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**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.

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

Name of foundation THE WATERWHEEL FOUNDATION		A Employer identification number 13-3948773
Number and street (or P O box number if mail is not delivered to street address) C/O BG&CO 420 LEXINGTON AVE	Room/suite 2520	B Telephone number 212-582-9700
City or town, state, and ZIP code NEW YORK, NY 10170		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,442,992.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	836,894.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,876.	1,876.		STATEMENT 1
	4 Dividends and interest from securities	13,462.	13,462.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,327.			
	b Gross sales price for all assets on line 8a 158,022.				
	7 Capital gain net income (from Part IV, line 2)		11,327.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	142.	142.		STATEMENT 3	
12 Total. Add lines 1 through 11	863,701.	26,807.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	180.	0.		0.
	b Accounting fees				
	c Other professional fees STMT 5	4,022.	4,022.		0.
	17 Interest				
	18 Taxes STMT 6	538.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings	2,026.	0.		0.	
22 Printing and publications					
23 Other expenses STMT 7	3,433.	1,680.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	10,199.	5,702.		0.	
25 Contributions, gifts, grants paid	207,779.			207,779.	
26 Total expenses and disbursements. Add lines 24 and 25	217,978.	5,702.		207,779.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	645,723.				
b Net investment income (if negative, enter -0-)		21,105.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED NOV 20 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	470,739.	50,649.	50,649.	
	2 Savings and temporary cash investments	761,106.	1,807,978.	1,807,978.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶	107,785.			
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		137.	137.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 8	420,916.	441,786.	476,443.
	c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶	1,155.				
Less accumulated depreciation	STMT 9 ▶	1,155.			
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		1,755,621.	2,408,335.	2,442,992.	
Liabilities	17 Accounts payable and accrued expenses	918.	3,821.		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ DUE TO AFFILIATE)	0.	4,088.		
23 Total liabilities (add lines 17 through 22)	918.	7,909.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	1,754,703.	2,400,426.		
	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					
30 Total net assets or fund balances	1,754,703.	2,400,426.			
31 Total liabilities and net assets/fund balances	1,755,621.	2,408,335.			

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	1,754,703.
2 Enter amount from Part I, line 27a	2	645,723.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,400,426.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,400,426.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SANFORD BERNSTEIN ACCT			
b 888-01816	P	VARIOUS	12/27/12
c SEE ATTACHED SANFORD BERNSTEIN ACCT			
d 888-01816	P	VARIOUS	12/27/12
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 68,868.		67,442.	1,426.
c			
d 89,154.		79,253.	9,901.
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))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			1,426.
c			
d			9,901.
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	11,327.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	249,082.	1,498,101.	.166265
2010	195,689.	988,625.	.197941
2009	107,951.	585,928.	.184239
2008	215,983.	549,181.	.393282
2007	272,096.	626,283.	.434462

2 Total of line 1, column (d)	2	1.376189
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	.275238
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,078,064.
5 Multiply line 4 by line 3	5	571,962.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	211.
7 Add lines 5 and 6	7	572,173.
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	207,779.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	422.
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	422.
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	422.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	560.
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	560.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	138.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

STMT 10

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BURTON GOLDSTEIN & CO., LLC Telephone no. 212-582-9700 Located at 420 LEXINGTON AVE STE 2520, NEW YORK, NY ZIP+4 10170
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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)? 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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST ANASTASIO, III C/O BG&CO., 420 LEXINGTON AVE STE 252 NEW YORK, NY 10170	PRESIDENT 10.00	0.	0.	0.
MICHAEL GORDON C/O BG&CO., 420 LEXINGTON AVE STE 252 NEW YORK, NY 10170	TREASURER 10.00	0.	0.	0.
PAGE MCCONNELL C/O BG&CO., 420 LEXINGTON AVE STE 252 NEW YORK, NY 10170	SECRETARY 10.00	0.	0.	0.
JONATHAN FISHMAN C/O BG&CO., 420 LEXINGTON AVE STE 252 NEW YORK, NY 10170	VP 10.00	0.	0.	0.

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

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

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

Part VIII

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

Table with 2 columns: Description of activities (lines 1-4), Expenses. Line 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

Table with 2 columns: Description of investments (lines 1-3), Amount. Line 1 contains 'N/A'. Includes a 'Total' row at the bottom.

0.

Form 990-PF (2012)

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	459,083.
b	Average of monthly cash balances	1b	1,545,236.
c	Fair market value of all other assets	1c	105,391.
d	Total (add lines 1a, b, and c)	1d	2,109,710.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,109,710.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,646.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,078,064.
6	Minimum investment return. Enter 5% of line 5	6	103,903.

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	103,903.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	422.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	422.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,481.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	103,481.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	103,481.

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	207,779.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	207,779.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	207,779.

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				103,481.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	241,435.			
b From 2008	188,788.			
c From 2009	78,855.			
d From 2010	146,695.			
e From 2011	174,733.			
f Total of lines 3a through e	830,506.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 207,779.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				103,481.
e Remaining amount distributed out of corpus	104,298.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	934,804.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	241,435.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	693,369.			
10 Analysis of line 9:				
a Excess from 2008	188,788.			
b Excess from 2009	78,855.			
c Excess from 2010	146,695.			
d Excess from 2011	174,733.			
e Excess from 2012	104,298.			

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here 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	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
Name and address (home or business)				
a Paid during the year				
VERMONT COMMUNITY FOUNDATION 3 COURT STREET MIDDLEBURY, VT 05753	NONE	PUBLIC CHARITY	GENERAL	37,381.
HEAD COUNT INC 104 W 29TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL	15,083.
PROJECT RENEWAL 200 VARICK ST NEW YORK, NY 10014	NONE	PUBLIC CHARITY	GENERAL	9,500.
BURLINGTON DISCOVER JAZZ FESTIVAL 153 MAIN ST BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	GENERAL	10,000.
A BROADWAY FOUNDATION 215 PARK AVE SOUTH NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL	2,500.
Total	SEE CONTINUATION SHEET(S)			207,779.
b Approved for future payment				
NONE				
Total				0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is N/A.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee, Date 11/3/13, Title OFFICER.

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name BURTON GOLDSTEIN, Preparer's signature, Date 10/30/13, Check self-employed, Firm's name BURTON GOLDSTEIN & COMPANY LLC, Firm's EIN 11-2945419, Firm's address 420 LEXINGTON AVENUE - SUITE 2520 NEW YORK, NY 10170, Phone no. 212-582-9700.

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 WATERWHEEL FOUNDATION

13-3948773

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE WATERWHEEL FOUNDATION	Employer identification number 13-3948773
--	---

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	<u>BEN & JERRY'S HOME MADE HOLDINGS INC.</u> <u>30 COMMUNITY DRIVE</u> <u>SOUTH BURLINGTON, VT 05403-6828</u>	\$ <u>31,074.</u>	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)
	_____ _____ _____ _____	\$ _____	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.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE WATERWHEEL FOUNDATION

13-3948773

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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE WATERWHEEL FOUNDATION	Employer identification number 13-3948773
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,155.	1,155.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,155.	1,155.	0.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
BEN & JERRY'S HOMEMADE HOLDINGS	30 COMMUNITY DRIVE SOUTH BURLINGTON, VT 05403-6828

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BURLINGTON CITY ARTS 135 CHURCH ST BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	GENERAL	35,000.
ATLANTICARE FOUNDATION INC 6725 DELIAH RD EGG HARBOR TOWNSHIP, NJ 08234	NONE	PUBLIC CHARITY	GENERAL	10,000.
REX FOUNDATION PO BOX 29608 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	GENERAL	22,826.
OHIO RIVER FOUNDATION PO BOX 42460 CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	GENERAL	5,584.
CONSERVATION LAW FOUNDATION 15 EAST STATE ST MONTPELIER, VT 05602	NONE	PUBLIC CHARITY	GENERAL	5,584.
CENTRAL INDIANA LAND TRUST INC 1500N DELAWARE ST3 INDIANAPOLIS, IN 46202	NONE	PUBLIC CHARITY	GENERAL	5,583.
STREET MEDICINE INSTITUTE PO BOX 431 INGOMAR, PA 15127	NONE	PUBLIC CHARITY	GENERAL	5,584.
HEARTWOOD INC PO BOX 538 GOSPORT, IN 47433	NONE	PUBLIC CHARITY	GENERAL	5,584.
HUNGER TASK FORCE OF MILWAUKEE 201 SOUTH HAWLEY CT MILWAUKEE, WI 53214	NONE	PUBLIC CHARITY	GENERAL	5,583.
THE VIRGINIA EASTERN SHOREKEEPER PO BOX 961 EASTVILLE, VA 23347	NONE	PUBLIC CHARITY	GENERAL	5,584.
Total from continuation sheets				133,315.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN CHASE	1,872.
SANFORD BERNSTEIN	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,876.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER INVESTMENT INCOME	5.	0.	5.
SANFORD BERNSTEIN	13,457.	0.	13,457.
TOTAL TO FM 990-PF, PART I, LN 4	13,462.	0.	13,462.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	38.	38.	
CAPITAL GAIN DISTRIBUTION	104.	104.	
TOTAL TO FORM 990-PF, PART I, LINE 11	142.	142.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	180.	0.		0.
TO FM 990-PF, PG 1, LN 16A	180.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	4,022.	4,022.		0.
TO FORM 990-PF, PG 1, LN 16C	4,022.	4,022.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	538.	0.		0.
TO FORM 990-PF, PG 1, LN 18	538.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	328.	0.		0.
CONTRACT LABOR	1,425.	0.		0.
BANK FEES	1,680.	1,680.		0.
TO FORM 990-PF, PG 1, LN 23	3,433.	1,680.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	441,786.	476,443.
TOTAL TO FORM 990-PF, PART II, LINE 10B	441,786.	476,443.

2012 DEPRECIATION AND AMORTIZATION REPORT
 FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	071811	200DB	5.00	17	1,155.		0.	1,155.	1,155.		0.
	* TOTAL 990-PF PG 1 DEPR					1,155.		0.	1,155.	1,155.	0.	0.

Capital Gains Report

WATERWHEEL FOUNDATION (Account: 888-01816)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/03/2011	01/03/2012	10	METLIFE INC	32.24	44.82	322.43	448.24	-125.81
03/07/2011	01/03/2012	10	METLIFE INC	32.24	45.90	322.43	458.96	-136.53
04/08/2011	01/03/2012	5	METLIFE INC	32.24	44.60	161.21	223.02	-61.81
02/15/2011	01/04/2012	9	LOWE'S COS INC	25.62	25.53	230.62	229.75	0.87
03/29/2011	01/04/2012	10	LOWE'S COS INC	25.62	26.84	256.24	268.41	-12.17
01/07/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	28.69	392.80	286.93	105.87
02/11/2011	01/06/2012	3	BORGWARNER INC	65.43	76.59	196.30	229.76	-33.46
02/28/2011	01/06/2012	1	BORGWARNER INC	65.43	76.85	65.43	76.85	-11.42
02/02/2011	01/06/2012	2	MONSANTO CO	77.37	75.38	154.74	150.77	3.97
09/28/2011	01/09/2012	2	PEPSICO INC	65.39	63.19	130.78	126.38	4.40
10/28/2011	01/09/2012	7	PEPSICO INC	65.39	63.06	457.75	441.44	16.31
03/29/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	32.42	390.00	324.22	65.78
07/21/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	40.20	390.00	402.00	-12.00
08/29/2011	01/11/2012	4	CONOCOPHILLIPS	72.13	75.26	288.52	301.06	-12.54
03/29/2011	01/11/2012	15	CONOCOPHILLIPS	72.13	67.01	1,081.93	1,005.19	76.74
05/12/2011	01/11/2012	2	CELGENE CORP	70.98	55.35	141.97	110.71	31.26
05/23/2011	01/11/2012	2	CELGENE CORP	70.98	59.75	141.96	119.50	22.46
01/20/2011	01/11/2012	10	***LYONDELLBASELL INDU-CL A	37.35	38.93	373.46	389.30	-15.84
08/04/2011	01/18/2012	2	ROCKWELL AUTOMATION INC	77.95	74.75	233.84	224.25	9.59
05/31/2011	01/24/2012	4	VISA INC - CLASS A SHRS	103.31	85.68	206.62	171.36	35.26
01/10/2012	01/24/2012	8	FMC TECHNOLOGIES INC	51.62	44.39	206.49	177.58	28.91
05/12/2011	01/27/2012	3	WATSON PHARMACEUTICALS INC	56.00	64.06	448.01	512.49	-64.48
04/20/2011	01/31/2012	25	CELGENE CORP	73.05	59.75	219.14	179.26	39.88
05/16/2011	01/31/2012	3	PROCTER & GAMBLE CO	26.85	25.63	671.25	640.68	30.57
05/23/2011	02/02/2012	4	PROCTER & GAMBLE CO	62.88	63.77	188.65	191.30	-2.65
07/29/2011	02/06/2012	10	***LYONDELLBASELL INDU-CL A	43.51	38.93	435.11	389.30	45.81
08/23/2011	02/07/2012	3	VF CORP	132.77	116.61	398.32	349.82	48.50
10/28/2011	02/07/2012	40	CMS ENERGY CORP	21.91	18.94	876.33	757.78	118.55
04/28/2011	02/07/2012	25	CMS ENERGY CORP	21.91	21.07	547.70	526.87	20.83
06/15/2011	02/08/2012	15	GOODRICH CORP	125.36	86.79	125.36	86.79	38.57
02/17/2011	02/09/2012	4	***ACCENTURE PLC-CL A	25.81	29.01	387.15	435.10	-47.95
02/18/2011	02/09/2012	4	***ACCENTURE PLC-CL A	57.43	54.13	229.72	216.52	13.20
03/29/2011	02/09/2012	1	***ACCENTURE PLC-CL A	57.43	53.85	229.71	215.41	14.30
03/29/2011	02/13/2012	5	JOHNSON CONTROLS INC	33.30	41.81	166.51	209.04	-42.53
04/28/2011	02/14/2012	5	MARATHON PETROLEUM CORP	43.54	39.08	217.69	195.40	22.29
03/29/2011	02/15/2012	2	GOODRICH CORP	125.51	86.79	251.02	173.58	77.44
10/06/2011	02/15/2012	4	***ACCENTURE PLC-CL A	58.08	53.97	232.33	215.90	16.43
08/04/2011	02/15/2012	8	ESTEE LAUDER COMPANIES-CL A	55.46	44.62	443.67	356.99	86.68
06/22/2011	02/23/2012	2	VF CORP	143.45	110.65	286.90	221.30	65.60
11/01/2011	03/09/2012	45	***SEAGATE TECHNOLOGY	77.69	72.25	77.69	72.25	5.44
12/29/2011	03/20/2012	6	GOLDMAN SACHS GROUP INC	26.24	30.02	524.78	600.47	-75.69
03/31/2011	03/20/2012	20	MOODY'S CORP	28.37	15.93	1,276.71	716.86	559.85
		20	MOODY'S CORP	126.74	91.02	760.47	546.11	214.36
				41.68	34.07	833.59	681.31	152.28

Capital Gains Report

WATERWHEEL FOUNDATION (Account: 888-01816)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/21/2011	03/20/2012	20	UNITEDHEALTH GROUP INC	55.07	51.97	1,101.35	1,039.38	61.97
08/01/2011	03/09/2012	15	CBRE GROUP INC	19.15	21.88	287.24	328.18	-40.94
08/11/2011	03/09/2012	15	CBRE GROUP INC	19.15	16.80	287.24	252.07	35.17
09/08/2011	03/26/2012	10	TRAVELERS COS INC/THE	58.81	49.66	588.09	496.61	91.48
04/26/2011	03/27/2012	5	METLIFE INC	38.14	44.75	190.69	223.73	-33.04
04/27/2011	03/27/2012	5	METLIFE INC	38.14	44.52	190.70	222.59	-31.89
05/24/2011	03/27/2012	5	METLIFE INC	38.14	43.41	190.69	217.04	-26.35
08/11/2011	03/27/2012	10	METLIFE INC	38.14	32.55	381.39	325.55	55.84
12/12/2011	04/03/2012	5	ILLUMINA INC	51.76	27.16	258.80	135.79	123.01
12/13/2011	04/04/2012	2	SALESFORCE.COM INC	154.72	116.26	309.44	232.52	76.92
05/18/2011	04/12/2012	15	GENERAL MILLS INC	38.59	39.83	578.79	597.43	-18.64
08/15/2011	04/12/2012	8	GENERAL MILLS INC	38.59	36.39	308.69	291.13	17.56
11/02/2011	04/13/2012	12	GENERAL MILLS INC	38.84	38.51	466.07	462.07	4.00
11/18/2011	04/13/2012	5	GENERAL MILLS INC	38.84	40.38	194.20	194.04	0.16
12/22/2011	04/13/2012	5	GENERAL MILLS INC	38.84	40.38	194.19	201.91	-7.72
06/17/2011	04/18/2012	10	MOODY'S CORP	42.34	36.07	423.39	360.66	62.73
06/20/2011	04/18/2012	15	MOODY'S CORP	42.34	37.14	635.08	557.09	77.99
01/12/2012	04/18/2012	40	***NEXEN INC	19.06	17.81	762.44	712.40	50.04
10/24/2011	04/23/2012	10	HARLEY DAVIDSON INC	49.96	38.76	499.58	387.56	112.02
11/11/2011	04/23/2012	5	PERRIGO INC	104.41	91.70	522.03	458.50	63.53
09/30/2011	04/25/2012	15	***HARVELL TECHNOLOGY GROUP LT	14.83	14.74	222.39	221.04	1.35
05/09/2011	04/25/2012	2	***POTASH CORP OF SASKATCHEWAN	44.10	54.38	88.20	108.77	-20.57
12/06/2011	05/03/2012	65	MORGAN STANLEY	16.34	16.51	1,062.28	1,073.07	-10.79
12/22/2011	05/03/2012	35	MORGAN STANLEY	16.34	15.64	572.00	547.56	24.44
03/30/2012	05/03/2012	20	MORGAN STANLEY	16.34	19.68	326.86	393.67	-66.81
01/09/2012	05/07/2012	10	VERTEX PHARMACEUTICALS INC	54.59	35.29	545.87	352.91	192.96
05/20/2011	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	60.02	279.64	300.09	-20.45
11/18/2011	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	44.16	279.63	220.82	58.81
09/01/2011	05/14/2012	25	GENERAL ELECTRIC CO	18.69	16.32	467.16	407.96	59.20
01/25/2012	05/14/2012	30	GENERAL ELECTRIC CO	18.69	19.02	560.59	570.75	-10.16
01/27/2012	05/14/2012	5	GENERAL ELECTRIC CO	18.69	19.00	93.43	95.02	-1.59
10/28/2011	05/29/2012	1	TRW AUTOMOTIVE HOLDINGS CORP	39.59	43.75	39.59	43.75	-4.16
09/20/2011	05/31/2012	6	DOLLAR GENERAL CORP	49.15	37.82	294.89	226.91	67.98
01/27/2012	06/01/2012	15	GENERAL ELECTRIC CO	18.59	19.00	278.85	285.06	-6.21
02/08/2012	06/01/2012	20	GENERAL ELECTRIC CO	18.59	19.20	371.79	384.02	-12.23
03/27/2012	06/01/2012	20	GENERAL ELECTRIC CO	18.59	20.10	371.80	402.04	-30.24
04/05/2012	06/01/2012	20	GENERAL ELECTRIC CO	18.59	19.58	371.79	391.67	-19.88
03/07/2012	06/04/2012	20	LIBERTY INTERACTIVE CORP-A	16.07	18.73	321.39	374.68	-53.29
07/12/2011	06/04/2012	4	***POTASH CORP OF SASKATCHEWAN	36.94	57.33	147.76	229.32	-81.56
01/10/2012	06/04/2012	7	***POTASH CORP OF SASKATCHEWAN	36.94	43.31	258.57	303.20	-44.63
02/07/2012	06/04/2012	5	***POTASH CORP OF SASKATCHEWAN	36.94	46.30	184.69	231.49	-46.80
06/07/2011	06/05/2012	20	CORNING INC	12.40	18.98	247.93	379.53	-131.60
08/23/2011	06/05/2012	25	CORNING INC	12.40	14.21	309.91	355.36	-45.45
12/16/2011	06/08/2012	15	CBRE GROUP INC	16.05	15.25	401.30	381.22	20.08
02/14/2012	06/08/2012	15	CBRE GROUP INC	16.05	18.01	240.78	270.21	-29.43
10/20/2011	06/18/2012	15	***HARVELL TECHNOLOGY GROUP LT	11.72	13.32	175.77	199.73	-23.96
11/14/2011	06/18/2012	30	***HARVELL TECHNOLOGY GROUP LT	11.72	14.80	351.54	443.91	-92.37
05/18/2012	06/18/2012	45	***HARVELL TECHNOLOGY GROUP LT	11.72	13.70	527.32	616.38	-89.06
04/19/2012	06/18/2012	25	***ROYAL CARIBBEAN CRUISES LTD	24.81	28.31	620.30	707.67	-87.37

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/25/2011	06/22/2012	2	JPMORGAN CHASE & CO	36.12	41.77	72.25	83.55	-11.30
10/21/2011	07/02/2012	25	CENTERPOINT ENERGY INC	20.73	21.13	518.31	528.32	-10.01
07/06/2011	07/05/2012	1	AMAZON COM INC	227.98	214.26	227.98	214.26	13.72
07/28/2011	07/05/2012	15	MARATHON PETROLEUM CORP	44.42	42.79	666.28	641.90	24.38
01/30/2012	07/06/2012	8	EMERSON ELECTRIC CO	44.79	51.41	358.33	411.29	-52.96
06/06/2012	07/09/2012	6	DEVON ENERGY CORPORATION	57.10	60.03	342.58	360.18	-17.60
01/06/2012	07/10/2012	7	STRYKER CORP	53.17	51.76	372.18	362.31	9.87
07/28/2011	07/13/2012	13	MARATHON PETROLEUM CORP	44.72	42.79	581.37	556.32	25.05
08/08/2011	07/13/2012	10	MARATHON PETROLEUM CORP	44.72	34.12	447.21	341.23	105.98
09/08/2011	07/13/2012	10	MARATHON PETROLEUM CORP	44.72	37.43	447.21	374.28	72.93
05/21/2012	07/13/2012	12	MARATHON PETROLEUM CORP	44.72	35.94	536.66	431.24	105.42
08/02/2011	07/17/2012	7	ANADARKO PETROLEUM CORP	71.16	82.19	498.13	575.34	-77.21
01/12/2012	07/17/2012	3	ANADARKO PETROLEUM CORP	71.16	79.54	213.48	238.62	-25.14
02/01/2012	07/20/2012	7	EMERSON ELECTRIC CO	46.30	52.27	324.10	365.92	-41.82
02/17/2012	07/20/2012	5	EMERSON ELECTRIC CO	46.30	51.44	231.50	257.19	-25.69
03/28/2012	07/24/2012	10	EMERSON ELECTRIC CO	45.28	51.34	452.81	513.45	-60.64
04/24/2012	07/24/2012	5	EMERSON ELECTRIC CO	45.28	50.92	226.40	254.59	-28.19
02/13/2012	07/25/2012	5	INFORMATICA CORPORATION	27.83	46.80	139.18	234.02	-94.84
05/16/2012	07/25/2012	5	INFORMATICA CORPORATION	27.83	42.18	139.17	210.90	-71.73
01/10/2012	07/25/2012	8	STRYKER CORP	51.40	52.09	411.19	416.76	-5.57
02/16/2012	07/25/2012	8	STRYKER CORP	51.40	53.69	411.19	429.49	-18.30
08/08/2011	07/30/2012	1	UNITEDHEALTH GROUP INC	53.13	42.64	53.13	42.64	10.49
08/11/2011	07/30/2012	6	UNITEDHEALTH GROUP INC	53.13	42.81	318.77	256.88	61.89
10/17/2011	08/01/2012	3	PVH CORP	78.07	65.82	234.22	197.47	36.75
10/31/2011	08/01/2012	3	PVH CORP	78.07	74.22	234.22	222.66	11.56
12/21/2011	08/01/2012	4	PVH CORP	78.07	67.02	312.29	268.07	44.22
08/29/2011	08/03/2012	10	DTE ENERGY COMPANY	61.67	49.93	616.67	499.31	117.36
08/08/2011	08/03/2012	20	GILEAD SCIENCES INC	58.06	36.86	1,161.16	737.12	424.04
08/23/2011	08/09/2012	4	***COVIDIEN PLC	56.69	49.98	226.75	199.93	26.82
10/19/2011	08/09/2012	8	***COVIDIEN PLC	56.69	45.39	453.49	363.15	90.34
11/16/2011	08/09/2012	5	***COVIDIEN PLC	56.94	47.96	284.68	239.78	44.90
01/03/2012	08/10/2012	5	***COVIDIEN PLC	56.94	46.03	284.68	230.16	54.52
02/27/2012	08/10/2012	5	***COVIDIEN PLC	56.94	52.79	284.67	263.93	20.74
12/29/2011	08/10/2012	2	GOLDMAN SACHS GROUP INC	102.81	91.02	205.63	182.04	23.59
02/21/2012	08/14/2012	30	CENTERPOINT ENERGY INC	20.51	19.03	615.36	570.81	44.55
01/19/2012	08/22/2012	5	FREEMPORT-MCMORAN COPPER	36.26	43.93	181.32	219.63	-38.31
01/23/2012	08/22/2012	10	FREEMPORT-MCMORAN COPPER	36.26	43.80	362.65	437.96	-75.31
02/07/2012	09/06/2012	10	FREEMPORT-MCMORAN COPPER	36.21	45.91	362.10	459.09	-96.99
01/09/2012	09/12/2012	8	VERTEX PHARMACEUTICALS INC	55.63	35.29	445.02	282.33	162.69
11/21/2011	09/13/2012	10	LAM RESEARCH CORP	33.70	39.21	337.00	392.12	-55.12
11/01/2011	09/17/2012	55	NEWELL RUBBERMAID INC	19.32	14.82	1,062.75	814.89	247.86
05/04/2012	09/17/2012	20	NEWELL RUBBERMAID INC	19.32	18.41	386.45	368.30	18.15
09/22/2011	09/21/2012	20	CENTURYLINK INC	41.95	32.86	839.07	657.14	181.93
10/10/2011	09/21/2012	15	CENTURYLINK INC	41.95	33.48	629.30	502.19	127.11
05/16/2012	09/21/2012	4	OCEANEERING INTL INC	57.09	48.55	228.37	194.22	34.15
02/09/2012	09/24/2012	3	WELLS FARGO & COMPANY	34.98	30.56	104.94	91.68	13.26
04/23/2012	09/24/2012	12	WELLS FARGO & COMPANY	34.98	32.67	419.77	392.07	27.70
10/11/2011	10/01/2012	25	GENERAL MOTORS CO	23.21	22.56	580.14	563.90	16.24
11/15/2011	10/01/2012	15	GENERAL MOTORS CO	23.21	23.06	348.08	345.83	2.25

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01/04/2012	10/02/2012	3	PERRIGO INC	117.35	96.31	352.05	288.92	63.13	
02/29/2012	10/02/2012	4	PERRIGO INC	117.35	102.91	469.41	411.64	57.77	
06/13/2012	10/03/2012	20	INTEL CORP	22.57	26.77	451.45	535.42	-83.97	
06/19/2012	10/03/2012	25	INTEL CORP	22.57	27.57	564.32	689.19	-124.87	
06/22/2012	10/03/2012	10	INTEL CORP	22.57	26.82	225.73	268.23	-42.50	
01/27/2012	10/09/2012	10	UNITEDHEALTH GROUP INC	57.54	50.85	575.39	508.48	66.91	
04/19/2012	10/17/2012	20	LEUCADIA NATIONAL CO	22.69	24.39	453.78	487.81	-34.03	
05/02/2012	10/17/2012	15	LEUCADIA NATIONAL CO	22.69	25.17	340.34	377.50	-37.16	
02/14/2012	10/24/2012	2	NATIONAL - OILWELL INC	77.33	83.52	154.66	167.04	-12.38	
01/06/2012	10/26/2012	25	APOLLO GROUP INC-CL A	19.78	56.77	494.50	1,419.28	-924.78	
03/27/2012	10/26/2012	10	APOLLO GROUP INC-CL A	19.78	39.55	197.80	395.49	-197.69	
11/15/2011	10/31/2012	20	GENERAL MOTORS CO	24.60	23.05	491.92	461.10	30.82	
11/16/2011	10/31/2012	15	GENERAL MOTORS CO	24.60	23.01	368.95	345.18	23.77	
11/22/2011	10/31/2012	10	GENERAL MOTORS CO	24.60	20.98	245.96	209.82	36.14	
03/27/2012	10/31/2012	17	JPMORGAN CHASE & CO	41.40	46.21	703.87	785.63	-81.76	
10/05/2012	11/07/2012	5	HEAD JOHNSON NUTRITION CO	66.33	72.89	331.67	364.47	-32.80	
10/09/2012	11/07/2012	2	HEAD JOHNSON NUTRITION CO	66.33	71.79	132.67	143.59	-10.92	
11/15/2011	11/08/2012	5	FMC TECHNOLOGIES INC	40.00	48.50	200.01	242.52	-42.51	
06/22/2012	11/08/2012	20	INTEL CORP	21.00	26.82	419.97	536.47	-116.50	
06/25/2012	11/08/2012	10	INTEL CORP	21.00	26.23	209.99	262.35	-52.36	
04/24/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	50.92	251.15	254.59	-3.44	
04/26/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	51.76	251.15	258.82	-7.67	
05/02/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	49.33	251.14	246.67	4.47	
06/25/2012	11/13/2012	20	INTEL CORP	20.55	26.24	410.99	524.71	-113.72	
08/30/2012	11/13/2012	15	INTEL CORP	20.55	24.29	308.25	364.35	-56.10	
01/25/2012	11/20/2012	5	LAS VEGAS SANDS CORP	43.50	48.96	217.48	244.82	-27.34	
07/06/2012	11/29/2012	2	RACKSPACE HOSTING INC	69.25	44.51	138.51	89.02	49.49	
06/06/2012	12/05/2012	10	JOHNSON & JOHNSON	69.74	62.48	697.37	624.83	72.54	
04/13/2012	12/10/2012	6	COACH INC	56.72	74.22	340.30	445.33	-105.03	
04/16/2012	12/10/2012	2	COACH INC	56.72	73.51	113.43	147.03	-33.60	
01/25/2012	12/10/2012	5	LAS VEGAS SANDS CORP	43.65	48.96	218.27	244.81	-26.54	
05/18/2012	12/10/2012	5	LAS VEGAS SANDS CORP	43.65	47.28	218.28	236.40	-18.12	
06/05/2012	12/10/2012	5	LAS VEGAS SANDS CORP	43.65	44.07	218.27	220.35	-2.08	
07/05/2012	12/12/2012	100	MORGAN STANLEY	17.75	14.79	1,775.22	1,478.63	296.59	
05/04/2012	12/17/2012	20	GENERAL MOTORS CO	24.78	22.27	495.64	445.35	50.29	
07/13/2012	12/17/2012	20	GENERAL MOTORS CO	24.78	19.68	495.63	393.63	102.00	
04/16/2012	12/19/2012	2	COACH INC	59.82	73.51	119.63	147.02	-27.39	
04/26/2012	12/19/2012	5	COACH INC	59.82	72.53	299.08	362.64	-63.56	
05/16/2012	12/20/2012	5	OCCANEERING INTL INC	53.69	48.56	268.44	242.78	25.66	
07/09/2012	12/21/2012	1	CHIPOTLE MEXICAN GRILL-CL A	287.09	386.20	287.09	386.20	-99.11	
10/02/2012	12/27/2012	20	FORD MOTOR CO	12.57	9.83	251.38	196.58	54.80	
SUBTOTAL FOR SHORT-TERM NON-COVERED								68,867.74	1,425.37

LONG-TERM NON-COVERED

08/30/2010	01/06/2012	3	MONSANTO CO	77.37	56.54	232.12	169.63	62.49
05/19/2010	01/09/2012	30	MARATHON OIL CORP	30.55	19.65	916.59	589.40	327.19

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11/16/2010	01/17/2012	3	ALLERGAN INC	88.54	68.55	265.63	205.64	59.99
08/07/2009	01/20/2012	5	JOHNSON CONTROLS INC	31.56	26.97	157.80	134.86	22.94
08/31/2009	01/20/2012	5	JOHNSON CONTROLS INC	31.56	24.81	157.79	124.06	33.73
05/19/2010	01/25/2012	20	MARATHON PETROLEUM CORP	38.50	25.43	770.10	508.67	261.43
06/15/2010	01/25/2012	5	MARATHON PETROLEUM CORP	38.50	25.99	192.52	129.97	62.55
10/07/2010	02/01/2012	7	STARBUCKS CORP	48.21	26.00	337.45	181.98	155.47
03/22/2010	02/02/2012	15	***INGERSOLL-RAND PLC	36.27	34.04	544.06	510.58	33.48
03/24/2010	02/02/2012	10	***INGERSOLL-RAND PLC	36.27	35.46	362.71	354.62	8.09
12/13/2010	02/06/2012	6	INTUIT INC	58.08	48.41	348.47	290.46	58.01
08/18/2010	02/07/2012	2	GOODRICH CORP	125.36	73.74	250.71	147.49	103.22
11/18/2010	02/08/2012	20	GENERAL MOTORS CO	25.81	34.00	516.21	679.99	-163.78
09/21/2010	02/09/2012	10	ORACLE CORP	28.73	27.03	287.30	270.34	16.96
07/16/2007	02/10/2012	1	APPLE INC	496.13	138.62	496.13	138.62	357.51
08/31/2009	02/13/2012	5	JOHNSON CONTROLS INC	33.30	24.81	166.52	124.06	42.46
01/20/2010	02/13/2012	10	JOHNSON CONTROLS INC	33.30	29.21	333.03	292.14	40.89
10/05/2010	02/13/2012	5	JOHNSON CONTROLS INC	33.30	31.51	166.52	157.57	8.95
06/16/2010	02/13/2012	12	MARATHON PETROLEUM CORP	43.54	27.26	522.47	327.07	195.40
01/25/2011	02/13/2012	5	MARATHON PETROLEUM CORP	76.85	64.59	384.25	322.93	61.32
08/13/2010	02/14/2012	5	UNITED PARCEL SERVICE-CL B	18.13	13.67	362.52	273.43	89.09
10/12/2010	02/17/2012	20	DELL INC	18.13	13.67	453.16	341.80	111.36
11/18/2010	02/17/2012	25	DELL INC	18.13	13.67	453.16	341.80	111.36
06/09/2010	02/21/2012	8	DOW CHEMICAL	34.68	26.05	277.45	208.39	69.06
02/02/2011	02/23/2012	2	MONSANTO CO	77.69	75.38	155.37	150.76	4.61
02/17/2011	02/23/2012	3	MONSANTO CO	77.69	75.38	233.85	221.54	11.52
02/20/2008	02/28/2012	1	APPLE INC	533.76	122.88	533.76	122.88	410.88
09/28/2010	03/06/2012	4	GOLDMAN SACHS GROUP INC	114.02	145.02	456.09	580.08	-123.99
05/14/2009	03/06/2012	10	JPHORGAN CHASE & CO	39.31	35.06	393.14	350.57	42.57
06/09/2010	03/21/2012	7	DOW CHEMICAL	35.04	26.05	245.28	182.35	62.93
07/27/2010	03/21/2012	3	DOW CHEMICAL	35.04	27.95	105.12	83.84	21.28
03/22/2011	03/26/2012	15	DTE ENERGY COMPANY	55.35	47.63	830.21	714.39	115.82
06/06/2007	03/26/2012	5	TRAVELERS COS INC/THE	58.81	54.68	294.05	273.40	20.65
06/21/2007	03/26/2012	10	TRAVELERS COS INC/THE	58.81	53.02	588.10	530.21	57.89
11/19/2010	03/26/2012	10	TRAVELERS COS INC/THE	58.81	50.00	588.10	499.99	88.11
03/07/2011	03/26/2012	10	TRAVELERS COS INC/THE	58.81	55.51	588.10	555.11	32.99
11/10/2009	03/27/2012	10	BROADCOM CORP-CL A	39.19	26.26	391.93	590.30	-2.20
07/27/2010	03/27/2012	12	DOW CHEMICAL	35.52	27.95	426.25	262.65	129.28
12/22/2010	03/27/2012	3	DOW CHEMICAL	35.52	34.15	106.56	102.46	4.10
02/03/2011	03/27/2012	5	DOW CHEMICAL	35.52	36.67	177.60	183.33	-5.73
10/22/2010	04/09/2012	3	GOLDMAN SACHS GROUP INC	116.94	158.18	350.81	474.55	-123.74
08/13/2010	04/12/2012	3	UNITED PARCEL SERVICE-CL B	79.33	64.59	237.98	193.76	44.22
09/07/2010	04/12/2012	4	UNITED PARCEL SERVICE-CL B	79.33	66.99	317.31	267.96	49.35
11/01/2010	04/19/2012	5	STARBUCKS CORP	59.26	28.72	296.31	143.59	152.72
10/26/2010	04/20/2012	3	FLOWERVE CORPORATION	112.00	115.63	336.01	346.90	-10.89
11/12/2010	04/20/2012	1	FLOWERVE CORPORATION	112.00	106.42	112.00	106.42	5.58
02/28/2011	04/23/2012	3	BORGWARNER INC	79.95	76.85	239.86	230.54	9.32
03/18/2011	04/23/2012	1	BORGWARNER INC	79.95	74.72	79.95	74.72	5.23
10/28/2010	04/25/2012	20	***MARVELL TECHNOLOGY GROUP LT	14.83	19.08	296.52	381.65	-85.13
11/01/2010	04/25/2012	10	***MARVELL TECHNOLOGY GROUP LT	14.83	19.42	148.26	194.24	-45.98

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03/07/2011	04/25/2012	20	MARVELL TECHNOLOGY GROUP LT	14.83	15.69	296.51	313.72	-17.21
12/20/2010	04/25/2012	3	POTASH CORP OF SASKATCHEWAN	44.10	46.50	132.30	139.50	-7.20
01/18/2011	04/25/2012	6	POTASH CORP OF SASKATCHEWAN	44.10	57.66	264.60	345.97	-81.37
03/08/2011	04/25/2012	4	POTASH CORP OF SASKATCHEWAN	44.10	58.45	176.40	233.80	-57.40
02/11/2010	04/27/2012	5	BROADCOM CORP-CL A	36.29	30.58	181.44	152.89	28.55
09/01/2010	04/27/2012	6	BROADCOM CORP-CL A	36.29	31.18	217.73	187.07	30.66
10/18/2010	04/27/2012	4	BROADCOM CORP-CL A	36.29	37.42	145.16	149.70	-4.54
01/27/2011	05/02/2012	5	QUALCOMM INC	64.03	54.96	320.15	274.80	45.35
12/03/2010	05/07/2012	25	NORTHROP GRUMMAN CORP	61.76	57.36	1,544.11	1,433.91	110.20
12/02/2010	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	54.29	279.64	271.45	8.19
03/01/2011	05/11/2012	4	EXPRESS SCRIPTS HOLDING CO	55.93	56.51	223.71	226.06	-2.35
04/27/2011	05/11/2012	6	EXPRESS SCRIPTS HOLDING CO	55.93	54.28	335.57	325.66	9.91
05/05/2011	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	57.86	279.64	289.29	-9.65
02/08/2010	05/14/2012	40	GENERAL ELECTRIC CO	18.69	15.77	747.45	630.68	116.77
02/10/2010	05/14/2012	25	GENERAL ELECTRIC CO	18.69	15.75	467.16	393.84	73.32
05/27/2009	05/15/2012	3	AMAZON.COM INC	229.28	76.96	687.85	230.89	456.96
08/06/2009	05/15/2012	45	CONSTELLATION BRANDS INC-A	19.19	14.16	863.72	637.23	226.49
12/02/2009	05/15/2012	25	CONSTELLATION BRANDS INC-A	19.19	16.48	479.85	412.08	67.77
09/21/2009	05/16/2012	10	EMC CORP/MASS	25.73	16.73	257.26	167.35	89.91
12/22/2009	05/16/2012	5	EMC CORP/MASS	25.73	17.46	128.63	87.31	41.32
01/27/2011	05/16/2012	3	QUALCOMM INC	59.87	54.96	179.60	164.88	14.72
02/04/2011	05/16/2012	4	QUALCOMM INC	59.87	54.86	239.47	219.43	20.04
09/07/2010	05/18/2012	2	UNITED PARCEL SERVICE-CL B	74.38	66.99	148.75	133.98	14.77
10/21/2010	05/18/2012	3	UNITED PARCEL SERVICE-CL B	74.38	69.86	223.13	209.58	13.55
05/24/2011	05/29/2012	14	TRW AUTOMOTIVE HOLDINGS CORP	39.59	53.56	554.19	749.78	-195.60
09/29/2010	05/31/2012	10	CENTURYLINK INC	39.17	39.74	391.67	397.40	-5.73
05/19/2010	06/01/2012	10	MARATHON OIL CORP	24.01	19.65	240.06	196.47	43.59
06/15/2010	06/01/2012	10	MARATHON OIL CORP	24.01	20.08	240.05	200.80	39.25
06/16/2010	06/01/2012	5	MARATHON OIL CORP	24.01	20.21	120.03	101.06	18.97
06/05/2009	06/04/2012	1	JPMORGAN CHASE & CO	31.03	34.88	31.03	34.88	-3.85
12/22/2009	06/04/2012	6	JPMORGAN CHASE & CO	31.03	41.94	186.16	251.64	-65.48
08/16/2010	06/04/2012	4	JPMORGAN CHASE & CO	31.03	37.50	124.10	150.00	-25.90
09/16/2010	06/04/2012	5	JPMORGAN CHASE & CO	31.03	40.75	155.13	203.73	-48.60
11/09/2010	06/04/2012	5	JPMORGAN CHASE & CO	31.03	40.48	155.13	202.38	-47.25
05/09/2011	06/04/2012	15	LYONDELLBASELL INDU-CL A	36.41	21.91	546.16	328.60	217.56
09/30/2009	06/05/2012	4	POTASH CORP OF SASKATCHEWAN	36.94	54.38	147.76	217.54	-69.78
05/16/2011	06/05/2012	35	CORNING INC	12.40	15.28	433.87	534.69	-100.82
02/28/2011	06/08/2012	40	CORNING INC	12.40	20.71	495.86	828.30	-332.44
04/07/2011	06/08/2012	2	MONSANTO CO	79.01	72.25	158.03	144.51	13.52
05/14/2009	06/11/2012	11	JPMORGAN CHASE & CO	79.01	68.44	79.01	68.44	10.57
06/05/2009	06/11/2012	8	JPMORGAN CHASE & CO	33.24	35.06	365.61	385.63	-20.02
12/22/2009	06/11/2012	8	JPMORGAN CHASE & CO	33.24	34.88	265.90	279.07	-13.17
06/14/2010	06/11/2012	29	JPMORGAN CHASE & CO	33.24	41.94	265.90	335.52	-69.62
11/12/2010	06/13/2012	2	FLOWERVE CORPORATION	33.24	38.14	963.89	1,106.07	-142.18
02/20/2008	06/14/2012	1	APPLE INC	105.40	106.42	210.80	212.84	-2.04
07/13/2010	06/20/2012	2	AMAZON.COM INC	570.96	122.88	570.96	122.88	448.08
02/20/2008	06/20/2012	1	APPLE INC	221.67	122.81	443.34	245.63	197.71
11/09/2010	06/21/2012	10	DELTA AIR LINES INC	582.03	122.88	582.03	122.88	459.15
				11.20	13.87	111.95	138.73	-26.78

Capital Gains Report

WATERWHEEL FOUNDATION (Account: 888-01816)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/20/2010	06/21/2012	25	DELTA AIR LINES INC	11.20	12.50	279.88	312.56	-32.68
01/25/2011	06/21/2012	25	DELTA AIR LINES INC	11.20	11.70	279.87	292.57	-12.70
06/14/2010	06/22/2012	18	JPMORGAN CHASE & CO	36.12	38.14	650.24	686.53	-36.29
08/30/2010	06/22/2012	25	JPMORGAN CHASE & CO	36.12	36.28	903.12	906.98	-3.86
09/23/2010	06/29/2012	15	ALTRIA GROUP INC	34.28	23.59	514.14	353.92	160.22
02/22/2006	06/29/2012	5	GILEAD SCIENCES INC	50.87	30.47	254.36	152.36	102.00
02/08/2010	06/29/2012	3	GILEAD SCIENCES INC	50.87	46.24	152.62	138.72	13.90
05/08/2006	06/29/2012	25	PFIZER INC	22.89	25.54	572.24	638.61	-66.37
09/29/2010	07/02/2012	10	CENTURYLINK INC	39.47	39.74	394.74	397.40	-2.66
10/01/2010	07/02/2012	5	CENTURYLINK INC	39.47	39.81	197.37	199.03	-1.66
02/01/2011	07/05/2012	2	AMAZON.COM INC	227.98	172.19	455.96	344.39	111.57
03/17/2011	07/05/2012	1	AMAZON.COM INC	227.98	165.11	227.98	165.11	62.87
01/26/2011	07/09/2012	4	DEVON ENERGY CORPORATION	57.10	85.65	228.39	342.60	-114.21
02/24/2011	07/09/2012	5	DEVON ENERGY CORPORATION	57.10	88.47	285.48	442.36	-156.88
02/28/2011	07/09/2012	5	DEVON ENERGY CORPORATION	57.10	91.01	285.48	455.04	-169.56
05/12/2011	07/09/2012	5	DEVON ENERGY CORPORATION	57.10	81.65	285.48	408.25	-122.77
03/10/2010	07/10/2012	6	COMCAST CORP-CLASS A	31.37	17.50	188.21	105.03	83.18
04/01/2010	07/10/2012	14	COMCAST CORP-CLASS A	31.37	18.91	439.16	264.77	174.39
05/19/2011	07/10/2012	8	COVIDIEN PLC	53.71	57.28	429.71	458.24	-28.53
10/29/2010	07/10/2012	5	UNITED PARCEL SERVICE-CL B	78.69	67.29	393.46	336.47	56.99
05/27/2009	07/11/2012	5	DANAHER CORP	50.35	30.55	251.75	152.73	99.02
10/29/2010	07/11/2012	3	UNITED PARCEL SERVICE-CL B	78.74	67.29	236.21	201.88	34.33
11/09/2010	07/11/2012	1	UNITED PARCEL SERVICE-CL B	78.74	69.44	78.74	69.44	9.30
11/09/2010	07/11/2012	4	UNITED PARCEL SERVICE-CL B	78.48	69.44	313.94	277.75	36.19
11/09/2010	07/12/2012	5	UNITED PARCEL SERVICE-CL B	78.48	73.13	392.42	365.67	26.75
03/09/2011	07/12/2012	9	ANADARKO PETROLEUM CORP	68.69	75.46	618.22	679.17	-60.95
06/07/2011	07/13/2012	10	TIME WARNER CABLE	84.80	34.74	847.98	347.43	500.55
08/06/2009	07/20/2012	5	DANAHER CORP	50.66	30.55	253.31	152.73	100.58
05/27/2009	07/25/2012	3	PRECISION CASTPARTS CORP	159.90	147.95	479.70	443.86	35.84
06/13/2011	07/25/2012	2	BORGWARNER INC	67.33	74.72	134.65	149.44	-14.79
03/18/2011	07/30/2012	3	BORGWARNER INC	67.33	78.88	201.98	236.64	-34.66
03/30/2011	07/30/2012	4	BORGWARNER INC	67.33	69.58	269.31	278.34	-9.03
05/25/2011	07/30/2012	3	EOG RESOURCES INC	105.51	109.42	316.54	328.26	-11.72
05/04/2010	08/03/2012	6	DANAHER CORP	53.63	30.54	321.76	183.27	138.49
05/27/2009	08/07/2012	4	DANAHER CORP	53.63	33.48	214.51	133.94	80.57
09/10/2009	08/07/2012	4	INTUIT INC	59.97	48.41	239.88	193.64	46.24
12/13/2010	08/07/2012	5	INTUIT INC	59.97	50.26	299.85	251.28	48.57
09/21/2010	08/07/2012	6	ORACLE CORP	31.61	27.03	189.67	162.20	27.47
09/27/2010	08/07/2012	8	ORACLE CORP	31.61	26.85	252.89	214.82	38.07
10/05/2010	08/07/2012	6	ORACLE CORP	31.61	27.20	189.67	163.20	26.47
02/14/2011	08/07/2012	4	QUALCOMM INC	61.11	58.60	244.46	234.40	10.06
02/18/2011	08/07/2012	5	QUALCOMM INC	61.11	59.08	305.57	295.42	10.15
07/20/2011	08/09/2012	5	COVIDIEN PLC	56.69	51.81	283.44	259.06	24.38
07/09/2010	08/09/2012	4	EOG RESOURCES INC	110.31	106.58	441.24	426.32	14.92
10/05/2010	08/09/2012	35	GANNETT CO	15.10	12.55	528.67	439.20	89.47
01/20/2011	08/10/2012	2	GOLDMAN SACHS GROUP INC	102.81	165.07	205.63	330.14	-124.51
03/10/2011	08/10/2012	2	GOLDMAN SACHS GROUP INC	102.81	160.35	205.63	320.71	-115.08
06/16/2010	08/15/2012	10	JOHNSON & JOHNSON	68.51	59.03	685.07	590.32	94.75
10/01/2010	08/20/2012	10	CENTURYLINK INC	41.67	39.81	416.73	398.07	18.66

Capital Gains Report

WATERWHEEL FOUNDATION (Account: 888-01816)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/20/2008	11/09/2012	1	APPLE INC	540.69	122.88	540.69	122.88	417.81
09/24/2008	11/09/2012	1	APPLE INC	540.69	127.03	540.69	127.03	413.66
02/08/2010	11/12/2012	3	GILEAD SCIENCES INC	72.49	46.23	217.48	138.70	78.78
08/04/2011	11/12/2012	3	PRECISION CASTPARTS CORP	179.52	151.85	538.56	455.55	83.01
12/09/2010	11/13/2012	20	ORACLE CORP	30.20	29.24	603.90	584.73	19.17
12/10/2010	11/13/2012	5	ORACLE CORP	30.20	29.76	150.98	148.78	2.20
12/10/2010	11/15/2012	5	ORACLE CORP	29.73	29.76	148.66	148.78	-0.12
01/20/2011	11/15/2012	10	ORACLE CORP	29.73	31.87	297.33	318.70	-21.37
05/25/2011	11/15/2012	10	ORACLE CORP	29.73	33.15	297.33	331.51	-34.18
09/01/2010	11/16/2012	15	JOHNSON & JOHNSON	68.82	58.26	1,032.28	873.95	158.33
09/10/2009	11/19/2012	5	DANAHER CORP	52.64	33.49	263.19	167.43	95.76
10/18/2010	11/20/2012	5	BROADCOM CORP-CL A	31.01	37.42	155.07	187.12	-32.05
02/17/2011	11/20/2012	5	BROADCOM CORP-CL A	31.01	42.32	155.06	211.58	-56.52
03/17/2010	11/20/2012	10	EMC CORP/MASS	24.09	18.73	240.92	187.33	53.59
02/22/2011	11/20/2012	6	INTUIT INC	58.16	52.83	348.93	316.98	31.95
03/29/2011	11/20/2012	1	INTUIT INC	58.16	51.60	58.16	51.60	6.56
09/06/2011	11/20/2012	5	LAS VEGAS SANDS CORP	43.50	44.93	217.49	224.63	-7.14
04/14/2011	11/21/2012	1	FLOWERVE CORPORATION	138.27	127.05	138.27	127.05	11.22
06/16/2010	11/26/2012	20	MARATHON OIL CORP	31.28	20.21	625.54	404.23	221.31
01/25/2011	11/26/2012	10	MARATHON OIL CORP	31.28	25.85	312.77	258.53	54.24
02/17/2011	11/26/2012	10	MARATHON OIL CORP	31.28	30.19	312.77	301.89	10.88
09/06/2011	11/26/2012	15	MARATHON OIL CORP	31.28	24.56	469.16	368.42	100.74
04/07/2011	11/27/2012	2	HONSANTO CO	90.96	68.44	181.92	136.89	45.03
09/28/2010	12/03/2012	9	JOHNSON & JOHNSON	69.63	62.29	626.66	560.62	66.04
01/19/2011	12/04/2012	15	KROGER CO	26.80	21.46	401.95	321.85	80.10
09/28/2010	12/05/2012	6	JOHNSON & JOHNSON	69.74	418.42	418.42	373.75	44.67
12/23/2010	12/05/2012	5	JOHNSON & JOHNSON	69.74	62.31	348.69	311.56	37.13
01/19/2011	12/05/2012	5	KROGER CO	26.72	21.46	133.62	107.28	26.34
02/15/2011	12/07/2012	1	ROCKWELL AUTOMATION INC	80.33	88.61	80.33	88.61	-8.28
08/31/2011	12/07/2012	4	ROCKWELL AUTOMATION INC	80.33	64.23	321.32	256.92	64.40
08/02/2011	12/10/2012	5	TRANSOCEAN LTD	46.10	60.31	230.48	301.54	-71.06
08/05/2011	12/10/2012	10	TRANSOCEAN LTD	46.10	54.00	460.98	540.03	-79.07
11/04/2011	12/10/2012	15	TRANSOCEAN LTD	46.10	49.66	691.43	744.90	-53.47
11/22/2011	12/17/2012	10	GENERAL MOTORS CO	24.78	20.98	247.82	209.82	38.00
10/29/2007	12/19/2012	5	SCHLUMBERGER LTD	71.14	99.82	355.69	499.11	-143.42
02/01/2010	12/27/2012	5	FORD MOTOR CO	12.57	11.09	62.85	55.47	7.38
04/20/2010	12/27/2012	45	FORD MOTOR CO	12.57	13.85	565.62	623.36	-57.74

SUBTOTAL FOR LONG-TERM NON-COVERED

89,154.45 79,253.29 9,901.16

TOTAL

158,022.19 146,695.66 11,326.53

Capital Gains Report

WATERWHEEL FOUNDATION (Account: 888-01816)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
			SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)					
			SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			0.00		
			SHORT TERM TOTAL			1,425.37	1,425.37	
			LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)			0.00		
			LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			9,901.16	9,901.16	
			LONG TERM TOTAL					
			** ACCOUNT TOTALS **					
			CURRENT PERIOD - G/L				11,326.53	

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc. you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE WATERWHEEL FOUNDATION	13-3948773
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	C/O BG&CO 420 LEXINGTON AVE , NO. 2520	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10170	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BURTON GOLDSTEIN & CO., LLC

• The books are in the care of **420 LEXINGTON AVE STE 2520 - NEW YORK, NY 10170**
 Telephone No **212-582-9700** FAX No. **212-582-8273**

• 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
INFORMATION FOR A COMPLETE AND ACCURATE TAX RETURN IS NOT AVAILABLE AT THIS TIME

8a 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	8a	\$	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 and any amount paid previously with Form 8868.	8b	\$	560.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **OFFICER** Date

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **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.

Type or print	Name of exempt organization or other filer, see instructions. THE WATERWHEEL FOUNDATION	Employer identification number (EIN) or 13-3948773
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BG&CO 215 PARK AVE SO, SUITE 1403	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003	

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

BURTON GOLDSTEIN & CO., LLC

- The books are in the care of ▶ **420 LEXINGTON AVE STE 2520 - NEW YORK, NY 10170**
Telephone No. ▶ **212-582-9700** FAX No. ▶ **212-582-8273**
- 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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2012** or
▶ tax year beginning _____, and ending _____.

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	\$ 560.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box X

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE WATERWHEEL FOUNDATION	Employer identification number (EIN) or 13-3948773
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BG&CO 420 LEXINGTON AVE , NO. 2520	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10170	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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)	08	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BURTON GOLDSTEIN & CO., LLC

• The books are in the care of **420 LEXINGTON AVE STE 2520 - NEW YORK, NY 10170**
Telephone No. **212-582-9700** FAX No. **212-582-8273**

• 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
INFORMATION FOR A COMPLETE AND ACCURATE TAX RETURN IS NOT AVAILABLE AT THIS TIME

8a 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.	8a	\$	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 and any amount paid previously with Form 8868.	8b	\$	560.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date