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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE OAKLAWN FOUNDATION, INC.		A Employer identification number 13-6127896
Number and street (or P.O. box number if mail is not delivered to street address) C/O WILLIAM S. KIES III P.O. BOX 272	Room/suite	B Telephone number (203) 637-3784
City or town, state, and ZIP code OLD GREENWICH, CT 06870		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 checked="" 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) \$ 14,508,556.	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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 Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	67.	67.		STATEMENT 1	
	4 Dividends and interest from securities	354,952.	354,952.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	523,213.				
	b Gross sales price for all assets on line 6a	3,085,648.				
	7 Capital gain net income (from Part IV, line 2)		523,213.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	878,232.	878,232.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	83,000.	8,300.		74,700.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	19,235.	1,924.		17,311.
	c Other professional fees	STMT 4	78,855.	78,855.		0.
	17 Interest					
	18 Taxes	STMT 5	12,349.	635.		5,714.
	19 Depreciation and depletion		289.	0.		
	20 Occupancy					
	21 Travel, conferences, and meetings		4,091.	409.		3,682.
	22 Printing and publications					
	23 Other expenses	STMT 6	-907.	278.		2,502.
	24 Total operating and administrative expenses. Add lines 13 through 23		196,912.	90,401.		103,909.
25 Contributions, gifts, grants paid		630,000.			630,000.	
26 Total expenses and disbursements. Add lines 24 and 25		826,912.	90,401.		733,909.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		51,320.				
b Net investment income (if negative, enter -0-)			787,831.			
c Adjusted net income (if negative, enter -0-)				N/A		

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	532,435.	332,814.	332,814.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	3,165,892.	3,008,974.	3,250,916.
	b Investments - corporate stock STMT 8	6,248,375.	5,428,996.	7,741,485.
	c Investments - corporate bonds STMT 9	1,862,572.	3,087,500.	3,097,851.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 18,098.				
Less accumulated depreciation STMT 10 ▶ 17,267.	1,121.	831.	831.	
15 Other assets (describe ▶ STATEMENT 11)	82,059.	84,659.	84,659.	
16 Total assets (to be completed by all filers)	11,892,454.	11,943,774.	14,508,556.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,892,454.	11,943,774.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	11,892,454.	11,943,774.		
31 Total liabilities and net assets/fund balances	11,892,454.	11,943,774.		

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	11,892,454.
2 Enter amount from Part I, line 27a	2	51,320.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,943,774.
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	11,943,774.

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 SCHEDULE ATTACHED		P		
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 3,085,648.		2,562,435.	523,213.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			523,213.
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	523,213.
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	723,320.	14,307,628.	.050555
2010	701,285.	13,842,469.	.050662
2009	660,287.	13,558,191.	.048700
2008	782,454.	15,344,889.	.050991
2007	829,075.	16,347,503.	.050716

2 Total of line 1, column (d)	2	.251624
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	.050325
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,312,468.
5 Multiply line 4 by line 3	5	720,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,878.
7 Add lines 5 and 6	7	728,153.
8 Enter qualifying distributions from Part XII, line 4	8	733,909.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,878.
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	7,878.
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	7,878.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 12,509.		
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	12,509.
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	4,631.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,631. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, CT		
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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► ELIZABETH K. RAFTERY, THE OAKLAWN F Telephone no. ► 203 249-8035 Located at ► PO BOX 7065, WILTON, CT ZIP+4 ► 06897			
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 ►	16	Yes	No X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

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
SEE STATEMENT 12		83,000.	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"	0.00	0.	0.	0.

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

▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GILLESPIE, ROBINSON & GRIMM, INC. 80 FIELD POINT ROAD, GREENWICH, CT 06830	INVESTMENT ADVISORY SERVICES	69,420.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NO DIRECT ACTIVITIES	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	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	13,816,409.
b	Average of monthly cash balances	1b	629,679.
c	Fair market value of all other assets	1c	84,336.
d	Total (add lines 1a, b, and c)	1d	14,530,424.
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	14,530,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,956.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,312,468.
6	Minimum investment return. Enter 5% of line 5	6	715,623.

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	715,623.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,878.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	707,745.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	707,745.
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	707,745.

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	733,909.
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	733,909.
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	7,878.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	726,031.

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				707,745.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,760.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 733,909.				
a Applied to 2011, but not more than line 2a			31,760.	
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				702,149.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,596.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITIES	VARIOUS	630,000.
Total			3a	630,000.
b Approved for future payment				
BOYS & GIRLS CLUB OF GREENWICH 4 HORSENECK LANE GREENWICH, CT 06830-6399	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT; \$20,000 PER YEAR FOR 2013, 2014 & 2015	60,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT; \$20,000 PER YEAR FOR 2013, 2014 & \$15,000 FOR 2015	55,000.
STAMFORD MUSEUM AND NATURE CENTER 39 SCOFIELDTOWN ROAD STAMFORD, CT 06903	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT; \$25,000 FOR 2014 REMAINING	25,000.
Total			3b	300,000.

SEE CONTINUATION SHEET(S)

13-6127896

3 Grants and Contributions Approved for Future Payment (Continuation)

223835
05-01-12

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
2	FURNITURE & FIXTURES	061592	SL	7.00	16	5,148.			5,148.	5,148.		0.
5	FURNITURE	120196	SL	7.00	16	353.			353.	353.		0.
9	FURNITURE	041504	SL	7.00	16	1,646.			1,646.	1,646.		0.
	* 990-PF PG 1 TOTAL					7,147.		0.	7,147.	7,147.	0.	0.
1	FURNITURE & MACHINERY & EQUIPMENT	061592	SL	5.00	16	3,385.			3,385.	3,385.		0.
3	COPIER	061594	SL	5.00	16	1,100.			1,100.	1,100.		0.
4	COMPUTER	081596	SL	5.00	16	2,403.			2,403.	2,403.		0.
6	PRINTER	030898	SL	5.00	16	236.			236.	236.		0.
7	COMPUTER	011500	SL	5.00	16	1,605.			1,605.	1,605.		0.
8	COMPUTER	120804	SL	5.00	16	779.			779.	779.		0.
	* 990-PF PG 1 TOTAL					9,508.		0.	9,508.	9,508.	0.	0.
	MACHINERY & EQUIPM											
	OTHER											
10	COMPUTER & PRINTER	100610	SL	5.00	17	1,443.			1,443.	323.		289.
	* 990-PF PG 1 TOTAL					1,443.		0.	1,443.	323.	0.	289.
	OTHER											
	* GRAND TOTAL					18,098.		0.	18,098.	16,978.	0.	289.
	990-PF PG 1 DEPR											

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
BANK OF NEW YORK-CHECKING(79360)	67.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	67.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE BANK OF NEW YORK-NOMINEE (275269)	354,952.	0.	354,952.
TOTAL TO FM 990-PF, PART I, LN 4	354,952.	0.	354,952.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD M. DEDON, CPA (ACCTG & TAX PREP)	19,235.	1,924.		17,311.
TO FORM 990-PF, PG 1, LN 16B	19,235.	1,924.		17,311.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GILLESPIE, ROBINSON & GRIMM, INC. (INVESTMENT MANAGEMENT FEES)	69,420.	69,420.		0.
BANK OF NEW YORK (CUSTODY FEES)	9,435.	9,435.		0.
TO FORM 990-PF, PG 1, LN 16C	78,855.	78,855.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	6,349.	635.		5,714.	
FEDERAL EXCISE TAX PAID	6,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	12,349.	635.		5,714.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE MAINTENANCE & EXPENSES	937.	202.		1,822.	
FILING FEES	750.	75.		675.	
INSURANCE EXP-INC IN OLI CSV	-2,600.	0.		0.	
BANK SERVICE CHARGES	6.	1.		5.	
TO FORM 990-PF, PG 1, LN 23	-907.	278.		2,502.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. GOVERNMENT/AGENCY OBLIGATIONS	X		3,008,974.	3,250,916.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,008,974.	3,250,916.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,008,974.	3,250,916.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & EQUITY ETF	5,428,996.	7,741,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,428,996.	7,741,485.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & BOND ETF	3,087,500.	3,097,851.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,087,500.	3,097,851.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER/FAX MACHINE	3,385.	3,385.	0.
FURNITURE & FIXTURES	5,148.	5,148.	0.
COPIER	1,100.	1,100.	0.
COMPUTER	2,403.	2,403.	0.
FURNITURE	353.	353.	0.
PRINTER	236.	236.	0.
COMPUTER	1,605.	1,605.	0.
COMPUTER	779.	779.	0.
FURNITURE	1,646.	1,646.	0.
COMPUTER & PRINTER	1,443.	612.	831.
TOTAL TO FM 990-PF, PART II, LN 14	18,098.	17,267.	831.

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2012

<u>U.S. Government and Agency Bonds</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
U.S. Treasury Notes				
4.25% 11/15/2013	450,000	466,312	465,853	(459)
U.S. Treasury Notes				
4.75% 5/15/2014	400,000	429,076	424,688	(4,388)
U.S. Treasury Notes				-
2.25% 01/31/2015	250,000	261,465	260,235	(1,230)
U.S. Treasury Notes				
4.25% 08/15/2015	400,000	400,672	440,720	40,048
U.S. Treasury Notes				
9.875% 11/15/2015	150,000	191,910	190,629	(1,281)
U.S. Treasury Notes				
4.5% 2/15/2016	350,000	342,285	394,488	52,203
U.S. Treasury Notes				
7.5% 11/15/2016	200,000	224,371	253,468	29,097
U.S. Treasury Notes				
4.625% 2/15/2017	250,000	248,828	291,408	42,580
U.S. Treasury Notes				
4.5% 5/15/2017	250,000	242,430	291,973	49,543
U.S. Treasury Notes				
4.75% 8/15/2017	200,000	201,625	237,454	35,829
<hr/>				
Total U.S. Government and Agency Bonds		<u>\$ 3,008,974</u>	<u>\$ 3,250,916</u>	<u>\$ 241,942</u>

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2012

<u>Corporate Stocks and Equity ETF</u>	<u>Shares</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Accenture PLC Cl A	2,150	\$ 82,293	\$ 142,975	60,682
Allergan Inc	2,000	147,267	183,460	36,193
Amphenol Corp	3,000	127,909	194,100	66,191
Anadarko Petroleum Corp	3,600	189,789	267,516	77,727
Apache Corp	2,525	222,579	198,213	(24,366)
Apple Inc	590	53,754	313,982	260,228
Beckton Dickinson and Company	3,300	240,496	258,027	17,531
Coca-Cola	8,000	257,380	290,000	32,620
CVS Caremark Corp	6,900	205,134	333,615	128,481
Dollar General Corp	3,700	166,692	163,133	(3,559)
Donaldson Co	7,300	157,529	239,732	82,203
E M C Corp	7,000	173,312	177,100	3,788
Emerson Electric Co	5,100	274,320	270,096	(4,224)
Exxon Mobil Corp	3,584	123,954	310,195	186,241
Google Inc	460	174,164	325,395	151,231
Halliburton Co	8,200	245,137	284,458	39,321
Johnson & Johnson	4,450	134,599	311,945	177,346
JPMorgan Chase & Co	7,100	257,666	312,181	54,515
L-3 Communications Hldgs	3,000	183,726	229,860	46,134
Mettler-Toledo Intl Inc	850	135,000	164,305	29,305
Nike Inc	4,000	161,384	206,400	45,016
Oracle Corporation	8,600	177,154	286,552	109,398
Pepsico Inc	4,000	68,949	273,720	204,771
Qualcomm Inc	4,675	186,397	289,194	102,797
SPDR Gold Trust	3,850	483,733	623,779	140,046
State Street Corp	5,500	205,429	258,555	53,126
Vanguard Emerging Markets ETF	5,500	223,435	244,915	21,480
Visa Inc Cl A	1,400	114,614	212,212	97,598
Wells Fargo & Co	7,500	195,471	256,350	60,879
Yum! Brands Inc	1,800	59,730	119,520	59,790
 Total Corporate Stocks		<u>\$ 5,428,996</u>	<u>\$ 7,741,485</u>	<u>\$ 2,312,489</u>

The Oaklawn Foundation
EIN 13-6127896
Schedule of Investments
December 31, 2012

<u>Corporate Bonds, Notes and Bond ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Anheuser-Busch Inbev 3.625% 04/15/2015	100,000	\$ 107,850	\$ 106,705	\$ (1,145)
AT&T Inc 2.5% 08/15/2015	100,000	105,630	104,258	(1,372)
Colgate Palmolive Co 3.15% 08/15/2015	100,000	108,670	106,671	(1,999)
Conocophillips 4.75% 02/01/2014	26,000	26,964	27,177	213
CVS Corp Sn Nt 3.25% 05/18/2015	100,000	106,364	106,017	(347)
E I Dupont de Nemour 1.95% 01/15/2016	100,000	103,890	103,117	(773)
E I Dupont de Nemour 3.25% 11/15/2015	100,000	107,520	105,262	(2,258)
Electronic Data Systems 6% 08/01/2013	100,000	100,508	102,518	2,010
Emersaon Electric Co 5.625% 11/15/2013	100,000	106,107	104,488	(1,619)
General Electric Cap Corp 3.35% 10/17/2016	100,000	105,506	107,339	1,833
JPMorgan Chase & Co 3.15% 07/05/2016	100,000	102,657	105,945	3,288
Kellogg Co 4.45% 05/30/2016	100,000	112,170	110,623	(1,547)
Lilly Eli & Co 6.375% 01/01/2016	100,000	109,864	115,059	5,195
Merck & Co Inc 4% 06/30/2015	100,000	109,980	108,533	(1,447)
Met Life Glob Funding 3.125% 01/11/2016	100,000	99,202	106,000	6,798
Novartis Capital Corp 4.125% 02/10/2014	100,000	105,050	104,003	(1,047)
Shell International 3.25% 09/22/2015	100,000	108,440	106,812	(1,628)
Southern Co 1.95% 09/01/2016	100,000	102,620	103,056	436
Stryker Corp 2% 09/30/2016	100,000	104,968	104,128	(840)
Subtotal		1,933,960	1,937,711	3,751

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2012

<u>Corporate Bonds, Notes and Bond ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
(Carried Forward)		1,933,960	1,937,711	(96,250)
Target Corp				
4% 06/15/2013	100,000	99,061	104,548	5,487
Vanguard Short-Term Bond ETF	9,000	728,441	728,910	469
Verizon Communications				
5.25% 04/15/2013	100,000	98,038	101,369	3,331
Verizon Communications				
5.55% 02/15/2016	100,000	115,710	113,874	(1,836)
Wellpoint Inc NT				
5.25% 01/15/2016	100,000	<u>112,290</u>	<u>111,439</u>	<u>(851)</u>
 Total Corporate Bonds, Notes and ETF		 <u>\$ 3,087,500</u>	 <u>\$3,097,851</u>	 <u>\$ (89,650)</u>

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH SURRENDER VALUE-OLI	82,059.	84,659.	84,659.
TO FORM 990-PF, PART II, LINE 15	82,059.	84,659.	84,659.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN K. GRIMM 80 FIELD POINT ROAD P.O. BOX 2220 GREENWICH, CT 06836	DIRECTOR 0.00	0.	0.	0.
CAMERON F. HOPPER, ESQ 170 MASON STREET GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. KIES III 15 GRANT AVENUE OLD GREENWICH, CT 06870	PRESIDENT/DIRECTOR 25.00	30,000.	0.	0.
AUDREY S. PAIGHT BOX 955 CRYSTAL BEACH, FL 34681	TREAS/DIRECTOR 25.00	50,000.	0.	0.
BETSY K. RAFTERY 37 OAK LEDGE LANE WILTON, CT 06897	RECORDING SECRETARY/DIRECT 1.00	3,000.	0.	0.
JOSEPH PAIGHT 3907 FOUNTAINEBLEU DRIVE TAMPA, FL 33634	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. KIES IV 19 MEADOW DRIVE COC COB, CT 06807	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		83,000.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	13
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM S. KIES III, PRESIDENT, OAKLAWN FOUNDATION
PO BOX 272
OLD GREENWICH, CT 06870

TELEPHONE NUMBER

203 637-3784

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD INCLUDE DATA AS TO THE PURPOSE AND PROPOSED USE OF THE GRANT; PERTINENT FINANCIAL DATA SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NO DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEE MUST BE AN EXEMPT ORGANIZATION UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE. NO OTHER SPECIAL FACTORS.

The Oaklawn Foundation
EIN 13-6127896
Schedule of Grants Paid
December 31, 2012

Educational & Social Services

Boys & Girls Club of Greenwich	\$ 20,000	
Friends of Nathaniel Witherell	20,000	
Greenwich Family Center	20,000	
Kids in Crisis	25,000	
Manhattan Institute	15,000	
Mercy Housing & Shelter Corp	25,000	
Sound Waters	15,000	
Stamford Museum & Nature Center	50,000	
The WorkPlace Inc	<u>15,000</u>	
Total		205,000

Schools

Center for Educational Innovation (CEI-PEA)	15,000	
Choate Rosemary Hall	15,000	
Christian Home and Bible School	25,000	
Domus Trailblazers Academy	15,000	
Greenwich Academy	15,000	
Inner City Scholarship Fund	20,000	
Science Education Center	15,000	
Summer on the Hill	25,000	
The Hill School	15,000	
Waterside School	<u>40,000</u>	
Total		200,000

Colleges & Universities

Colby College	10,000	
Cumberland College	20,000	
Hillsdale College	15,000	
Sacred Heart University	20,000	
Southern Conn. State University	<u>20,000</u>	
Total		85,000

The Oaklawn Foundation
EIN 13-6127896
Schedule of Grants Paid
December 31, 2012

Directors' Grants to 501c organizations

Boys & Girls Club of Greenwich	5,000
Brunswick School	4,000
Choate-Rosemary Hall	2,000
Christian Home & Bible School	5,000
Colby College	12,500
Greener Partners	5,000
Greenwich Community Gardens	3,000
Hanover H.S. Cross County Team	5,000
Kids in Crisis	5,000
National Multiple Sclerosis	1,000
Pathways, Inc	1,000
Red Cross	4,000
Saint Laurence University	2,000
Sound Waters	7,000
SCSU Foundation, Inc	20,000
SCSU Foundation, Inc	15,000
Stamford Museum & Nature Center	4,500
The Hill School	10,000
Trinity College	10,000
University of Richmond	4,000
U of VA Darden School	3,000
U. of VT & State Agriculture Fdn.,Inc	5,000
Waterside School	7,000

Total	<u>140,000</u>
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Grand total	<u>\$630,000</u>
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The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2012

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
Accenture PLC Cl A	300	04/24/12	\$ 19,012	04/20/10	\$ 13,055	\$ 5,957
Accenture PLC Cl A	1,000	06/14/12	57,768	04/20/10	43,516	14,252
Accenture PLC Cl A	350	06/14/12	20,219	05/21/10	13,397	6,822
Accenture PLC Cl A	800	06/14/12	46,214	05/24/10	30,886	15,328
Air Products and Chemicals Inc	700	05/04/12	59,964	10/01/08	36,357	23,607
Air Products and Chemicals Inc	700	05/04/12	59,964	03/10/09	33,722	26,242
Air Products and Chemicals Inc	300	05/04/12	25,699	03/23/10	22,508	3,191
Air Products and Chemicals Inc	1,200	05/04/12	102,796	04/01/10	89,123	13,673
Air Products and Chemicals Inc	300	05/04/12	25,699	05/12/10	21,742	3,957
Amphenol Corp	800	01/26/12	43,766	03/05/10	35,118	8,648
Amphenol Corp	200	01/30/12	10,778	03/05/10	8,780	1,998
Amphenol Corp	300	04/24/12	17,096	03/05/10	13,169	3,927
Amphenol Corp	700	07/01/12	41,649	03/05/10	30,728	10,921
Amphenol Corp	1,000	11/08/12	60,439	04/19/10	43,211	17,228
Apple Inc	40	03/20/12	23,856	04/28/11	13,878	9,978
Apple Inc	10	05/04/12	5,738	10/10/08	926	4,812
Apple Inc	10	05/04/12	5,738	04/28/11	3,469	2,269
AT&T Inc 4.95% 1/15/2013	100,000	06/29/12	102,462	03/05/08	103,024	(562)
Berkshire Hathaway 4.75% 5/15/2012	100,000	05/15/12	100,000	03/05/08	104,738	(4,738)
Boeing Co	2,500	09/18/12	174,366	11/19/10	161,354	13,012
Boeing Co	500	09/18/12	34,873	01/04/11	33,600	1,273
Boeing Co	300	09/18/12	20,924	03/03/11	21,299	(375)
Boeing Co	200	09/18/12	13,949	03/18/11	13,856	93
Broadcom Corp	2,000	01/26/12	70,905	02/25/11	83,810	(12,905)
Broadcom Corp	300	01/26/12	10,636	03/18/11	11,861	(1,225)
Broadcom Corp	200	03/09/12	7,184	03/18/11	7,908	(724)
Broadcom Corp	800	03/09/12	28,735	04/28/11	27,740	995
Broadcom Corp	1,000	03/09/12	35,919	05/20/11	33,705	2,214
Broadcom Corp	400	03/09/12	14,368	11/07/11	14,216	152
Broadcom Corp	1,000	03/09/12	35,919	11/29/11	30,158	5,761
Coco-Cola	600	07/10/12	23,366	01/26/12	20,507	2,859
ConocoPhillips 4.75% 2/1/2014	74,000	08/17/12	78,310	06/18/09	76,745	1,565
Subtotal			1,378,311		1,198,106	180,205

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2012

<u>Security Description</u>	<u>Shares/ Par Value</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Gain (Loss)</u>
(Carried Forward)			\$1,378,311		\$1,198,106	\$180,205
CVS/Caremark Corp	100	01/12/12	4,194	10/11/06	3,061	1,133
CVS/Caremark Corp	200	03/20/12	8,938	10/11/06	6,123	2,815
CVS/Caremark Corp	300	07/10/12	14,193	10/11/06	9,184	5,009
CVS/Caremark Corp	100	01/12/12	4,194	10/23/06	3,140	1,054
Dominion Resources 6.25% 6/30/2012	100,000	07/02/12	100,000	10/30/06	104,040	(4,040)
Donaldson Company	400	01/30/12	14,242	05/19/10	8,873	5,369
Donaldson Company	300	07/10/12	9,795	05/19/10	6,655	3,140
Engility Holdings Inc	83	08/29/12	1,501	07/08/04	1,186	315
Engility Holdings Inc	167	08/29/12	3,001	07/26/04	2,221	780
Engility Holdings Inc	100	08/29/12	1,801	03/12/09	1,396	405
General Dynamics Corporation	300	11/08/12	19,736	10/23/08	17,222	2,514
General Dynamics Corporation	900	11/09/12	59,207	11/25/08	45,413	13,794
General Dynamics Corporation	2,000	11/10/12	131,572	03/09/09	72,843	58,729
Google Inc	5	03/20/12	3,144	03/19/08	2,201	943
Google Inc	15	03/20/12	9,432	01/20/12	8,834	598
Google Inc	30	12/13/12	21,165	03/19/08	13,204	7,961
Kraft Foods Inc 6.25% 6/1/2012	100,000	06/01/12	100,000	03/18/08	105,839	(5,839)
Nike Inc	100	03/20/12	11,263	01/14/11	8,377	2,886
Nike Inc	200	04/24/12	21,645	01/14/11	16,755	4,890
Nike Inc	400	09/24/12	38,185	01/14/11	33,509	4,676
Nike Inc	300	01/30/12	30,663	02/23/11	26,006	4,657
Nike Inc	100	03/20/12	11,263	02/23/11	8,669	2,594
Qualcomm Inc	100	03/20/12	6,646	09/23/09	4,457	2,189
Qualcomm Inc	200	03/20/12	13,292	12/10/10	9,817	3,475
State Street Corp	500	07/10/12	21,666	02/07/11	23,592	(1,926)
State Street Corp	200	07/10/12	8,666	04/28/11	9,273	(607)
Target Corp	1,200	01/05/12	58,093	08/05/02	37,874	20,219
Target Corp	1,000	01/05/12	48,410	01/09/03	31,170	17,240
Target Corp	50	01/05/12	2,421	01/07/11	2,743	(322)
Target Corp	350	01/05/12	16,944	04/05/11	17,851	(907)
Target Corp	1,200	01/24/12	59,969	10/17/02	35,676	24,293
Target Corp	500	01/24/12	24,987	01/16/03	15,015	9,972
Target Corp	800	01/24/12	39,979	11/25/08	24,819	15,160
Subtotal			2,298,518		1,915,144	383,374

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2012

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 2,298,518		\$ 1,915,144	\$ 383,374
U. S. Treasury Notes 4.85% 2/15/2012	200,000	02/15/12	200,000	05/20/04	205,164	(5,164)
U. S. Treasury Notes 4.85% 2/15/2012	100,000	02/15/12	100,000	08/24/05	104,500	(4,500)
U. S. Treasury Notes 4.85% 2/15/2012	100,000	02/15/12	100,000	12/10/09	108,719	(8,719)
Visa Inc	200	05/04/12	23,155	10/05/11	16,900	6,255
Visa Inc	200	07/10/12	24,518	08/09/11	16,373	8,145
Visa Inc	200	07/10/12	24,518	10/05/11	16,900	7,618
Visa Inc	400	11/08/12	57,030	08/09/11	32,747	24,283
Wells Fargo & Co	500	04/24/12	16,460	03/17/10	15,289	1,171
Wells Fargo & Co	1,000	07/10/12	33,100	03/17/10	30,578	2,522
Yum! Brands Inc	400	01/12/12	24,359	03/02/10	13,654	10,705
Yum! Brands Inc	300	04/24/12	21,947	02/08/10	9,955	11,992
Yum! Brands Inc	200	04/24/12	14,632	03/02/10	6,827	7,805
Yum! Brands Inc	300	05/04/12	21,521	02/08/10	9,955	11,566
Yum! Brands Inc	1,800	05/23/12	125,890	02/08/10	59,730	66,160
Total			<u>\$ 3,085,648</u>		<u>\$ 2,562,435</u>	<u>\$ 523,213</u>