	31	101 2500	30,951.11	58 9545	22,205 14	2,211.30	4 16	
BROOKFIELD ASSET MANAGEMENT INC CLASS A	825.0000	30,236.25	18	36 6500	13,791 52	16.7170	16,444 73	462.00	1 53	
CAMERON INTERNATIONAL CORP	633.0000	35,739.18	21	56 4600	28,576.15	45 1440	7,163 03	.00		
CANADIAN NATIONAL RAILWAY COMPANY	725 0000	65,982 25	.39	91 0100	31,178 68	43 0051	34,803 57	1,094 75	1 66	
CANADIAN NATURAL RESOURCES LTD	850 0000	24,539 50	14	28 8700	21,354 77	25 1233	3,184 73	358 70	1.46	
CANADIAN PACIFIC RAILWAY LTD	1,150 0000	116,863 00	.69	101 6200	48,898.42	42 5204	67,964 58	1,621 50	1 39	
CAPITAL ONE FINANCIAL CORP	1,200 0000	69,516 00	41	57 9300	47,354 92	39.4624	22,161 08	240 00	35	
CATERPILLAR INC	301 0000	26,972 16	.16	89.6085	31,310.73	104 0224	(4,338 57)	626 08	2.32	
CENTURYLINK INCORPORATED (FORMERLY CENTURYTEL INC)	2,500 0000	97,800 00	58	39.1200	93,523 53	37 4094	4,276 47	7,250 00	7 41	
CERNER CORP	392 0000	30,383 92	18	77 5100	29,280 24	74 6945	1,103 68	00		
CHEVRON CORP	900 0000	97,326.00	57	108 1400	71,009.47	78.8994	26,316 53	3,240.00	3 33	

WILMINGTON TRUST

Investment Detail

Across Account(s) Separate Principal and Income

As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
CHIPOTLE MIXICAN GRILL INC CLASS A	80.0000	23,796 80	14	297 4600	21,396 66	267.4582	2,400 14	00		
CISCO SYSTEMS INC	3,500.0000	68,772 90	41	19 6494	69,150 07	19.7572	(377 17)	1,960 00	2 85	
CITRIX SYSTEMS INC COM	608 0000	39,896.96	24	65 6200	38,873 59	63.9368	1,023 37	00		
COGNIZANT TECHNOLOGY SOLUTIONS CORP	515.0000	38,049 39	22	73.8823	34,172 51	66 3544	3,876 88	00		
CONOCOPHILLIPS	1,250.0000	72,487.50	43	57 9900	48,455 58	38 7645	24,031 92	3,300 00	4.55	
CORE LABORATORIES N V ORD	300 0000	32,793 00	19	109 3100	12,416.50	41.3883	20,376 50	336 00	1.02	
CVS/CAREMARK CORPORATION	1,500.0000	72,525 00	.43	48 3500	49,072 84	32 7152	23,452 16	1,350.00	1 86	
DANAHER CORP COM	1,300 0000	72,670 00	.43	55 9000	47,431.35	36 4857	25,238 65	130 00	18	
DIAGEO PLC SPONSORED ADR	575 0000	67,033 50	40	116 5800	33,331 75	57 9683	33,701 75	1,595.05	2 38	
DOVER CORP COMMON	1,300 0000	85,423.00	50	65 7100	67,374.85	51 8268	18,048 15	1,820 00	2 13	
EATON CORP PLC	882.0000	47,786.76	.28	54 1800	45,695 54	51 8090	2,091 22	1,340 64	2.81	
EBAY INC COM	892.0000	45,489 95	.27	50 9977	40,001 79	44 8451	5,488 16	00		
EMC CORP MASS COM	2,535 0000	64,135.50	38	25 3000	66,881 59	26.3833	(2,746 09)	00		
ENTERGY CORP COM NEW	1,150.0000	73,312.50	.43	63 7500	85,722.81	74 5416	(12,410 31)	3,818 00	5 21	
EXPRESS SCRIPTS HOLDING C	447 0000	24,138 00	14	54 0000	21,720 85	48 5925	2,417.15	.00		
EXXON MOBIL CORP	700 0000	60,585 00	36	86.5500	54,715 93	78 1656	5,869 07	1,596 00	2 63	
FASTENAL CO	619 0000	28,876 35	17	46 6500	27,011 06	43 6366	1,865 29	519 96	1 80	
FIFTH THIRD BANCORP COM	4,700 0000	71,440.00	.42	15 2000	62,887.82	13 3804	8,552.18	1,880.00	2.63	
FINNING INTERNATIONAL INC	150 0000	3,684 00	02	24 5600	4,040 95	26 9397	(356 95)	84.75	2.30	
FREEPORT-MCMORAN COPPER & GOLD INC	1,900 0000	64,980 00	38	34.2000	63,497 90	33 4199	1,482 10	2,375.00	3.65	
GABELLI SMALL-CAP GROWTH FUND CLASS INSTITUTIONAL	20,468 1820	756,708 69	4 46	36 9700	506,832 15	24 7620	249,876.54	00		
GENERAL DYNAMICS CORP COM	1,100 0000	76,197 00	45	69.2700	66,391 19	60 3556	9,805 81	2,244 00	2 94	
GENERAL ELECTRIC COMPANY	190,390 0000	3,996,286 10	23 56	20 9900	47,860 16 +	.2514	201,938.69 +	144,696 40	3 62	
GENERAL ELECTRIC COMPANY CALL FEB 22 EXPIRES 2/16/2013	(8 0000)	(208 00)		26 0000	(227 80)	28 4750	19.80	.00		
GENERAL ELECTRIC COMPANY CALL MAR 22 EXPIRES 3/16/2013	(16 0000)	(576 00)		36 0000	(623 60)	38 9750	47 60	00		
GENERAL ELECTRIC COMPANY CALL JUN 23 EXPIRES 6/22/2013	(38 0000)	(1,558 00)	(01)	41 0000	(1,549 04)	40 7642	(8 96)	.00		
GENERAL ELECTRIC COMPANY CALL JUN 24 EXPIRES 6/22/2013	(8 0000)	(200 00)		25.0000	(259.80)	32 4750	59.80	.00		
GOLDMAN SACHS GROUP INC COM	580 0000	73,984 80	44	127 5600	82,993 84	143 0928	(9,009 04)	1,160.00	1 57	
HARTFORD FINANCIAL SERVICES GROUP INCORPORATED	2,300 0000	51,612.00	30	22 4400	42,566.46	18.5072	9,045.54	920 00	1 78	
INGERSOLL-RAND PUBLIC LIMITED COMPANY	1,825 0000	87,527 00	52	47.9600	42,953.80	23 5363	44,573 20	1,533.00	1.75	

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Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
INTEL CORP COM	3,100.0000	63,922 00	38	20 6200	77,663.86	25 0529	(13,741 86)	2,790 00	4.36	
ISHARES S&P 500 BARRA GROWTH INDEX ETF	25,200.0000	1,908,648 00	11 25	75 7400	1,247,607.00	49.5082	661,041 00	34,725 60	1.82	
J B HUNT TRANSPORT SERVICES INC	346 0000	20,659 66	.12	59 7100	20,487 83	59 2134	171 83	207 60	1 00	
JOHNSON & JOHNSON	910 0000	63,791 00	38	70 1000	52,338 88	57 5153	11,452 12	2,220 40	3 48	
JPMORGAN CHASE & CO	2,350 0000	103,327 38	61	43 9691	83,454.40	35 5125	19,872.98	2,820 00	2 73	
KIMBERLY CLARK CORP	780 0000	65,855 40	39	84 4300	41,478 10	53 1771	24,377 30	2,308 80	3 51	
KOHLS CORP COM	610.0000	26,217.80	15	42 9800	33,025 22	54 1397	(6,807 42)	780.80	2 98	
LILLY ELI & COMPANY COMMON	1,500.0000	73,980.00	44	49 3200	54,885 24	36.5902	19,094 76	2,940 00	3 97	
LINKEDIN CORPORATION A	141 0000	16,189 62	.10	114 8200	15,711 98	111 4325	477 64	00		
LULULEMON ATHLETICA INC-W/I	300 0000	22,869 00	.13	76 2300	14,621 89	48 7396	8,247.11	.00		
MANULIFE FINANCIAL CORP	775 0000	10,532 25	06	13 5900	13,558 50	17 4948	(3,026 25)	408 43	3 88	
MARATHON OIL CORP COM	2,600 0000	79,716.00	47	30.6600	57,409.39	22 0805	22,306.61	1,768 00	2 22	
MARATHON PETROLEUM CORPORATION	1,350 0000	85,050 00	.50	63 0000	42,077 24	31 1683	42,972 76	1,890.00	2 22	
MCKESSON CORPORATION COM	450 0000	43,632 00	.26	96 9600	20,654 47	45 8988	22,977.53	360 00	83	
MERCK & COMPANY INC	1,650 0000	67,551 00	40	40 9400	58,016.76	35 1617	9,534 24	2,838 00	4 20	
METLIFE INCORPORATED	2,400.0000	79,056 00	47	32.9400	78,586.83	32 7445	469 17	1,776 00	2 25	
MFS INTERNATIONAL NEW DISCOVERY FUND CLASS INSTITUTIONAL	9,772.2150	240,591 93	1 42	24 6200	195,053 41	19.9600	45,538 52	3,088 02	1 28	
MICROSOFT CORP	2,600 0000	69,445 22	.41	26 7097	71,241 98	27 4008	(1,796 76)	2,392.00	3 44	
MONSANTO COMPANY	486.0000	45,999 90	27	94.6500	37,026 06	76.1853	8,973.84	729 00	1 58	
MURPHY OIL CORP COMMON	1,400 0000	83,370 00	49	59 5500	86,952 88	62 1092	(3,582 88)	1,750 00	2 10	
NABORS INDUSTRIES LTD	4,075 0000	58,883 75	35	14 4500	63,399 99	15 5583	(4,516 24)	00		
NATIONAL OILWELL VARCO INC	1,100 0000	75,185 00	44	68 3500	73,906 51	67 1877	1,278 49	572 00	.76	
NESTLE SA SPONSORED ADR	1,025.0000	66,799 25	.39	65 1700	39,373.00	38 4127	27,426 25	1,816 30	2 72	
NOBLE CORPORATION	2,750 0000	95,755 00	.56	34 8200	82,323 42	29 9358	13,431 58	1,490.50	1.56	
NOVARTIS AG SPONSORED ADR	650 0000	41,145 00	24	63 3000	26,420.50	40.6469	14,724.50	1,368 90	3 33	
NUCOR CORP COMMON	1,300.0000	56,108 00	33	43 1600	52,413 88	40 3184	3,694 12	1,911 00	3 41	
ORACLE CORPORATION COM	1,600 0000	53,312 00	31	33 3200	34,702.72	21 6892	18,609 28	384 00	72	
PARTNERRE LTD COM	200 0000	16,098 00	09	80 4900	12,868 00	64 3400	3,230 00	496 00	3 08	
PERRIGO COMPANY	249 0000	25,903 47	15	104 0300	16,601 45	66 6725	9,302 02	89 64	35	
PFIZER INC	2,600.0000	65,206.17	38	25 0793	39,612 65	15 2356	25,593.52	2,496 00	3 83	
POTASH CORP OF SASKATCHEWAN INC	2,025.0000	82,397.25	49	40.6900	59,496 46	29.3810	22,900.79	1,701.00	2 06	
PRICELINE COM INCORPORATED	50.0000	31,019 50	.18	620 3900	22,677 80	453 5560	8,341.70	00		
PUBLIC SERVICE ENTERPRISE GROUP INC	1,700.0000	52,020.00	31	30.6000	51,492 05	30 2894	527 95	2,414 00	4 64	
QUALCOMM INC COM	622 0000	38,476 67	.23	61 8596	28,333 66	45 5525	10,143 01	622 00	1 62	
RIO TINTO PLC SPONSORED ADR	1,900 0000	110,371 00	65	58 0900	62,846 76	33.0772	47,524 24	3,144 50	2 85	

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As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
SCHLUMBERGER LTD	1,775 0000	123,005 01	73	69.2986	102,779 29	57.9038	20,225.72	1,952 50	1 59	
ST JUDE MEDICAL INC COM	2,000 0000	72,280 00	43	36 1400	76,839.04	38 4195	(4,559 04)	1,840 00	2 55	
STANLEY BLACK & DECKER INC	900.0000	66,573.00	39	73 9700	63,080 26	70 0892	3,492 74	1,764 00	2.65	
STAPLES INC COM	4,300 0000	49,020 00	29	11 4000	60,802 91	14.1402	(11,782 91)	1,892 00	3.86	
STARBUCKS CORP COM	664 0000	35,610 32	21	53 6300	35,710 40	53 7807	(100 08)	557 76	1 57	
STATE STREET CORP	1,700 0000	79,917.00	.47	47.0100	78,478 11	46 1636	1,438 89	1,632.00	2.04	
SUNCOR ENERGY INC	2,350 0000	77,503 00	46	32 9800	65,454 03	27 8528	12,048 97	1,231 40	1 59	
SYSCO CORP COMMON	1,600.0000	50,656 00	30	31.6600	46,483 87	29 0524	4,172 13	1,792 00	3 54	
T ROWE PRICE GROWTH STOCK FUND	16,666.6670	629,666 68	3 71	37 7800	400,000.00	24 0000	229,666 68	1,166 67	.19	
TALISMAN ENERGY INC	1,000 0000	11,330 00	07	11 3300	13,818 22	13 8182	(2,488 22)	270.00	2 38	
TECK RESOURCES LIMITED CLASS B (FORMERLY TECK COMINCO LIMITED CLASS B)	550.0000	19,992 50	12	36 3500	19,454.91	35.3726	537.59	493 90	2 47	
TENARIS SA SPONSORED ADR	2,000 0000	83,840 00	49	41 9200	52,041 50	26 0208	31,798 50	1,520 00	1 81	
TERADATA CORPORATION	434.0000	26,860 26	.16	61.8900	29,021 22	66.8692	(2,160 96)	00		
THE TRAVELERS COMPANIES INC	1,000 0000	71,820 00	42	71 8200	58,722 56	58 7226	13,097.44	1,840 00	2 56	
TRACTOR SUPPLY COMPANY	305 0000	26,949 80	.16	88 3600	27,309.90	89.5407	(360 10)	244.00	.91	
TRANSOCEAN LIMITED	1,175 0000	52,475.50	.31	44 6600	82,906 90	70 5591	(30,431 40)	00		
UBS AG	2,175.0000	34,234.50	.20	15.7400	28,378.37	13.0475	5,856 13	234 90	69	
UNILEVER NV NY SHARES	1,250 0000	47,875 00	28	38 3000	31,802 56	25 4420	16,072 44	1,302 50	2 72	
UNION PACIFIC CORP COM	298 0000	37,464 56	22	125 7200	27,911 10	93 6614	9,553.46	822 48	2.20	
UNITEDHEALTH GROUP INC	1,400 0000	75,936 00	45	54 2400	43,995 68	31 4255	31,940 32	1,190 00	1 57	
V F CORP	300 0000	45,291 00	27	150 9700	16,866 09	56 2203	28,424 91	1,044 00	2 31	
VALE SA	3,825.0000	80,172.00	.47	20 9600	68,669.40	17.9528	11,502.60	1,185 75	1 48	
VANGUARD MORGAN GROWTH FUND CLASS ADMIRAL	9,541 9850	588,549 63	3 47	61 6800	400,000 00	41 9200	188,549 63	7,013 36	1 19	
VANGUARD MSCI EAFE ETF	10,400.0000	366,392 00	2 16	35 2300	335,003.76	32 2119	31,388.24	14,352 00	3 92	
VANGUARD FTSE EMERGING MARKETS ETF	3,400 0000	151,402.00	89	44 5300	148,690.50	43.7325	2,711 50	3,315.00	2 19	
VANGUARD SMALL-CAP ETF	7,100 0000	574,390 00	3 39	80 9000	364,826 40	51 3840	209,563 60	10,543.50	1.84	
VERTEX PHARMACEUTICALS INC	384 0000	16,089 60	.09	41.9000	15,973 06	41 5965	116 54	00		
VISA INCORPORATED	304.0000	46,080 32	27	151 5800	31,744 70	104 4234	14,335 62	401 28	87	
WEATHERFORD INTERNATIONAL LTD SWITZERLAND	3,550 0000	39,724.50	23	11 1900	65,997 68	18 5909	(26.273 18)	.00		

WILMINGTON TRUST

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Across Account(s) Separate Principal and Income
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
YARA INTERNATIONAL SPONSORED AMERICAN DEPOSITORY RECEIPT	100 0000	4,974.00	03	49 7400	2,676 50	26 7650	2,297 50	96 60	1 94	
TOTAL Equity	**453,108.2570**	**15,867,428.03**	**93.54**		**9,014,751.90 ^**		**3,106,188.88 ^**	**355,663.49**		
Inflation Hedges										
ISHARES BARCLAYS TIPS BOND ETF	3,000.0000	364,230 00	2 15	121.4100	303,338 67	101 1129	60,891 33	8,079 00	2.22	
POWERSHARES DB COMMODITY INDEX TRACKING FUND ETF	13,400.0000	372,252 00	2 19	27.7800	377,907 38	28 2020	(5,655 38)	00		
TOTAL Inflation Hedges	**16,400.0000**	**736,482.00**	**4.34**		**681,246.05**		**55,235.95**	**8,079.00**		
Cash & Currency										
WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	472,687 3900	472,687 39	2 79	1 0000	472,687 39	1 0000	00	145 12	03	
WILMINGTON TRUST BANK DEPOSIT SWEEP	54,663.5800	54,663 58	32	1 0000	54,663 58	1 0000	00	163 99	30	
Cash Payable For Purchase Of 250.0000 Shares of BHP BILLITON LTD SPONSORED ADR Traded on 12/27/12 To Settle on 01/02/13	(19,230 6500)	(19,230 65)	(11)	1 0000	(19,230 65)	1.0000	.00	00		
Cash Payable For Purchase Of 3400 0000 Shares of VANGUARD MSCI EMERGING MKTS ETF Traded on 12/27/12 To Settle on 01/02/13	(148,690 5000)	(148,690 50)	(88)	1 0000	(148,690 50)	1 0000	.00	.00		
TOTAL Cash & Currency	**359,429.8200**	**359,429.82**	**2.12**		**359,429.82**		**.00**	**309.11**		
TOTAL Principal Portfolio - USD	**828,938.0770**	**16,963,339.85**	**100.00**		**10,055,427.77 ^**		**3,161,424.83 ^**	**364,051.60**		

Investment Detail

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Across Account(s) Separate Principal and Income

As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Income Portfolio - USD										
Cash & Currency										
US DOLLAR CURRENCY	282.2400	282 24	11	1 0000	282 24	1.0000	00	00		
WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	168,244 8400	168,244 84	63.44	1 0000	168,244 84	1 0000	00	51 65	03	
WILMINGTON TRUST BANK DEPOSIT SWEEP	96,663 0200	96,663 02	36.45	1 0000	96,663 02	1 0000	00	289.99	30	
TOTAL Cash & Currency	**265,190.1000**	**265,190.10**	**100.00**		**265,190.10**		**.00**	**341.64**		
TOTAL Income Portfolio - USD	**265,190.1000**	**265,190.10**	**100.00**		**265,190.10**		**.00**	**341.64**		
TOTAL Base Currency - U.S._Dollar	**1,094,128.1770**	**17,228,529.95**	**100.00**		**10,320,617.87 ^**		**3,161,424.83 ^**	**364,393.24**		

+ Unknown

^ Incomplete

** A period end market value is unavailable Last provided value is displayed*

*** Only investments held as of the specified date appear on this report ***