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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation Highstead Foundation, Inc.		A Employer identification number 06-1108612	
Number and street (or P O box number if mail is not delivered to street address) PO Box 1097		Room/suite	B Telephone number (see instructions) 203-938-8809
City or town, state, and ZIP code Redding, CT 06875			
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,749,487	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,466,735			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	74	74	74	
	4 Dividends and interest from securities	1,410	1,410	1,410	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	119,510			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		119,510		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	3,361				
12 Total. Add lines 1 through 11	1,591,090	120,994	1,484		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	90,819			90,819
	14 Other employee salaries and wages	563,378			563,378
	15 Pension plans, employee benefits	117,967			117,967
	16a Legal fees (attach schedule)	58,536			58,536
	b Accounting fees (attach schedule)	10,191	1,529		8,662
	c Other professional fees (attach schedule)	12,982			12,982
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	54,354			
	20 Occupancy				
	21 Travel, conferences, and meetings	28,936			28,936
	22 Printing and publications				
	23 Other expenses (attach schedule)	249,109			249,109
	24 Total operating and administrative expenses. Add lines 13 through 23	1,186,272	1,529		1,130,389
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	1,186,272	1,529		1,130,389	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	404,818				
b Net investment income (if negative, enter -0-)		119,465			
c Adjusted net income (if negative, enter -0-)			1,484		

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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		
Assets	1 Cash—non-interest-bearing	95,591	152,951	152,951		
	2 Savings and temporary cash investments	97,451	156,513	156,513		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	109,650	306,475	308,951		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶	2,149,148	2,131,072	2,131,072			
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,451,480	2,747,011	2,749,487			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)						
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	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	2,451,840	2,747,011			
30 Total net assets or fund balances (see instructions)	2,451,840	2,747,011				
31 Total liabilities and net assets/fund balances (see instructions)	2,451,840	2,747,011				

Part III Analysis of Changes in Net Assets or Fund Balances			
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)		1	2,451,840
2 Enter amount from Part I, line 27a		2	404,818
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	2,856,658
5 Decreases not included in line 2 (itemize) ▶ Excess of capital gain per 990-PF over book amount		5	109,647
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,747,011

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,500 Shs SM Energy Company	D	05-05-1955	02-15-2012
b				
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 119,513		3	119,510	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	119,510
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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	1,043,784	-0-	1.0000
2010	824,276	-0-	1.0000
2009	794,765	-0-	1.0000
2008	1,688,020	-0-	1.0000
2007	663,012	-0-	1.0000

2	Total of line 1, column (d)	2	5.0000
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	1.0000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	-0-
5	Multiply line 4 by line 3	5	-0-
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,195
7	Add lines 5 and 6	7	1,195
8	Enter qualifying distributions from Part XII, line 4 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.	8	1,166,667

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,195	
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	1,195	
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	1,195	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	-0-	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,195	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		<input checked="" type="checkbox"/>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		<input checked="" type="checkbox"/>
<i>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.</i>		
1c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
4b If "Yes," has it filed a tax return on Form 990-T for this year?		<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Connecticut		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>	<input checked="" type="checkbox"/>	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>Highstead Foundation, Inc.</u> Telephone no. ▶ <u>203-938-8809</u> Located at ▶ <u>127 Lonetown Road, Redding, CT</u> ZIP+4 ▶ <u>06896</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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 type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

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

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

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

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

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
Emily M. Bateson 2 Brigham St., Watertown, MA 02472	Conservation Director, 40 hours	106,883	6,218	-0-
William G. Labich 91 Wendell Rd., Shutesbury, MA 01072	Conservationist, 40 hours	87,992	3,816	-0-
Kathleen Kitka 1 Hemlock Rd., Newtown, CT 06470	Horticulturist, 40 hours	68,764	7,956	-0-
Edward K. Faison 34 Flirtation Ave., New Preston, CT 06777	Ecologist, 40 hours	66,382	2,790	-0-
Jody A. Cologgi 31 Lobster Back Rd., Trumbull, CT 06611	Program Assistant, 32 hours	53,218		-0-
Total number of other employees paid over \$50,000				None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Wofsey Rosen Kweskin & Kuriansky 600 Summer St., Stamford, CT 06901	Legal	56,926
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	Operation of Highstead Arboretum and various ecological and conservation activities (see attached)	1,130,389
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	427,578
b	Average of monthly cash balances	1b	146,727
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	574,305
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	574,305
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	574,305
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	-0-
6	Minimum investment return. Enter 5% of line 5	6	-0-

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,130,389
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	36,278
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,166,667
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,195
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,165,472

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ _____				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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)

- 1a** 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	-0-	-0-	-0-	-0-	-0-
b 85% of line 2a	-0-	-0-	-0-	-0-	-0-
c Qualifying distributions from Part XII, line 4 for each year listed	1,166,667	1,045,302	825,361	794,765	3,832,095
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	-0-	-0-	-0-	-0-	-0-
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).)

James C. Dudley (Deceased, 9/98), Elisabeth C. Dudley, Henry C. Dudley

- 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.

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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 <i>Paid during the year</i> None				
Total ▶				3a -0-
b <i>Approved for future payment</i> None				
Total ▶				3b -0-

Schedule of Contributors

2012

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

Name of the organization Highstead Foundation, Inc.	Employer identification number 06-1108612
---	---

Organization type (check one).

- | | |
|--------------------|---|
| Filers of: | Section: |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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 Highstead Foundation, Inc.	Employer identification number 06-1108612
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Elisabeth C. Dudley ----- c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 ----- Red Bank, NJ 07701 -----	\$ 178,275	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Henry C. Dudley ----- 1245 12th Street Place ----- Durango, CO 81301 -----	\$ 128,200	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	The Quercus Fund, Inc. ----- c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 ----- Red Bank, NJ 07701 -----	\$ 600,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	The Highstead Fund, Inc ----- c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 ----- Red Bank, NJ 07701 -----	\$ 550,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization Highstead Foundation, Inc.	Employer identification number 06-1108612
---	---

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,000 Shares Intuit, Inc ----- ----- -----	\$ 178,275	Mar 29, 2012
2	2,500 Shares SM Energy Company ----- ----- -----	\$ 128,200	Dec. 19, 2012
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Christopher Lutz, M.D.,P.C.

389 Wall Street
Princeton, NJ 08540-1516
(609) 249-2960
TAX ID 223812397

Account Receipt

To:	ELEANOR M MCGLINCHEY 9 WAGON LN. Glen Head, NY 11545	Receipt Date 07/18/13	Account Number 5968
-----	--	--------------------------	------------------------

Date	Diagnosis Code	719.45	Amount
MCGLINCHEY, ELEANOR M			
07/18/2013	OFF/OUTPT E/M EST PATIENT LEVEL3		86.12
Payments			
07/18/2013	Payment Thank You		-86.12

Previous Balance	0.00
Current Activity	0.00
Ending Balance	0.00
Total Guarantor Due	0.00

Current Activity	0.00
Due From Guarantor For	
07/18/13	0.00

Payment Summary		
07/18/2013	Check Payment received, Voucher # 4155	86.12

Christopher Lutz, M.D.,P.C.

389 Wall Street
Princeton, NJ 08540-1516
(609) 249-2960
TAX ID 223812397

Account Receipt

To: ELEANOR M MCGLINCHEY 9 WAGON LN. Glen Head, NY 11545	Receipt Date 06/04/13	Account Number 5968
---	--------------------------	------------------------

Date	Diagnosis Code	719.45	Amount
MCGLINCHEY, ELEANOR M			
06/04/2013	OFF/OUTPT E/M EST PATIENT LEVEL3		86.12
Payments			
06/04/2013	Payment Thank You		-86.12

Previous Balance	0.00
Current Activity	0.00
Ending Balance	0.00
Total Guarantor Due	0.00

Current Activity	0.00
Due From Guarantor For	
06/04/13	0.00

06/04/2013	Check Payment received, Voucher # 4097	86.12
------------	--	-------

Christopher Lutz, M.D.,P.C.

389 Wall Street
Princeton, NJ 08540-1516
(609) 249-2960
TAX ID 223812397

Account Receipt

To: ELEANOR M MCGLINCHEY 9 WAGON LN. Glen Head, NY 11545	Receipt Date 04/22/13	Account Number 5968
---	--------------------------	------------------------

Date	Diagnosis Code	719.45	Amount
MCGLINCHEY, ELEANOR M			
04/22/2013	OFF/OUTPT E/M EST PATIENT LEVEL 2		52.28
Payments			
04/22/2013	Payment Thank You		-52.28

		Current Activity	0.00
Previous Balance	0.00	Due From Guarantor For	
Current Activity	0.00	04/22/13	0.00
Ending Balance	0.00		
Total Guarantor Due	0.00		

Payment Summary		
04/22/2013	Check Payment received, Voucher # 4063	52.28

Future Appointments		
ELEANOR M MCGLINCHEY		
06/04/13	1:00	MH FOLLOW UP

Christopher Lutz, M.D.,P.C.

389 Wall Street
Princeton, NJ 08540-1516
(609) 249-2960
TAX ID 223812397

Account Receipt

To:	ELEANOR M MCGLINCHEY 9 WAGON LN. Glen Head, NY 11545	Receipt Date 04/19/13	Account Number 5968
-----	--	--------------------------	------------------------

Date	Diagnosis Code	719.45	Amount
MCGLINCHEY, ELEANOR M			
04/19/2013	OFF/OUTPT E/M NEW PATIENT LEVEL 3		128.81
Payments			
04/19/2013	Payment Thank You		-128.81

Previous Balance	0.00
Current Activity	0.00
Ending Balance	0.00
Total Guarantor Due	0.00

Current Activity	0.00
Due From Guarantor For	
04/19/13	0.00

Payment Summary:		
04/19/2013	Check Payment received, Voucher # 4061	128.81

A Patient's Guide to **Sacral Insufficiency Fractures**



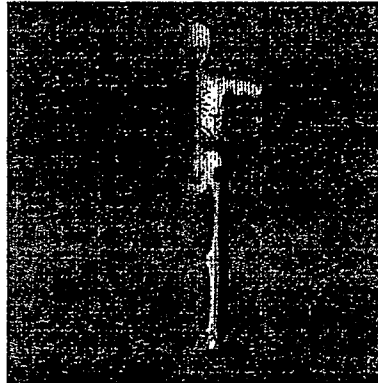
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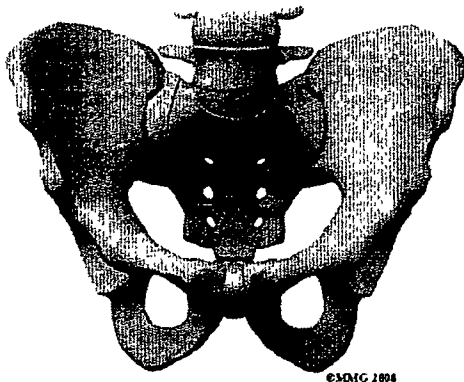
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Sacral Insufficiency Fracture



Introduction

The sacrum is a wedge shaped bone that makes up part of the pelvis. It transmits the weight of the body to the pelvic girdle. As the name suggests, sacral insufficiency fractures occur when the quality of the sacral bone has become insufficient to handle the stress of weight bearing. The bone has lost some of its supporting structure and has become weak. Since this is usually because of osteoporosis, sacral insufficiency fractures occur most often in older women.

This guide will help you understand

- what parts make up the sacrum
- what causes this condition
- how doctors diagnose this condition
- what treatment options are available

Anatomy

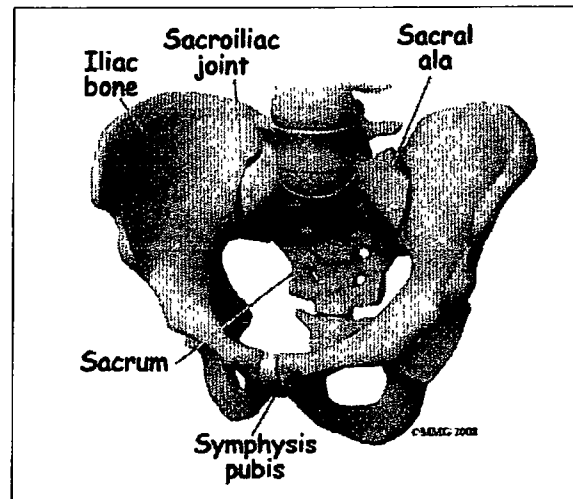
What parts of the spine are involved?

The *sacrum* is the triangular bone just below the lumbar spine. The sacrum has five segments fused together into one large bone. The *coccyx* or tailbone attaches to the bottom of the sacrum.

The sacrum forms the base of the spine and the center of the pelvis. The sacrum transmits

the weight of the body to the pelvic girdle. It is shorter and wider in the female than in the male. Its name means 'sacred bone'.

At the top of the sacrum there are wings from each side called the *sacral ala*. At the ala, the sacrum fits between the two halves of the pelvis. These pelvic bones are called the *iliac* bones. This is where the sacroiliac joints are formed. Most everyone has two dimples in their low back where the sacroiliac joints form. These three bones of the pelvis, the sacrum and the two iliac bones, make a ring.



Each of the iliac bones has projections called the *pubic rami*. They meet together in the front of the pelvis, forming a joint called the *symphysis pubis*. The iliac bones also contain the cup or socket for the hip joint.

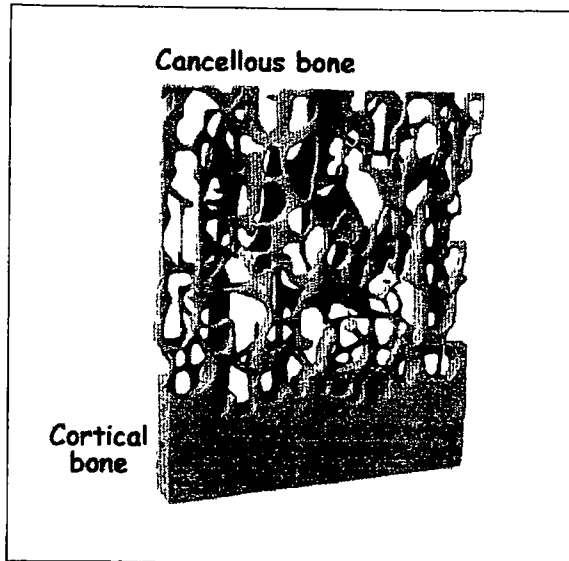
Nerves that leave the spine in the area of the sacrum help control the bowels and bladder and provide sensation to the crotch area.

There are three types of bone, *woven* bone, *cortical* bone, and *cancellous* bone.

In adults, woven bone is found where there is a broken bone that is healing (*callus* formation). It can also be found with hyperparathyroidism and Paget's disease. It is composed of randomly arranged collagen strands. It is

normally remodeled by the body and replaced with cortical or cancellous bone.

Cortical bone is called *compact* or *lamellar* bone. It forms the inside and outside tables of flat bones and the outside surfaces of long bones. It is dense and makes up 80 per cent of our bone mass. The *radius* (wrist bone), skull, and long bones are made of cortical bone.



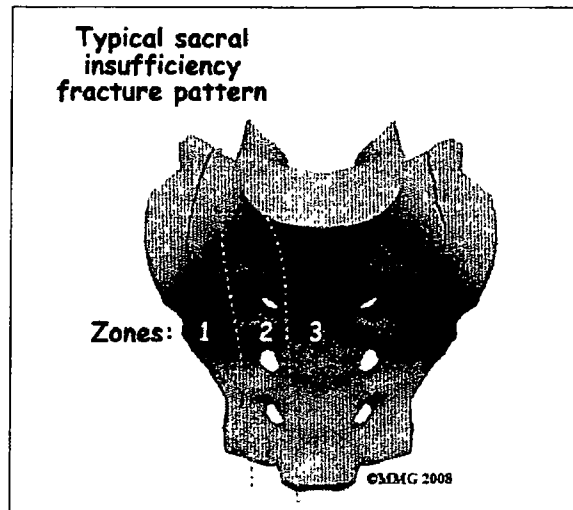
Cancellous bone is also called *trabecular* bone. It lies between the cortical bone surfaces. It is the inner supporting structure and is spongy. It makes up 20 percent of our bone mass. Normal cancellous bone is always undergoing remodeling on the inside surfaces of bone. Cancellous bone is found in the hip, spine, and femur.

The three main cells that form and shape bones are *osteoblasts*, *osteocytes*, and *osteoclasts*. Osteoblasts are bone-forming cells. When calcium is deposited in the cells, they make bones strong and hard. Osteocytes are mature osteoblasts trapped within the bone. Osteoclasts are *bone-resorbing* cells. They dissolve bone surfaces by releasing a chemical called an enzyme. Their activity is in part controlled by hormones in the body.

It is normal for bones to have mini fractures from everyday wear and tear. They are healed

by ongoing *bone remodeling*. Bone remodeling occurs in 120 day cycles. Normal bone has a balance of clearing away old bone and formation of new bone. Osteoclasts *resorb* or clear away the damaged bone for the first 20 days. Bone is then formed by osteoblasts over the last 100 days.

Sacral insufficiency fractures usually are parallel to the spine. They are most often in the ala, just beside the sacroiliac joint. At times there is also a transverse fracture that connects insufficiency fractures when they occur on both sides of the sacrum. The fracture lines then create an "H" pattern. Sacral fractures are classified into three zones, zone 1, zone 2, and zone 3. If the fracture involves just the ala, there is usually not a risk for nerve damage.



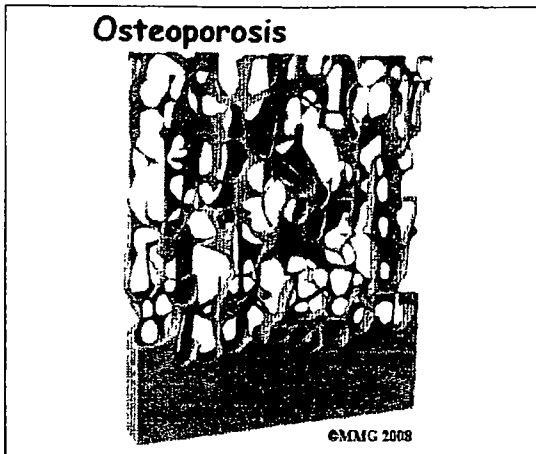
Causes

Why do I have this problem?

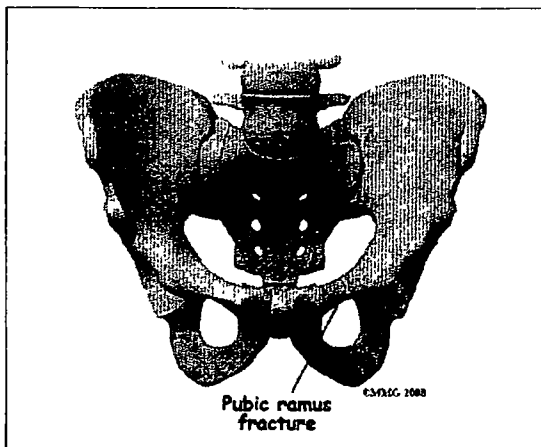
A physician named Lourie first described sacral insufficiency fractures in 1982. These fractures can cause severe pain in the buttock, back, hip, groin, and/or pelvis. Walking is typically slow and painful. Many daily activities become painful, difficult, and in some cases impossible.

Sacral insufficiency fractures occur when the quality of the sacral bone has become insufficient to handle the stress of weight bearing.

The bone has lost some of its supporting structure and has become weak.



Osteoporosis is the leading cause of sacral insufficiency fractures. Osteoporosis is defined as low bone mass (weight). There is a decrease in bone tissue and minerals such as calcium. This can make the bones fragile. This means they can break more easily. Bone mineral density is measured by a DEXA scan. DEXA involves scanning the lumbar spine, the hip, and sometimes, the wrist. Osteoporosis affects 25 million people in the United States. Of these, 80 percent are females.



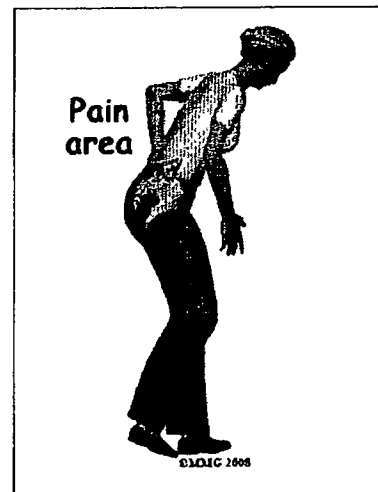
Other risk factors that can weaken bone include radiation to the pelvis, steroid use, rheumatoid arthritis, hyperparathyroidism, anorexia nervosa, liver transplantation,

osteopenia, Paget's disease, hip joint replacement, and lumbosacral fusion. Sacral insufficiency fractures can also occur in pregnant or breastfeeding women due to temporary osteoporosis.

Sacral insufficiency fractures can occur spontaneously, meaning there does not need to be any trauma such as a fall. The fracture can just simply happen when the bone becomes too weak to handle the stress of weight bearing. When the sacrum is fractured, 60 per cent of the time the bone in front of the pelvis will also fracture. This bone is called the *pubic ramus*.

Symptoms

What does a sacral insufficiency fracture feel like?



Unfortunately, sacral insufficiency fractures are often an unsuspected and undiagnosed cause of low back pain in elderly women. It was not until 1982 that they were described by a physician named Lourie.

Symptoms can include severe pain in the buttock, back, hip, groin, and/or pelvis. If the pubic ramus has fractured, there may be pain in the front of the pelvis. Walking is typically slow and painful. It can be difficult to do other necessary activities. Your back or pelvis may

be tender to touch. You may find that you have limited range of motion of your low back.

Rarely there is nerve damage with sacral insufficiency fractures. When nerve damage does occur, the symptoms are usually problems with bowel or bladder function, or decreased sensation or strength of the leg(s).

Diagnosis

How will my doctor know if I have a sacral insufficiency fracture?

Your doctor will ask questions about your general health, what your symptoms feel like, and if there was any trauma that could have caused your symptoms.

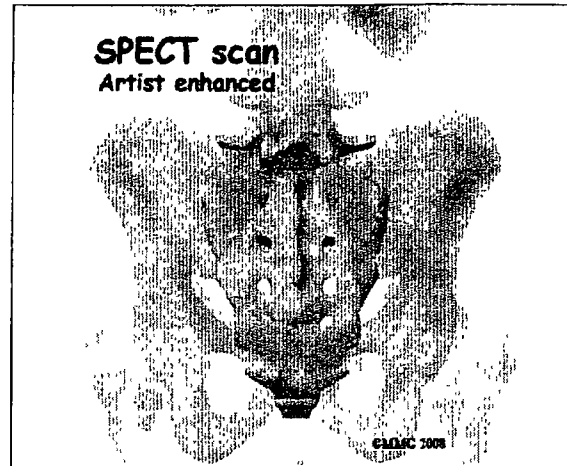
Your physician will also perform a physical exam. This will likely include checking your nerve and spinal cord function, your range of motion, and feeling or tapping your back and pelvis to check for tenderness.

Imaging studies of your pelvis will likely be required. Plain X-rays are often negative. However, a fracture will be seen on a bone scan, *Computed Tomography* (CT), or *Magnetic Resonance Imaging* (MRI).

Your doctor may order a bone scan with technetium-99m *medronate ethylene diphosphonate* (MDP). The MDP is injected into your vein. This should be performed after a minimum of 48 to 72 hours after symptoms begin. Where there is a fracture, the MDP will be concentrated. Uptake patterns on the scan may include the "H"-shape, also called the *Honda sign* when there is a sacral insufficiency fracture.

SPECT stands for *Single Photon Emission Computed Tomography*. SPECT imaging is often added to provide information that is not available on routine bone scan images. It provides three-dimensional (3-D) views of the area examined. After a bone scan you will remain on the exam table and the camera will rotate around the table while it takes pictures.

SPECT imaging adds 30 to 60 minutes to the time of the nuclear scan. Sedation may be needed.



CT scan may be used to confirm and complement a positive bone scan. The CT scan uses special X-rays.

MRI is the radiological examination of choice by some doctors. Bone marrow edema on an MRI suggests a fracture. The MRI machine uses magnetic waves, not X-rays to show the bone and soft tissues.

Your doctor may request that you give samples of blood for the laboratory. This is to see if there could be another cause for osteoporosis that can be treated.

Treatment

Nonsurgical Treatment

Most of the time treatment for sacral insufficiency fractures is non-surgical.

Treatment consists of rest, pain medications, and gradual walking with a walker or crutches. Improvement of symptoms may begin after one to two weeks of treatment. Most people are pain free in six to 12 months. Complete healing may occur after nine months. Most patients should have a full recovery.

Water exercise may be recommended to allow movement.

Bracing with a corset is sometimes helpful.

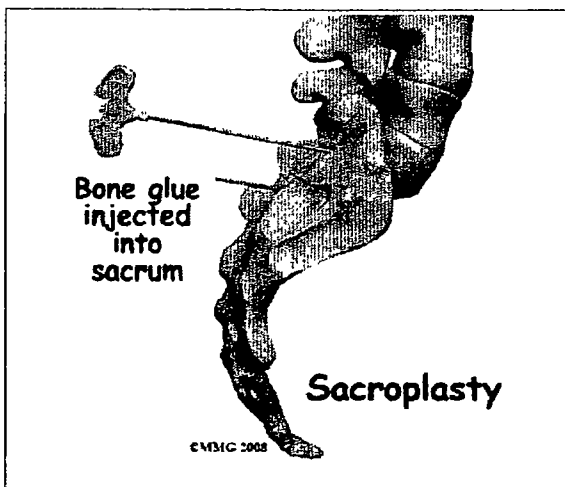
Medications that are used to help the fracture heal include calcium (1200-1500mg) and Vitamin D (400-800 IU). *Bisphosphonates* such as Actonel, Fosamax and Boniva are used to treat osteoporosis. Calcitonin is also used to help with pain and healing of the bone when broken. *Parathyroid hormone* (PTH) replacement can also be beneficial. It increases both bone resorption and bone formation. Bone mineral density is increased, making the bone stronger.

For pain, narcotics or opioids can be helpful. Some doctors feel that *nonsteroidal anti-inflammatories* (NSAID) such as Aleve or Ibuprofen should not be used for at least three to four weeks after a new fracture. Some studies have shown that they can slow fracture healing.

Your doctor may want you to have physical therapy to help with your pain. Heat, gentle massage, and electrical stimulation, or TENS units may improve pain.

Surgery

Surgical treatment is rare with sacral insufficiency fractures. A newer treatment that shows some promise in relieving pain and allowing more normal activity sooner is called *sacroplasty*



During sacroplasty, a bone glue called *polymethylmethacrylate* (PMMA) is injected into the fracture. Serious complications can occur if it is not performed correctly.

Sacroplasty may be considered in those with a severe decrease in functional ability and quality of life. It may provide faster relief of pain than typical conservative care. It is usually done in a surgery suite.

The area that is to be injected is cleaned and sterilized. This helps to decrease the possibility of an infection. A needle is placed in the area over the fracture. This is monitored with an X-ray machine. Bone glue is then injected and hardens rather quickly. This stabilizes the fracture. You are usually allowed to go home the same day.

If there are neurological symptoms from the sacral fracture, The sacrum may need to be stabilized. Hardware such as screws and plates may be used.

Rehabilitation

What should I expect after treatment?

Nonsurgical Rehabilitation

Previously, bedrest was the recommended treatment for sacral insufficiency fractures. There are many complications of prolonged bedrest, especially in the elderly.

Medical management presently allows limited weight bearing. This can be tolerated with a wheeled walker or crutches in most cases. Limited weight bearing actually helps to stimulate new bone growth.

In six to nine months, you should be able to return to your previous activity level. If you have sacroplasty, the fracture will be considered healed much more quickly. This allows you to return to your previous activity level sooner. Your doctor will probably repeat imaging studies to check the progress of the healing fracture(s).

Treating osteoporosis is crucial in an attempt to decrease the risk of another insufficiency fracture. Your doctor will likely recommend additional calcium, vitamin D. A prescription medication to help prevent mineral loss from your bones is also commonly used. Regular follow up with your doctor is important.

DEXA scans are usually repeated to ensure that the treatments for your osteoporosis are working.

Weight bearing activities such as walking, and lifting light weights can be helpful. Avoiding excessive caffeine, alcohol, and smoking is important.

After Surgery

You will likely have to remain non-weight bearing for a period of time before being allowed to walk with a walker or crutches. You will need assistance for daily activities initially. This may mean that you will have to have live-in help, or stay in an extended care facility or nursing home.

Once allowed, your surgeon may want a physical therapist to help with walking and maintaining strength. Your surgeon may want an occupational therapist to help you with equipment that may be helpful, showering, dressing, and other daily activities.

Your surgeon will want you to follow up with him or her on a regular basis to check on how the fracture is healing. Imaging studies will be repeated. Healing should occur in six to 12 months. If the fracture heals properly, you should be able to return to your usual activities.

Treating osteoporosis is crucial in an attempt to decrease the risk of another insufficiency fracture. Your doctor will likely recommend additional calcium, vitamin D. A prescription medication to help prevent mineral loss from

your bones is also commonly used. Regular follow up with your doctor is important. DEXA scans are usually repeated to ensure that the treatments for your osteoporosis are working.

When allowed, weight bearing activities such as walking, and lifting light weights can help keep your bones strong. Avoiding too much caffeine, alcohol, and smoking is important.

HOSPITAL
FOR
**SPECIAL
SURGERY**



Christopher Lutz, M.D.
Physiatry
Spine & Sports Medicine

Office Location
429 East 75th Street - 3rd Floor
New York, NY 10021
tel 212.606.1494
fax 212.774.7394
email. Lutzc@hss.edu

Mailing Address
535 East 70th Street
New York, NY 10021
See reverse for additional address

Highstead Foundation, Inc.
Profit & Loss
 January through December 2012

Highstead Foundation, Inc. 06-1108612
 Form 990-PF, Part I
 Analysis of Revenue & Expenses

	Totals	Contributions Line 1	Interest Line 3	Net Gain Line 6a	Miscellaneous Line 11	Compensation of Director Line 13	Salaries & Wages Line 14	Pension & Benefits Line 15	Legal Line 16a	Accounting Line 16b	Other Fees Line 16c	Taxes Line 18	Depreciation Line 19	Travel Cont' Meet Line 21	Other Expense Line 23
Income															
6110 Contributions-Quercus Fund, Inc	600,000.00	600,000.00													
6120 Contributions-Highstead Fund	550,000.00	550,000.00													
6130 Contributions-Members	10,280.00	10,280.00													
6150 Contributions-Securities	306,475.00	306,475.00													
6410 Dividend Income	1,410.00		1,410.00												
6420 Interest Income	74.19		74.19												
6440 Realized Gain or Loss	9,883.04			9,883.04											
6500 Miscellaneous Income	3,381.28				3,381.28										
Total Income	1,481,443.51	1,488,735.00	1,484.19	9,883.04	3,381.28										
Expense															
7000 Salaries & Wages	423,912.99						423,912.99								
7010 Full-time Staff	54,283.41						54,283.41								
7020 Part-time staff	478,196.40														
Total 7000 Salaries & Wages															
7100 Fellows & Interns Salary	10,003.20						10,003.20								
7110 Conservation Intern Salary	9,998.80						9,998.80								
7120 Ecology Intern Salary	15,181.26						15,181.26								
7160 Communication Intern Salary	50,000.00						50,000.00								
7180 Senior Fellows	85,181.26														
Total 7100 Fellows & Interns Salary															
7200 Payroll Taxes & Insurance	37,474.58							37,474.58							
7210 Social Security & Medicare	2,680.07							2,680.07							
7220 Unemployment Insurance-CT	7,458.50							7,458.50							
7240 Workers' Compensation Ins	22,028.90							22,028.90							
7260 Insurance-Casualty & Liability	1,816.00							1,816.00							
7270 Crime & Directors/Officer Ins	71,536.05							71,536.05							
Total 7200 Payroll Taxes & Insurance															
7300 Employee Benefits	61,248.42							61,248.42							
7310 Health Insurance	2,919.34							2,919.34							
7317 Long-Term Disability	8,208.57							8,208.57							
7330 Flexible Spending	70,376.33							70,376.33							
Total 7300 Employee Benefits															
7400 Payroll Service Charges	2,815.45														
7500 Director's Fee-Chairman	90,819.00					90,819.00									
7600 Board Reimbursement	9,360.00														
7700 Legal Fees	58,536.22								58,536.22						
7800 Accounting Fees	10,191.50								10,191.50						
8000 Landscape Costs	5,888.25														
8010 Equipment Repairs & Mtnce	892.32														
8030 Gasoline & Diesel Fuel	1,549.77														
8040 Materials & Supplies	1,680.00														
8050 Contractors - Landscape	1,250.00														
8066 Contractors - Tree Removal	11,260.34														
Total 8000 Landscape Costs										10,191.50					
8100 Horticultural Costs	1,486.00														
8110 Plants	543.88														
8120 Supplies & Materials	4,522.00														
8130 Contractors-Horticultural	16.88														
8150 Interpretive Materials	750.00														
8160 Deer Spraying	2,389.76														
8132 Phrag/invasive Treatment	9,888.62														
Total 8100 Horticultural Costs															
8200 Research Costs															

Highstead Foundation, Inc.
Profit & Loss
 January through December 2012

Highstead Foundation, Inc 06-1108612
 Form 990-PF, Part I
 Analysis of Revenue & Expenses

	Contributions Line 1	Interest Line 3	Net Gain Line 6a	Miscellaneous Line 11	Compensation of Director Line 13	Salaries & Wages Line 14	Pension & Benefits Line 15	Legal Line 16a	Accounting Line 16b	Other Fees Line 16c	Taxes Line 18	Depreciation Line 19	Travel Conf Meet Line 21	Other Expense Line 23
8210 Materials & Supplies	478 95													478 95
8230 Contractors-Research	11 400 00								11 400 00					
8240 Meetings	8 00												8 00	
8260 HF Research Asst (Greta)	3 328 01												3 328 01	
8270 Enclosures / Maintenance	4 469 14												4 469 14	
8285 Umass PhD Program Costs	6 316 12												6 316 12	
8280 Wildlife Camera (2)	981 06												981 06	
Total 8200 Research Costs	28 001 28													
8300 Travel														
8310 Conference Lodging	3 521 34												3 521 34	
8312 Conference Flight Expense	2 059 67												2 059 67	
8320 Vehicle Mileage	16 244 90												16 244 90	
8340 Meal Allowance	1 220 05												1 220 05	
8350 Highstead Overnight	3 357 00												3 357 00	
8355 Harvard Forest Overnight	525 00												525 00	
Total 8300 Travel	28 927 96													
8400 Other Program Costs														
8410 Speaker Honoraria	800 00												800 00	
8420 Speaker & Participant Travel	571 80												571 80	
8440 Graphics & Artwork	4 204 56												4 204 56	
8450 Newsletter	14 458 24												14 458 24	
8460 Advertising & Public Relations	275 00												275 00	
8480 Catering, Food, etc	595 24												595 24	
8498 HF Support / Advise	10 000 00												10 000 00	
8497 W&W Update	7 184 65												7 184 65	
Total 8400 Other Program Costs	36 089 51													
8500 Intern & Fellow Expenses														
8510 Cottage Rental	17 426 16												17 426 16	
8540 Rental Utilities	1 285 20												1 285 20	
8550 Sr. Fellows Expenses	9 855 01												9 855 01	
8560 Sr. Fellow Fringe Benefits	15 000 00												15 000 00	
Total 8500 Intern & Fellow Expenses	43 546 37													
8600 Programs, Workshops & Meetings														
8645 Printing & Outreach	4 219 18												4 219 18	
8682 RCP Coord Gathering	4 288 75												4 288 75	
8690 Conservation Policy Summit	3 708 63												3 708 63	
8691 W&WP Meeting	3 213 92												3 213 92	
8585 L Landscaps Practitioners Ntwk	10 580 00												10 580 00	
869 Meeting Sponsorships	448 00												448 00	
Total 8600 Programs, Workshops & Meetings	28 468 48													
9000 Other Operating Costs														
9010 Subscriptions	208 00												208 00	
9020 Library	137 49												137 49	
9030 Memberships & Dues	745 00												745 00	
9040 Staff Development	420 00												420 00	
9070 Recruitment Costs	1 109 20												1 109 20	
Total 9000 Other Operating Costs	2 619 69													
9100 IT Costs														
9110 Software-Incidental Costs	1 043 39												1 043 39	
9120 Consulting-IT	1 581 51									1 581 51				
9130 Web Hosting	131 40												131 40	
9132 Highstead Website	1 198 60												1 198 60	
9140 Laptop Computer Cost	2 539 02												2 539 02	
9160 Hardware Purchases	1 031 12												1 031 12	
9170 Network Back-up Solution	199 95												199 95	

Highstead Foundation, Inc.
Profit & Loss
 January through December 2012

Highstead Foundation, Inc 05-1108612
 Form 990-PF, Part I
 Analysis of Revenue & Expenses

	Contributions Line 1	Interest Line 3	Net Gain Line 6a	Miscellaneous Line 11	Compensation of Director Line 13	Salaries & Wages Line 14	Pension & Benefits Line 15	Legal Line 16a	Accounting Line 16b	Other Fees Line 18c	Taxes Line 18	Depreciation Line 19	Travel Conf Meet Line 21	Other Expense Line 23
9175 eMarketing														
Total 9100 IT Costs	510 00													510 00
9200 Building Costs														
9210 Building Repairs & Mtnc														12,319.25
9220 Custodial														137.51
9230 Heating Oil														2,928.71
9240 Electricity														3,546.64
9250 Security														685.00
9260 Encon Service Contract														1,955.29
Total 9200 Building Costs														21,573.40
9270 Belmont Building Costs														
9271 Belmont Base Rent														13,975.00
9272 Belmont Phone														1,609.64
9273 Belmont Furniture														3,794.24
9274 Belmont Other Rental Expenses														1,381.33
9275 Harard Forest Office Rent														1,200.00
Total 9270 Belmont Building Costs														21,860.21
9300 Administrative Costs														
9310 Postage & Delivery														481.15
9320 Telephone														4,903.13
9330 Office Supplies														2,669.70
9331 Ink Cartridges														1,244.75
Total 9300 Administrative Costs														9,298.73
9400 Overhead Costs														
9420 Bank Charges														395.94
9450 Misc Overhead / Food														3,636.82
9460 Depreciation Expense											54,353.74			54,353.74
9400 Overhead Costs - Other														223.59
Total 9400 Overhead Costs														58,610.09
Total Expense					90,810.00	563,377.66	117,967.48	58,536.22	10,191.50	12,981.51	0.00	54,353.74	28,935.96	248,109.81
Net Income	<u>295,171.63</u>													
Realized gain per Tax Return	118,510.08													
Realized gain per Books	<u>9,863.04</u>													
Difference														108,647.04
Change in Unrealized Gain or Loss														
Net Income per Tax Return														<u>404,818.67</u>

HIGHSTEAD FOUNDATION, INC.
FORM 990PF, 2012
PAGE 2, PART II, LINE 10b
INVESTMENTS-CORPORATE STOCK

<u>Security</u>	Fair Market Value on Date of <u>Receipt</u>	Date of <u>Receipt</u>	Fair Market Value on <u>,12/31/2012</u>
3,000 Shs Intuit, Inc	178,275 00	3/29/2012	\$178,426.00
2,500 Shs Sm Energy Compa	128,200.00	12/19/2012	\$130,525 00
Totals	306,475.00		308,951.00

**HIGHSTEAD FOUNDATION INC.
SCHEDULE OF LAND, EQUIPMENT & OTHER FIXED ASSETS 2012**

Asset Description	Fixed Asset		Accumulated Depreciation (Amortization)			Ending Net Book Value
	Beginning Balance	Ending Balance	Beginning Balance	Additions	Deletions	
Land, Redding, Connecticut	576,000.00	576,000.00				576,000.00
Land Improvements	128,137.16	128,137.16				128,137.16
Landscaping	30,863.25	30,863.25				30,863.25
Fences (12Yr)-92	6,359.20	6,359.20	6,359.20			6,359.20
Fences (12Yr)-06	11,000.00	11,000.00	5,041.69	916.67		5,958.36
	17,359.20	17,359.20	11,400.89	916.67		12,317.56
Subtotals	752,359.61	752,359.61	11,400.89	916.67		12,317.56
Truck (5Yr)-00	42,427.50	42,427.50	42,427.50			42,427.50
Truck (5Yr)-12	36,278.00	36,278.00	36,278.00	3,627.80		32,650.20
	42,427.50	42,427.50	42,427.50	3,627.80		46,055.30
Subtotal-Trucks	78,705.50	78,705.50	78,705.50	3,627.80		82,333.30
Tractor(5Yr)-85	24,541.80	24,541.80	24,541.80			24,541.80
Tractor - W End Pwr Equip (5 Yr) - 03	20,280.00	20,280.00	20,280.00			20,280.00
	44,821.80	44,821.80	44,821.80			44,821.80
Subtotals	65,061.80	65,061.80	65,061.80			65,061.80
Golf Cart(5Yr)-90	2,600.00	2,600.00	2,600.00			2,600.00
Golf Cart(5Yr)-93	3,264.58	3,264.58	3,264.58			3,264.58
	5,864.58	5,864.58	5,864.58			5,864.58
Subtotals	5,864.58	5,864.58	5,864.58			5,864.58
TrailGator (5Yr) - 05	12,557.16	12,557.16	12,557.16			12,557.16
Subtotals	12,557.16	12,557.16	12,557.16			12,557.16
Copier (5Yr) - 05	2,150.00	2,150.00	2,150.00			2,150.00
Computers & Printers (5Yr) - 08	5,999.30	5,999.30	4,199.51	1,199.86		5,399.37
Telephone System (5Yr) - 08	11,515.00	11,515.00	8,060.50	2,303.00		10,363.50
GPS Unit (5Yr) - 05	6,790.00	6,790.00	6,790.00			6,790.00
Weather Station (5Yr) - 05	5,365.00	5,365.00	5,365.00			5,365.00
Building (39Yr)-96	783,387.39	783,387.39	311,340.11	20,066.85		451,960.43
Building Addition(39Yr)-08	1,018,922.20	1,018,922.20	91,441.77	26,126.21		901,354.22
Building Addition(39Yr)-09	3,640.60	3,640.60	233.34	93.35		3,313.91
	1,022,562.80	1,022,562.80	91,675.11	26,219.56		904,668.13
TOTALS	2,695,800.14	2,695,800.14	546,652.16	54,363.74		2,131,072.24

Highstead Foundation, Inc.
06-1108612
Description of Charitable Activities
(Part IX-A)

The Foundation was established in 1985 to own, manage and conserve the Highstead Arboretum, which consists of approximately 100 deeded acres and buildings in Redding, CT. The Foundation also makes occasional grants to ecological, conservation, horticultural and other organizations to further research, education and conservation activities in fields related to ecology and botany.

The emphasis of Highstead has been and will be on the development of infrastructure, programs and the land as a center for research, conservation and education of natural and cultural landscapes. Broad developments have included the construction of a headquarters with offices, a lecture and display hall, greenhouse, library, herbarium and maintenance space and establishment of several miles of trails and paths, a pond, focused collections of native plants and their cultivars, ecological experiments, long-term studies, and demonstration areas for the visiting public. Since 1991 Highstead has employed a full time Director and small staff and the public has been introduced to a variety of programs including seminars and other talks, informal tours and guided nature walks, and outdoor classes for adults and students. Inquiries for access by appointment are welcomed but Highstead does not yet have sufficient staff and public facilities to enable it to permit general admission on a daily basis. The staff maintains the landscape and conduct studies.

General purposes of Highstead affording public benefits are:

- To provide a protected conservation area of diverse habitats that contributes to the ecological integrity of the landscape of southwestern Connecticut.
- To serve as a refuge for wildlife within a region of expanding real estate development and to dedicate an area to remain in a natural state in cooperation with the master plan of the Town of Redding and regional conservation organizations.
- To provide a well investigated and documented outdoor classroom and laboratory for those who wish to study natural landscapes, native plants, animals and processes, and the esthetics of natural landscaping.
- To conduct ecological experiments and horticultural displays that illustrate the care and management of woodlands, fields and wetlands.
- To cooperate with other organizations in conserving land and conducting scientific and conservation studies.

Highstead Foundation, Inc.
Form 990-PF

06-1108612
Calendar Year 2012

Statement Concerning Cash Deemed Held for Charitable Activities
Part X, Line 4

The foundation's assets consist entirely of fixed assets used for its exempt purposes and cash balances used to pay for assets and expenses directly connected to its exempt purposes. The foundation occasionally receives contributions of marketable securities which may be held for a short time before they are sold.

The cash balances are maintained in a number of accounts (see the schedule for Part X, Line 1) to facilitate the payment of operating expenses and payrolls. The money market fund is used to safeguard funds before transferring them to the operating and payroll accounts. Amounts in the money market fund are sometimes increased in order to pay for extraordinary costs but reduced during the year as such payments are made. The foundation has no ongoing investment activities.

HIGHSTEAD FOUNDATION, INC.
 FORM 990PF, 2012
 PAGE 8, PART X, LINE 1
 FMV OF SECURITIES AND CASH BALANCES

Date	FMV of Investments		BONY Checking (Bank Stmt Bal)	People's Bank P/R Checking (Bank Stmt Bal)
	Equities	Money Market		
Jan 1	109,650.00	97,451.11	62,926.61	32,664.01
Jan 31	108,870.00	292,182.88	110,093.88	9,711.76
Feb 28	-	330,052.87	62,516.97	51,157.43
Mar 31	180,480.00	123,012.40	145,251.91	93,536.40
Apr 30	173,910.00	385,974.66	74,719.90	59,263.55
May 31	168,690.00	305,930.48	47,798.21	81,031.78
June 30	178,050.00	203,050.13	73,198.21	41,344.41
July 31	174,060.00	410,093.03	42,625.46	74,835.32
Aug 31	175,620.00	249,764.15	103,728.36	108,118.09
Sept 30	176,640.00	226,887.99	72,328.52	61,482.39
Oct 31	178,290.00	333,111.41	117,309.65	116,089.24
Nov. 30	179,730.00	331,552.68	67,604.03	45,165.36
Dec 31	308,951.20	156,513.05	63,435.08	89,515.97
	<u>2,112,941.20</u>	<u>3,445,576.84</u>	<u>1,043,536.79</u>	<u>863,915.71</u>

Averages.

	Sum of Individual Balances	Divided by 13
Investments		
Equities	\$2,112,941.20	
Money Market	\$3,445,576.84	
	<u>\$5,558,518.04</u>	<u>\$427,578.31</u>
Cash		
BONY Checking	\$1,043,536.79	
People's Payroll	\$863,915.71	
	<u>\$1,907,452.50</u>	<u>\$146,727.12</u>

Highstead Foundation, Inc.
06-1108612
Form 990-PF
Part VIII, Line 1

List of Officers, Directors, Trustees, Foundation Managers and Their Compensation:
(All positions are part-time)

(a)	(b)	(c)	(d)	(e)
Name & Address	Title(s)	Compensation	Contributions to Employee Plans, etc.	Allowances
David R. Foster Harvard Forest Harvard University 324 North Main Street Petersham, MA 01366	Chairman of the Board of Directors & President	\$90,819 00	-0-	-0-
Elisabeth C. Dudley	Director, President Emeritus & Vice President	-0-	-0-	-0-
Henry C. Dudley	Director, Vice President & Treasurer	-0-	-0-	-0-
Sarah Dudley Plimpton	Director & Vice President	-0-	-0-	-0-
Jane C. Dudley	Director & Vice President	-0-	-0-	-0-
Frank E. Shanley	Assistant Treasurer	-0-	-0-	-0-
John J. McGlinchey, Jr.	Assistant Treasurer	-0-	-0-	-0-
Address for above is c/o Dudley & Shanley, LLC 130 Maple Avenue Suite EB2 Red Bank, NJ 07701				
Susan R. Clark 115 Sanfordtown Road Redding, CT 16896	Director & Secretary	-0-	-0-	-0-
Anthony J. Carroll c/o Salans, 620 5th Ave New York, NY 10020	Assistant Secretary	-0-	-0-	-0-
Mary Ashton	Director	-0-	-0-	-0-
Dr. Peter Shaw Ashton	Director	-0-	-0-	-0-
Address for above is Ryden Combe Tuckerton, North Newton Somerset, UK TA70BY				
Peter del Tredici 104 Riverside Street Watertown, MA 02472	Director	-0-	-0-	-0-

Application for Extension of Time To File an Exempt Organization Return

(Rev. January 2013)

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number, see instructions	
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Highstead Foundation, Inc.	06-1108612
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	PO Box 1097	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Redding, CT 06875	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ Highstead Foundation, Inc., 127 Lonetown Rd., Redding, CT

Telephone No ▶ 203-938-8809 FAX No. ▶ 203-938-0343

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 12 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.