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

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

Name of foundation: THE ROCK FOUNDATION

A Employer identification number: 06-1603870

Number and street (or P O box number if mail is not delivered to street address): 70 ZACCHEUS MEAD LANE | Room/suite

B Telephone number (see the instructions): (203) 869-6734

City or town: GREENWICH | State: CT | ZIP code: 06831

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: ☒ 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, column (c), line 16) ► $ 5,979,580.

J Accounting method: ☒ 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 ☐

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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 (att sch)	3,452,335.			
2 Ck ► ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	18,302.	18,302.	18,302.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	3,470,637.	18,302.	18,302.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	650.			
c Other prof fees (attach sch) L-16c Stmt	40,000.			40,000.
17 Interest	16.			
18 Taxes (attach schedule)(see instrs) Excise tax	69.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	225.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	40,960.			40,000.
25 Contributions, gifts, grants paid	181,000.			181,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	221,960.			221,000.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	3,248,677.			
b Net investment income (if negative, enter -0-)		18,302.		
c Adjusted net income (if negative, enter -0-)			18,302.	

10 P

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,798,415.	1,594,757.	1,594,757.
	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 sch) ►			
	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)	560,691.	4,013,026.	4,384,823.
	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) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,359,106.	5,607,783.	5,979,580.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 ► ☐ 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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,359,106.	5,607,783.	
	30 **Total net assets or fund balances** (see instructions)	2,359,106.	5,607,783.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,359,106.	5,607,783.	

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	2,359,106.
2	Enter amount from Part I, line 27a	2	3,248,677.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,607,783.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,607,783.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,138,531.	3,028,717.	0.375912
2010	444,075.	3,517,260.	0.126256
2009	221,502.	2,881,905.	0.076860
2008	143,406.	2,013,179.	0.071234
2007	50,530.	1,066,068.	0.047398

2	**Total** of line 1, column (d)	2	0.697660
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.139532
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,741,774.
5	Multiply line 4 by line 3	5	382,565.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	183.
7	Add lines 5 and 6	7	382,748.
8	Enter qualifying distributions from Part XII, line 4	8	221,000.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	366.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	366.
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	366.
6	Credits/Payments:		
a	2012 estimated tax pmts 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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	366.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the 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 ► $ ______ **(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? *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
4 a	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?	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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT - Connecticut			
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 ► N/A

14 The books are in care of ► PETER SCANNELL Telephone no ► (203) 869-6734

Located at ► 43 ARCH STREET, GREENWICH, CT ZIP + 4 ► 06830

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

			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
1 a 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)?		1 b		
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?		1 c		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 ► 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)		2 b		X
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__				
3 a 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)*		3 b		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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 [X] 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 [X] No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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 [X] No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER O. SCANNELL 70 ZACCHEUS MEAD LANE, GREENWICH, CT 06831	TRUSTEE 1.00	0.	0.	0.
JEAN G. SCANNELL 70 ZACCHEUS MEAD LANE, GREENWICH, CT 06831	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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	
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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	1,069,841.
b	Average of monthly cash balances	1b	1,713,686.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,783,527.
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	
3	Subtract line 2 from line 1d	3	2,783,527.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,741,774.
6	**Minimum investment return.** Enter 5% of line 5	6	137,089.

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	137,089.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	366.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	366.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	136,723.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	136,723.
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	136,723.

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	221,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	221,000.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	221,000.

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				136,723.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 268,144.				
e From 2011 — 1,138,600.				
f **Total** of lines 3a through e	1,406,744.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 221,000.				
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				136,723.
e Remaining amount distributed out of corpus	84,277.			
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	1,491,021.			
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				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
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)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,491,021.			
10 Analysis of line 9:				
a Excess from 2008 — 0.				
b Excess from 2009 — 0.				
c Excess from 2010 — 268,144.				
d Excess from 2011 — 1,138,600.				
e Excess from 2012 — 84,277.				

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).)

PETER O. SCANNELL
JEAN G. SCANNELL

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 Paid during the year				
AMERICAN RED CROSS 2025 E STREET WASHINGTON DC 20006		PUBLIC	DISASTER RELIEF	5,000.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER NH 03755		PUBLIC	GENERAL FUND	100,500.
SMITH COLLEGE 7 COLLEGE LANE NORTHHAMPTON MA 01063		PUBLIC	GENERAL FUND	10,000.
INTL MEDICAL CORP 1919 SANTA MONICA BLVD SANTA MONICA CA 90904		PUBLIC	HEALTH CARE SERVICES AND TRAINING	5,000.
DOWNSTREAM PROJECT PO BOX 1000 BERRYVILLE VA 22611		PUBLIC	NATURAL RESOURCE CONSERVATION	500.
GREENWICH SPANISH SCHOOL 6 RIDGEVIEW AVENUE GREENWICH CT 06830		PUBLIC	SPANISH PRE-K EDUCATION	1,000.
GOOD COUNSEL INC 411 CLINTON STREET HOBOKEN NJ 07030		PUBLIC	HELPING HOMELESS PREGNANT WOMEN	1,000.
WATERSIDE SCHOOL 535 FAIRFIELD AVENUE STAMFORD CT 06902		PUBLIC	EDUCATIONAL EXCELLENCE FOR LOWER INCOME CHILDREN	1,000.
NEIGHBORS LINK 75 SELLECK ST STAMFORD CT 06902		PUBLIC	INTEGRATION OF IMMIGRANTS INTO COMMUNITY	55,000.
See Line 3a statement				2,000.
Total			► 3a	181,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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	18,302.	
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					
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)				18,302.	

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 18,302.

(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). (See instructions.)

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

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

Signature of officer or trustee | Date 5/14/13 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
PAUL MISHKIN, CPA		05/02/13		P01219022
Firm's name ► PAUL MISHKIN, CPA			Firm's EIN ► 06-1432539	
Firm's address ► 4249 NW 64TH DRIVE BOCA RATON FL 33496			Phone no (561) 245-7408	

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE ROCK FOUNDATION	06-1603870

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization: THE ROCK FOUNDATION

Employer identification number: 06-1603870

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER SCANNELL 43 ARCH STREET GREENWICH CT 06830	$ 3,452,335.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE ROCK FOUNDATION	06-1603870

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	46,945 SHARES OF GENESEE & WYOMING INC CL A COMMON SHARES	$ 3,452,335.	06/01/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
ANNUAL FEE	150.			
WIRE TRANSFER FEES	75.			
Total	225.			

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
FIDESCO 11654 PLAZA AMERICAN DRIVE RESTON VA 20190		PUBLIC	HUMANITARIAN AND DEVELOPMENT PROJECTS	Person or [X] Business [ ] 1,000.
MYANMAR CHRISTIAN FELLOWSHIP 165 BAHO ROAD BAYINT NAUN ZAY MY 11062		PUBLIC	EDUCATIONAL TRAINING FOR THE BLIND	Person or [X] Business [ ] 1,000.
Total				2,000.

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

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOY HANLEIN LOEWE	PROJECT RESEARCH & EVA	40,000.			
Total		40,000.			

Account name: ROCK FOUNDATION
Friendly account name: Rock Foundation
Account number: NV 11874 DH

Your Financial Advisor:
THE HENRY HAUSER TEAM
614-939-2060

Your assets (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS Symbol· ABT Exchange. NYSE EAI $224 Current yield. 0 85%	Sep 20, 05	400.000	44.080	17,632 00	65 500	26,200 00	8,568 00	LT
AIR PROD & CHEMICAL INC Symbol APD Exchange NYSE EAI $512 Current yield. 3.05%		200 000	---This information was unavailable---		84 020	16,804 00		
APACHE CORP Symbol: APA Exchange NYSE EAI. $340 Current yield· 0 87%		500 000	---This information was unavailable---		78 500	39,250 00		
BANK OF AMER CORP Symbol· BAC Exchange NYSE EAI. $17 Current yield 0.34%		425 000	---This information was unavailable---		11 610	4,934.25		
BEST BUY CO INC Symbol BBY Exchange. NYSE EAI $119 Current yield 5 74%		175 000	---This information was unavailable---		11 850	2,073 75		
BP PLC SPON ADR Symbol: BP Exchange. NYSE EAI $486 Current yield: 5.19%		225 000	---This information was unavailable---		41 640	9,369 00		
CERNER CORP Symbol· CERN Exchange OTC		390 000	---This information was unavailable---		77 510	30,228 90		
CHEVRON CORP Symbol: CVX Exchange NYSE EAI. $1,080 Current yield: 3 33%	Sep 20, 05	300.000	65 246	19,574 00	108.140	32,442 00	12,868 00	LT
CISCO SYSTEMS INC Symbol· CSCO Exchange: OTC EAI· $560 Current yield 2.85%		1,000 000	---This information was unavailable---		19 649	19,649 00		
DEVON ENERGY CORP NEW Symbol: DVN Exchange NYSE EAI $180 Current yield· 1 54%		225.000	---This information was unavailable---		52 040	11,709 00		
DOVER CORP Symbol: DOV Exchange· NYSE EAI $560 Current yield: 2.13%	May 23, 91	200.000	19 757	3,951.50	65 710	13,142.00	9,190 50	LT

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
		200.000	--This information was unavailable--		65 710	13,142 00		
Security total		400 000	19 758	3,951 50		26,284 00	9,190 50	
ECOLAB INC								
Symbol: ECL Exchange. NYSE								
EAI $414 Current yield. 1.28%		450 000	--This information was unavailable--		71 900	32,355 00		
GENESEE & WYO INC CL A								
Symbol. GWR Exchange NYSE	May 26, 11	948 000	57 880	54,870 24	76 080	72,123 84	17,253 60	LT
	May 26, 11	604 000	57 880	34,959 52	76.080	45,952 32	10,992 80	LT
	May 3, 12	10,125 000	57 030	577,428.75	76 080	770,310 00	192,881 25	ST
	May 22, 12	1,253.000	51.570	64,617.21	76 080	95,328 24	30,711 03	ST
	May 22, 12	948 000	51 570	48,888 36	76 080	72,123 84	23,235 48	ST
	May 22, 12	605 000	51 570	31,199.85	76 080	46,028.40	14,828 55	ST
	Jun 1, 12	1,304 000	48.420	63,139 68	76.080	99,208.32	36,068 64	ST
	Jun 1, 12	1,164.000	48 420	56,360 88	76 080	88,557.12	32,196 24	ST
	Jun 1, 12	851.000	48 420	41,205 42	76 080	64,744 08	23,538 66	ST
	Jun 1, 12	722 000	48 420	34,959 24	76 080	54,929.76	19,970 52	ST
	Jun 1, 12	706.000	48 420	34,184 52	76 080	53,712 48	19,527 96	ST
	Jun 1, 12	704 000	48 420	34,087 68	76 080	53,560.32	19,472 64	ST
	Jun 1, 12	693.000	48 420	33,555 06	76.080	52,723 44	19,168.38	ST
	Jun 1, 12	677 000	48 420	32,780 34	76 080	51,506.16	18,725 82	ST
	Jun 1, 12	650 000	48 420	31,473 00	76 080	49,452 00	17,979.00	ST
	Jun 1, 12	644 000	48.420	31,182 48	76 080	48,995 52	17,813.04	ST
	Jun 1, 12	628 000	48 420	30,407 76	76 080	47,778 24	17,370.48	ST
	Jun 1, 12	600 000	48 420	29,052 00	76 080	45,648.00	16,596 00	ST
	Jun 1, 12	569 000	48 420	27,550 98	76.080	43,289 52	15,738 54	ST
	Jun 1, 12	535.000	48.420	25,904 70	76 080	40,702 80	14,798 10	ST
	Jun 1, 12	526 000	48 420	25,468 92	76 080	40,018 08	14,549 16	ST
	Jun 1, 12	518 000	48 420	25,081 56	76.080	39,409 44	14,327.88	ST
	Jun 1, 12	517.000	48 420	25,033 14	76.080	39,333 36	14,300 22	ST
	Jun 1, 12	505 000	48 420	24,452 10	76 080	38,420 40	13,968 30	ST
	Jun 1, 12	504 000	48 420	24,403.68	76 080	38,344 32	13,940.64	ST

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jun 1, 12	499 000	48 420	24,161 58	76.080	37,963 92	13,802 34	ST
	Jun 1, 12	492 000	48 420	23,822 64	76.080	37,431.36	13,608.72	ST
	Jun 1, 12	468 000	48 420	22,660.56	76 080	35,605 44	12,944 88	ST
	Jun 1, 12	462 000	48 420	22,370 04	76 080	35,148 96	12,778 92	ST
	Jun 1, 12	458 000	48 420	22,176 36	76 080	34,844 64	12,668.28	ST
	Jun 1, 12	449 000	48 420	21,740 58	76.080	34,159 92	12,419 34	ST
	Jun 1, 12	442 000	48 420	21,401 64	76 080	33,627 36	12,225 72	ST
	Jun 1, 12	412 000	48 420	19,949 04	76 080	31,344 96	11,395 92	ST
	Jun 1, 12	404 000	48.420	19,561 68	76 080	30,736 32	11,174.64	ST
	Jun 1, 12	392 000	48 420	18,980.64	76.080	29,823 36	10,842 72	ST
	Jun 1, 12	365 000	48 420	17,673 30	76 080	27,769.20	10,095 90	ST
	Jun 1, 12	333 000	48.420	16,123.86	76 080	25,334.64	9,210 78	ST
	Jun 1, 12	324 000	48 420	15,688.08	76.080	24,649 92	8,961 84	ST
	Jun 1, 12	317 000	48 420	15,349 14	76 080	24,117 36	8,768 22	ST
	Jun 1, 12	283.000	48 420	13,702 86	76 080	21,530 64	7,827 78	ST
	Jun 1, 12	269.000	48 420	13,024 98	76 080	20,465 52	7,440.54	ST
	Jun 1, 12	251 000	48 420	12,153 42	76 080	19,096 08	6,942 66	ST
	Jun 1, 12	202 000	48 420	9,780 84	76 080	15,368 16	5,587 32	ST
		12,623 000	---This information was unavailable---		76 080	960,357.84		
Security total		46,945 000	51 645	1,772,568 31		3,571,575 60	838,649 45	
GENL ELECTRIC CO Symbol GE Exchange· NYSE EAI $380 Current yield 3 62%	May 12, 97	200.000	13 924	2,784 83	20.990	4,198.00	1,413.17	LT
	Sep 20, 05	226 000	34.675	7,836 64	20 990	4,743 74	-3,092.90	LT
		74 000	---This information was unavailable---		20.990	1,553 26		
Security total		500 000	24 933	10,621 47		10,495.00	-1,679 73	
HARTFORD FINCL SERVICES GROUP INC Symbol HIG Exchange NYSE EAI $120 Current yield 1 78%		300 000	---This information was unavailable---		22.440	6,732 00		
HEWLETT PACKARD CO Symbol HPQ Exchange: NYSE EAI $238 Current yield· 3.71%		450 000	---This information was unavailable---		14 250	6,412 50		

continued next page

Account name: ROCK FOUNDATION
Friendly account name: Rock Foundation
Account number: NV 11874 DH

Your Financial Advisor:
THE HENRY HAUSER TEAM
614-939-2060

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
INGERSOLL-RAND PLC Symbol IR Exchange NYSE EAI $462 Current yield 1 75%		550 000	—This information was unavailable—		47 960	26,378 00		
LOWES COMPANIES INC Symbol LOW Exchange NYSE EAI $288 Current yield 1 80%		450 000	—This information was unavailable—		35 520	15,984 00		
PNC FINANCIAL SERVICES GROUP Symbol PNC Exchange NYSE EAI $30 Current yield 2.71%	Sep 20, 05	12 000	850 715	10,208 59	58.310	699 72	-9,508 87	LT
	Sep 20, 05	7 000	1,020 571	7,144 00	58.310	408.17	-6,735 83	LT
Security total		19 000	913 294	17,352.59		1,107 89	-16,244 70	
TIDEWATER INC Symbol TDW Exchange NYSE EAI $275 Current yield 2 24%		275 000	—This information was unavailable—		44 680	12,287 00		
UNTD TECHNOLOGIES CORP Symbol UTX Exchange NYSE EAI $963 Current yield 2 61%		450 000	—This information was unavailable—		82 010	36,904 50		
WELLS FARGO & CO NEW Symbol WFC Exchange NYSE EAI $847 Current yield 2 58%		962 000	—This information was unavailable—		34.180	32,881 16		
Total				**$1,841,699.87**		**$3,972,056.55**	**$851,351.52**	

Total estimated annual income: $8,095

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
VANGUARD PRIMECAP FUND									

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol: VPMCX									
	5,800.000	—This information was unavailable—			69 490	403,042 00			
Total reinvested	139.937	69 879		9,778 77	69 490	9,724.22	-54 55		
EAI. $5,732 Current yield: 1.39%									
Security total	5,939 937	69 880		9,778 77		412,766.22	-54 55		

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**41,674.95**	**0.70%**	**41,674.95**		
Cash alternatives	**Money market funds**	**1,553,082.01**	**25.97%**	**1,553,082.01**	**155.00**	
Equities	* Common stock	3,972,056.55		1,841,699 87	8,095 00	851,351.52
	* Mutual funds	412,766.22		9,778 77	5,732.00	-54 55
	Total equities	**4,384,822.77**	**73.33%**	**1,851,478.64**	**13,827.00**	**851,296.97**
Total		**$5,979,579.73**	**100.00%**	**$3,446,235.60**	**$13,982.00**	**$851,296.97**

* Missing cost basis information

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Dec 3	Dividend	WELLS FARGO & CO NEW PAID ON 962 AS OF 12/01/12	211 64
	Dec 10	Dividend	CHEVRON CORP PAID ON 300	270 00
	Dec 10	Dividend	UNTD TECHNOLOGIES CORP PAID ON 450	240 75
	Dec 12	St Cap Gain	RMA MONEY MKT. PORTFOLIO AS OF 12/11/12	0 08
	Dec 13	St Cap Gain	UBS SELECT TREASURY INSTITUTIONAL FUND	4.57
	Dec 14	Dividend	TIDEWATER INC PAID ON 275	68.75
	Dec 17	Dividend	DOVER CORP PAID ON 400 AS OF 12/15/12	140 00
	Dec 18	Lt Cap Gain	VANGUARD PRIMECAP FUND LONG TERM CAPITAL GAIN AS OF 12/17/12	4,181 80
	Dec 18	Dividend	VANGUARD PRIMECAP FUND AS OF 12/17/12	5,597 00
	Dec 19	Dividend	CISCO SYSTEMS INC PAID ON 1000	140.00

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