Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: Bydale Foundaton c/o Christine O'Donnell

A Employer identification number: 13-6195286

Number and street (or P.O box number if mail is not delivered to street address): US Trust Company 114 W 47th Street

Room/suite: 10th Floor

B Telephone number (see instructions): 646-855-1011

City or town, state, and ZIP code: New York, NY 10036

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,048,490

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	440,490	440,490		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Sch-1	91,707			
	b	Gross sales price for all assets on line 6a 1,575,409				
	7	Capital gain net income (from Part IV, line 2)		91,707		
	8	Net short-term capital gain			8,075	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	532,197	532,197		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Sch.-2	4,522		0	
	c	Other professional fees (attach schedule) Sch-2	43,245	18,245	0	25,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Sch-2	11,600			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Sch-2	1,146	0	0	1,146
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,513	18,245		30,668
	25	Contributions, gifts, grants paid	480,00			480,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	540,513	18,245		510,668
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(8,316)			
	b	**Net investment income** (if negative, enter -0-)		513,952		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	176,938	271,590	271,590
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) Sch-3	6,699,007	5,270,505	7,705,825
c	Investments—corporate bonds (attach schedule) Sch-4	2,402,556	2,896,645	2,870,141
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) Sch-5	442,680	1,274,125	1,200,934
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,721,181	9,712,865	12,048,490
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	9,721,181	9,712,865	
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** (see instructions)	9,721,181	9,712,865	
31	**Total liabilities and net assets/fund balances** (see instructions)	9,721,181	9,712,865	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,721,181
2	Enter amount from Part I, line 27a	2	(8,316)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	9,712,865
5	Decreases not included in line 2 (itemize) ▶ 0	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	9,712,865

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 - 1			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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	91,706.55
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	8,075.24

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	522,212	11,516,114	.045346
2010	534,131	11,048,866	.048343
2009	562,641	10,957,624	.051347
2008	755,558	12,202,119	.061920
2007	815,465	13,322,984	.061207

2	**Total** of line 1, column (d)	2	.268163
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	.053633
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,910,198
5	Multiply line 4 by line 3	5	638,780
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,140
7	Add lines 5 and 6	7	643,920
8	Enter qualifying distributions from Part XII, line 4	8	510,688

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,279	00
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	00
3	Add lines 1 and 2	3	10,279	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	10,279	00
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 11,600 00			
b	Exempt foreign organizations—tax withheld at source — 6b — 0 00			
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 2,400 00			
d	Backup withholding erroneously withheld — 6d — 0 00			
7	Total credits and payments. Add lines 6a through 6d	7	14,000	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	00
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,721	00
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,721 00 **Refunded** ▶	11	0	00

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ Ms. Christine O'Donnell US Trust Company Telephone no. ▶ 646-855-1011
Located at ▶ 114 W 47th Street 10th Floor New York, NY ZIP+4 ▶ 10036

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE - 6		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0
Total number of other employees paid over $50,000 ▶				

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,591,925
b	Average of monthly cash balances	1b	499,650
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,091,572
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	12,091,572
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	181,374
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,910,198
6	**Minimum investment return.** Enter 5% of line 5	6	595,510

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	595,510
2a	Tax on investment income for 2012 from Part VI, line 5 . . . 2a 10,279		
b	Income tax for 2012. (This does not include the tax from Part VI.) . . . 2b 0		
c	Add lines 2a and 2b	2c	10,279
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	585,231
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	585,231
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	585,231

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	510,668
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	510,668
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	510,668

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					585,231
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				0	
b	Total for prior years: 20___,20___,20___			0		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	165,832				
b	From 2008	155,728				
c	From 2009	23,283				
d	From 2010	0				
e	From 2011	0				
f	**Total** of lines 3a through e		344,843			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 510,668					
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					510,668
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).)*		74,563			74,563
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		270,280			
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 instructions				0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		91,269			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		179,011			
10	Analysis of line 9:					
a	Excess from 2008	155,728				
b	Excess from 2009	23,283				
c	Excess from 2010	0				
d	Excess from 2011	0				
e	Excess from 2012	0				

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

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

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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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:

Bydale Foundation c/o Ms. Christine O'Donnell US Trust Company 114 W 47th Street 10th Floor New York, NY 10036

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

email: christine.l.o'donnell@ustrust.com For Application Materials

c Any submission deadlines:

August 1st

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

No grants are made to individuals

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*				
SCHEDULE - 7	N/A	Public	Unrestricted	480,000
Total . . . . ▶ **3a**				480,000
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	440,490	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	91,707	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		532,197	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 532,197

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 6/5/13 ▶ TREASURER

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule - 1

Bydale Foundation 2012 990-PF # 13-6195286

Part IV - Capital Gains and Losses for Tax on Investment Income

(a) Description			(b) How Aquired Donation/Purchase	(c) Date Aquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis	(h) Capital Gain(Loss)	(i) F M V as of 12/31/1969	(j) Adjusted Basis as of 12/31/69	(k) Excess of col (i) over col (f), if any	(l) Gains or Losses
$ 300,000		Australian Gov't 6 25% 4/15/15	P	04/19/11	03/06/12	$ 227,118 96	-	$ 219,043 72	$ 8,075 24	-	-	-	$ 8,075 24
$ 400,000		JP Morgan Chase 4 5% 1/15/12	P	01/02/07	01/15/12	400,000 00	-	388,052 00	11,948 00	-	-	-	11,948 00
355	shs	Elbit Sys Ltd	P	04/15/10	02/22/12	13,481 16	-	23,216 89	(9,735 73)	-	-	-	(9,735 73)
342	shs	Elbit Sys Ltd	P	04/15/10	02/24/12	12,653 26	-	22,366 70	(9,713 44)	-	-	-	(9,713 44)
275	shs	Elbit Sys Ltd	P	04/15/10	02/27/12	9,859 92	-	17,984 92	(8,125 00)	-	-	-	(8,125 00)
407	shs	Elbit Sys Ltd	P	04/15/10	02/28/12	14,377 01	-	26,617 68	(12,240 67)	-	-	-	(12,240 67)
821	shs	Elbit Sys Ltd	P	04/15/10	02/29/12	30,148 54	-	53,693 15	(23,544 61)	-	-	-	(23,544 61)
$ 300,000		Target Corp 5 875% 3/1/12	P	10/30/08	03/01/12	300,000 00	-	300,651 00	(651 00)	-	-	-	(651 00)
1	shs	Southern Un Co NEW	P	03/03/05	03/26/12	44 25	-	24 92	19 33	-	-	-	19 33
1,195	shs	Southern Un Co NEW	P	03/04/05	03/26/12	52,878 75		29,797 86	23,080 89				23,080 89
3,004	shs	Southern Un Co NEW	P	03/03/05	03/26/12	132,927 00		74,967 54	57,959 46				57,959 46
$ 200,000		Australian Gov't 5 75% 4/15/12	P	04/05/11	04/15/12	206,400 00		208,925 61	(2,525 61)				(2,525 61)
		L/T Capital Gains Distribution											
		Columbia Fds Ser Tr 1	P	05/10/02	06/25/12	-		-	5,955 68				5,955 68
11,752	shs	Columbia Fds Ser Tr 1	P	05/10/02	12/17/12	128,919 44		144,432 08	(15,512 64)				(15,512 64)
4,248	shs	Columbia Fds Ser Tr 1	P	05/10/02	12/17/12	46,600 56		49,616 64	(3,016 08)				(3,016 08)
		L/T Capital Gains Distribution											
		Columbia Fds Ser Tr 1	P	05/10/02	12/13/12	-		-	68,874 40				68,874 40
		L/T Capital Gains Distribution											
		Pimco Foreign Bond Fund	P	12/15/09	12/13/12	-	-	-	858 33	-	-	-	858 33
						$ 1,575,408 85	$ -	$ 1,559,390 71	$ 91,706 55				
												Line 2	$ 91,706 55
												Line 3	$ 8,075 00

Schedule 2

Bydale Foundation 2012 990-PF # 13-6195286

	A Expenses per Books	B Net Investment Income	C Adjusted Net Income	D Charitable Purposes
Accounting Fees				
Description				
Tax Preparation Fee	4,522 00	-	-	4,522 00
To Form 990-PF, PG 1, LN 16B	4,522 00	-	-	4,522 00
Other Professional Fees				
Description				
Account. Market Fees	18,245 00	18,245 00	-	-
Account' Administration Fee	25,000 00	-	-	25,000 00
To Form 990-PF, PG 1, LN 16C	43,245 00	18,245 00	-	25,000.00
Taxes				
Description				
Excise Tax	11,600 00	-	-	-
To Form 990-PF, PG 1, LN 18	11,600 00	-	-	-
Other Expenses				
Description				
NYS Filing Fee	750.00	-	-	750 00
DE Filing Fee (2010)	25.00	-	-	25 00
Miscellaneous	371 00	-	-	371.00
To Form 990-PF, PG 1, LN 23	1,146 00	-	-	1,146 00

Bydale Foundation 2012 990-PF # 13-6195286

Part II - Investments

Line 10(b) Stocks

			Cost		Market Value
5000	shs	Abbott Labs	$ 270,543 00	$ 65 50	$ 327,500 00
1040	shs	Apple Inc	347,510 70	532 173	553,459 82
2900	shs	Automatic Data Processing Inc	96,558 17	56.930	165,097 00
5000	shs	Cisco Sys Inc	87,930 50	19 649	98,247.00
400	shs	Citigroup Inc	35,931 66	39.560	15,824 00
15881 738	shs	Columbia Multi-Advisor International	238,895 17	12 030	191,057.31
2300	shs	Diebold Inc	117,799 48	30.610	70,403 00
2800	shs	Eli Lilly & Co	10,289 48	49.320	138,096.00
2000	shs	Exxon Mobil Corp	55,892 05	86 550	173,100.00
5000	shs	Firstenergy Corp	235,683.00	41.760	208,800 00
2400	shs	General Dynamics Corp	93,238 79	69 270	166,248.00
4600	shs	General Electric Co	15,216 03	20.990	96,554.00
690	shs	Google Inc	337,228.88	707 380	488,092 20
2300	shs	HJ Heinz & Co	108,102 99	57 680	132,664 00
4375	shs	Halliburton Co	154,088 57	34 690	151,768.75
4000	shs	Hewlett Packard Co	158,884.03	14 250	57,000 00
2100	shs	International Business Machines	21,065.31	191 550	402,255 00
2000	shs	Johnson & Johnson	4,133 55	70.100	140,200 00
3800	shs	JP Morgan Chase & Co	176,871 00	43.969	167,082 58
3200	shs	McGraw Hill Cos Inc	107,551.20	54 670	174,944.00
3500	shs	McKesson Corp	102,610 20	96 960	339,360 00
2100	shs	Newmont Mng Corp	112,084 35	46 440	97,524.00
2000	shs	Pepsico Inc	3,537.23	68 430	136,860 00
2600	shs	PNC Finl Svcs Group Inc	12,747 47	58.310	151,606 00
4000	shs	Powershares FTSE RAFI	242,200 00	69.540	278,160 00
3000	shs	Renaissancere Holdings LTD	91,642.81	81.260	243,780 00
1400	shs	Rio Tinto PLC ADR	38,820 22	58 090	81,326.00
2000	shs	Royal Dutch Shell PLC ADR	106,305 00	68.950	137,900.00
1600	shs	Schlumberger LTD Netherlands Antilles	52,014 54	69 299	110,877.76
2000	shs	Teva Pharmaceutical Ind	125,378 00	37.340	74,680.00
3200	shs	Thermo Fisher Scientific	176,716 48	63 780	204,096 00
1900	shs	United Parcel Svc Inc CL B	95,516 23	73.730	140,087.00
6500	shs	Vanguard MSCI ETF Fund	233,220 00	35 230	228,995.00
4500	shs	Vanguard Emerging Markets	197,550.00	44.530	200,385 00
3000	shs	Vanguard Small Cap	202,320.00	80 900	242,700.00
1985	shs	Vanguard S/C Vipers	175,454 15	89.030	176,724 55
5000	shs	Verizon Communications Inc	193,863 16	43.270	216,350 00
1650	shs	Viacom Inc	68,361 01	52 740	87,021.00
8000	shs	Vodafone Group PLC ADR NEW	184,680.00	25.190	201,520 00
6000	shs	Wells Fargo & Co NEW	6,116.67	34 180	205,080 00
3500	shs	Yum Brands Inc.	175,953 75	66 400	232,400 00
			$ 5,270,504 83		$ 7,705,824 97

Schedule - 4

Bydale Foundation 2012 990-PF # 13-6195286

Part II - Investments

	Line 10(c) Bonds			
97079.742 shs	Columbia H/Y Opportunity Fund	$ 553,302 71	4.350	$ 422,296 88
3000 shs	Ishares Barclays Bond Fund	312,389.10	111.290	333,870.00
19900.498 shs	Pimco Emerging Markets Currency Fund	199,635 04	10 550	209,950.25
24414 063 shs	Pimco Foreign Bond Fund	250,000 00	10 890	265,869 15
10495 shs	Powershares Emerging Markets	295,434 25	31 446	330,025.77
$350,000	General Electric Co 5.00% 2/1/13	375,574 50	100 381	351,333 50
$419,000	AT&T Broadband Corp 8 375% 3/15/13	408,046 10	101 577	425,607 63
$300,000	ConocoPhillips Australia 5 5% 4/15/13	289,131.00	101.398	304,194 00
$200,000	Canada Government 3 5% 6/1/20	213,132.26	113 497	226,994.06
		$ 2,896,644.96		$ 2,870,141 24

Schedule - 5

Bydale Foundation 2012 990-PF # 13-6195286

Part II - Investments

		Line 13 Investments - Other	Cost	Market Value
1200	shs	MSB Reit V Inc	$ 442,680 00	$ 343,591.44
68151.236	shs	Pımco All Asset Hedge Funds	831,445.08	857,342.55
			$ 1,274,125 08	$ 1,200,933.99

Schedule - 6

Bydale Foundation 2012 990-PF #13-6195286

Name/Address	Title/Avg Hrs/Wk	Compensation	Employee Ben Plan Contr	Expense Account
Joan M. Warburg c/o Ms Chnstine O'Donnell US Trust Company 114 West 47th Street - 10th Floor New York, NY 10036	Pres./Secr /Trustee 2 00	0 00	0 00	0 00
James P. Warburg, Jr. c/o Ms Christine O'Donnell US Trust Company 114 West 47th Street - 10th Floor New York, NY 10036	Trustee 10 00	0 00	0 00	0.00
Jennifer J Warburg c/o Ms Chnstine O'Donnell US Trust Company 114 West 47th Street - 10th Floor New York, NY 10036	Trustee 10 00	0 00	0.00	0 00
Philip N Warburg c/o Ms Chnstine O'Donnell US Trust Company 114 West 47th Street - 10th Floor New York, NY 10036	Trustee 10 00	0 00	0 00	0 00
Sarah W Bliumis-Dunn c/o Ms Christine O'Donnell US Trust Company 114 West 47th Street - 10th Floor New York, NY 10036	Trustee 10 00	0 00	0 00	0.00
Frank J Kick P O Box 72 Harriman, NY 10926	Treasurer 1 00	0.00	0 00	0 00

Bydale Foundation

2012 Grants

Date	Organization	City	State	Amount
12/24/2012	Academy of American Poets	New York	NY	$2,500.00
11/6/2012	Americans for Peace Now	Washington	DC	$20,000.00
5/10/2012	Backcountry Concerts, Inc.	Greenwich	CT	$5,000.00
11/28/2012	Center for Documentary Studies	Durham	NC	$10,000.00
12/20/2012	Chamber Orchestra of the Triangle	Chapel Hill	NC	$10,000.00
12/24/2012	Congenital Hyperinsulinism International	Glen Ridge	NJ	$15,000.00
11/6/2012	Conservation Law Foundation	Montpelier	VT	$7,500.00
11/28/2012	Democracy North Carolina	Durham	NC	$10,000.00
11/6/2012	Environmental Law & Policy Center of the Midwest	Chicago	IL	$10,000.00
11/6/2012	Environmental Law Institute	Washington	DC	$10,000.00
11/28/2012	Equality Now	New York	NY	$15,000.00
5/24/2012	Family ReEntry, Inc.	Norwalk	CT	$15,000.00
11/29/2012	Feminist Majority Foundation	Beverly Hills	CA	$15,000.00
12/24/2012	Fine Arts Work Center in Provincetown, Inc.	Provincetown	MA	$5,000.00
11/28/2012	Foundation on Economic Trends	Bethesda	MD	$15,000.00
11/6/2012	Friends of Israel's Environment	Studio City	CA	$30,000.00
7/23/2012	Gateway Classical Music Society	Riverside	CT	$5,000.00
7/5/2012	Global Workers Justice Alliance	Brooklyn	NY	$20,000.00
12/20/2012	Grassroots Policy Project	Cambridge	MA	$25,000.00
12/17/2012	Hand in Hand	Portland	OR	$2,500.00
12/24/2012	Hudson Valley Writers' Center	Sleepy Hollow	NY	$10,000.00
11/28/2012	Institute for Public Accuracy	San Francisco	CA	$9,000.00
12/20/2012	ISAIAH	St. Paul	MN	$25,000.00
12/24/2012	Mianus River Gorge Preserve	Bedford	NY	$2,500.00
12/24/2012	NARAL Pro Choice America Foundation	Washington	DC	$5,000.00
12/24/2012	National Public Radio	Washington	DC	$10,000.00
12/20/2012	National Training And Information Center	Chicago	IL	$25,000.00
11/28/2012	NC WARN	Durham	NC	$5,000.00
12/24/2012	Nectandra Institute	Alameda	CA	$1,000.00
12/7/2012	New Israel Fund	Washington	DC	$20,000.00
12/24/2012	Northern Westchester Hospital Association	Mount Kisco	NY	$10,000.00

Bydale Foundation 2012 990-PF #13-6195286

Date	Organization	City	State	Amount
12/24/2012	Norwalk Seaport Association	Norwalk	CT	$2,500.00
11/30/2012	Nuclear Age Peace Foundation	Santa Barbara	CA	$3,500.00
12/24/2012	NYPIRG	New York	NY	$5,000.00
12/24/2012	Palm Beach Poetry Festival	Lake Worth	FL	$5,000.00
11/30/2012	Planned Parenthood of Southern New England	New Haven	CT	$20,000.00
12/24/2012	Poetry Society of America	New York	NY	$2,500.00
12/24/2012	Poets & Writers, Inc.	New York	NY	$2,500.00
12/24/2012	Poets House	New York	NY	$10,000.00
12/20/2012	The Point, Inc.	Bronx	NY	$7,500.00
11/6/2012	Project R.I.G.H.T.	Grove Hall	MA	$7,500.00
12/24/2012	Sailors for the Sea	Newport	RI	$2,500.00
11/29/2012	Sanctuary for Families	New York	NY	$10,000.00
12/20/2012	Spoleto Study Abroad	Charleston	SC	$5,000.00
12/24/2012	Teachers and Writers Collaborative	New York	NY	$2,500.00
11/29/2012	White House Project	New York	NY	$10,000.00
12/24/2012	Wintergreen Adaptive Skiing	Lovingston	VA	$2,500.00
12/24/2012	Writer's Center, Inc.	Bethesda	MD	$1,500.00
12/24/2012	92nd Street Y	New York	NY	$2,500.00
12/20/2012	Youth for Christ USA	Roxboro	NC	$7,500.00
Grand Totals (50 items)				$480,000.00