Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

VERNON S & ROWENA W GRIFFITH FOUNDATION
2 NORTH MAIN STREET, SUITE 401
SHERIDAN, WY 82801

A Employer identification number: 23-7135835

B Telephone number (see the instructions)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ $ 15,072,942.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ▶ ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	262.	262.		
	4 Dividends and interest from securities	596,270.	596,270.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	323,118.			
	b Gross sales price for all assets on line 6a 6,838,534.				
	7 Capital gain net income (from Part IV, line 2)		323,118.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-56,710.	48,534.		
	12 **Total.** Add lines 1 through 11	862,940.	968,184.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	20,400.	15,300.		5,100.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	875.	656.		219.
	b Accounting fees (attach sch) SEE ST 3	5,100.	3,825.		1,275.
	c Other prof fees (attach sch) SEE ST 4	63,824.	63,824.		15,956.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	20,472.	2,985.		746.
	19 Depreciation (attach sch) and depletion	151.	151.		
	20 Occupancy	5,878.	4,409.		1,469.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	3,602.	2,703.		899.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	120,302.	93,853.		25,664.
	25 Contributions, gifts, grants paid PART XV	495,000.			495,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	615,302.	93,853.	0.	520,664.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	247,638.			
	b **Net investment income** (if negative, enter -0-)		874,331.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

E2-615
RECEIVED
MAY 15 2013
OGDEN, UT
IRS-OSC

SCANNED MAY 15 2013

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12

S-14

4

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,127,809.	1,046,118.	1,046,117.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►	5,558.		
	4	Pledges receivable ►			
		Less· allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►	250,000.		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		5,313.	5,313.
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	12,648,430.	13,233,142.	13,847,073.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ► 25,852.			
		Less. accumulated depreciation (attach schedule) SEE STMT 7 ► 25,669.	334.	183.	1,000.
	15	Other assets (describe ► SEE STATEMENT 8)	95,680.	88,218.	173,439.
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	14,127,811.	14,372,974.	15,072,942.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	2,475.		
	23	**Total liabilities** (add lines 17 through 22)	2,475.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted	14,125,336.	14,372,974.	
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	14,125,336.	14,372,974.	
	31	***Total liabilities and net assets/fund balances*** (see instructions)	14,127,811.	14,372,974.	

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	14,125,336.
2	Enter amount from Part I, line 27a	2	247,638.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	14,372,974.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,372,974.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 323,118.

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** -67,577.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	492,351.	13,499,007.	0.036473
2010	476,876.	12,554,110.	0.037986
2009	525,919.	11,053,813.	0.047578
2008	678,279.	10,126,535.	0.066980
2007	649,035.	9,102,095.	0.071306

2	**Total** of line 1, column (d)	2	0.260323
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052065
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,309,797.
5	Multiply line 4 by line 3	5	745,040.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,743.
7	Add lines 5 and 6	7	753,783.
8	Enter qualifying distributions from Part XII, line 4	8	520,664.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	17,487.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	17,487.
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	17,487.
6 Credits/Payments:				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	22,800.		
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments. Add lines 6a through 6d			7	22,800.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	5,313.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 5,313. **Refunded** ►			11	0.

Part VII-A — Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► HARKER MELLINGER CPAS, LLC Telephone no. ► 307-672-0785

Located at ► 1470 SUGARLAND DR., STE 1 SHERIDAN WY ZIP + 4 ► 82801

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (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
SEE STATEMENT 10		20,400.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 SHERIDAN SENIOR CENTER, SHERIDAN WYOMING SUPPORT FOR GENERAL CENTER FUNCTIONS	
2 ST PETERS EPISCOPAL CHURCH - PROVIDE FUNDS FOR GENERAL FUNCTIONS	
3 SHERIDAN COLLEGE, SHERIDAN, WYOMING - SUPPORT FOR GENERAL EDUCATION/SCHOOL FUNCTIONS	
4 MEMORIAL HOSPITAL OF SHERIDAN COUNTY, SHERIDAN, WYOMING - SUPPORT FOR GENERAL HOSPITAL/MEDICAL FUNCTIONS	

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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

TEEA0307L 12/22/12

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	13,688,398.
b	Average of monthly cash balances	1b	839,315.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,527,713.
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	14,527,713.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	217,916.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,309,797.
6	**Minimum investment return.** Enter 5% of line 5	6	715,490.

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	715,490.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 17,487.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	17,487.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	698,003.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	698,003.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	698,003.

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	520,664.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	520,664.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	520,664.

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				698,003.
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 . . . 137,828.				
b From 2008 . . . 275,538.				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	413,366.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 520,664.				
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				520,664.
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))*	177,339.			177,339.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	236,027.			
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)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	236,027.			
10 Analysis of line 9				
a Excess from 2008 . . . 236,027.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 12				
Total			► **3a**	495,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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			14	262.	
4 Dividends and interest from securities			14	596,270.	
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			14	-120,902.	
8 Gain or (loss) from sales of assets other than inventory			18	323,118	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a NON TAXABLE DIVIDENDS			16	15,658.	
b OIL/GAS LEASE INCOME			16	48,534.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				862,940	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 862,940.

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

Arthur B. Felker | 5/10/2013 | PRESIDENT ~~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
STEVEN C. HARKER, CPA	Steven C Harker	5-8-13		P00153235

Firm's name ► HARKER MELLINGER, CPAS, LLC — Firm's EIN ► 83-0276355

Firm's address ► 1470 SUGARLAND DR., STE. 1 SHERIDAN, WY 82801 — Phone no 307-672-0785

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NON TAXABLE DIVIDENDS	$ 15,658.		
OIL/GAS LEASE INCOME	48,534.	$ 48,534.	
OTHER INVESTMENT INCOME	-120,902.		
TOTAL	$ -56,710.	$ 48,534.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 875.	$ 656.		$ 219.
TOTAL	$ 875.	$ 656.	$ 0.	$ 219.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 5,100.	$ 3,825.		$ 1,275.
TOTAL	$ 5,100.	$ 3,825.	$ 0.	$ 1,275.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEE - STIFEL NICOLAUS	$ 63,824.	$ 63,824.		$ 15,956.
TOTAL	$ 63,824.	$ 63,824.	$ 0.	$ 15,956.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	$ 17,487.			
FOREIGN TAX	2,985.	$ 2,985.		$ 746.
TOTAL	$ 20,472.	$ 2,985.	$ 0.	$ 746.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 786.	$ 590.		$ 196.
JANITOR AND SUPPLIES	660.	495.		165.
LICENSE, PERMITS	25.	19.		6.
MISC	110.	83.		27.
OFFICE EXPENSE	77.	58.		19.
SECRETARIAL SERVICES	1,800.	1,350.		450.
TELEPHONE	144.	108.		36.
TOTAL	$ 3,602.	$ 2,703.	$ 0.	$ 899.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 25,852.	$ 25,669.	$ 183.	$ 1,000.
TOTAL	$ 25,852.	$ 25,669.	$ 183.	$ 1,000.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
5TH ST LAND	$ 1.	
BRANDS	100.	$ 100.
MINERAL RIGHTS	87,278.	172,500.
PICTURES	839.	839.
TOTAL	$ 88,218.	$ 173,439.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1,804 AKAMAI TECHNOLOGIES INC	PURCHASED	3/09/2012	5/15/2012
2	2,037 ARM HLDGS PLC SPONS ADR	PURCHASED	11/16/2011	2/06/2012
3	1,439 AETNA INC NEW	PURCHASED	3/16/2012	5/17/2012
4	188 ALEXION PHARM INC	PURCHASED	2/07/2011	7/02/2012
5	381 ALEXION PHARM INC	PURCHASED	2/07/2011	7/26/2012
6	145 ALLIANCE DATA SYS CORP	PURCHASED	1/03/2012	6/22/2012
7	434 ALLIANCE DATA SYS CORP	PURCHASED	1/03/2012	8/27/2012
8	467 ALLSTATE CORP	PURCHASED	5/29/2012	10/18/2012
9	1,402 ALLSTATE CORP	PURCHASED	5/29/2012	11/02/2012
10	109 APPLE INC	PURCHASED	6/18/2012	12/17/2012
11	186 AUTOZONE INC	PURCHASED	11/08/2011	5/18/2012
12	472 BAIDU INC SPONS ADR CL A	PURCHASED	3/01/2012	5/09/2012
13	149 BIOGEN IDEC INC	PURCHASED	10/14/2011	4/18/2012
14	135 BIOGEN IDEC INC	PURCHASED	10/14/2011	12/07/2012
15	497 CBS CORP NEW CL B	PURCHASED	5/29/2012	12/20/2012
16	363 CVS CAREMARK CORP	PURCHASED	12/30/2011	12/17/2012
17	593 CATERPILLAR INC	PURCHASED	1/13/2012	3/29/2012
18	41 CHIPOTLE MEXICAN GRILL A	PURCHASED	1/04/2011	2/28/2012
19	123 CHIPOTLE MEXICAN GRILL A	PURCHASED	1/04/2011	5/21/2012
20	574 CONCHO RESOURCES INC	PURCHASED	2/01/2012	3/13/2012
21	1,142 D R HORTON INC	PURCHASED	2/22/2012	5/10/2012
22	3,424 D R HORTON INC	PURCHASED	2/22/2012	6/12/2012
23	731 DIAGEO PLC NEW SPONS ADR	PURCHASED	10/14/2011	3/14/2012
24	590 EOG RESOURCES INC	PURCHASED	4/03/2012	6/04/2012
25	334 EQUINIX INC NEW	PURCHASED	9/21/2012	11/08/2012
26	1,054 ESTEE LAUDER COMPANY INC	PURCHASED	3/15/2012	5/15/2012
27	329 EXPEDIA INC NEW	PURCHASED	7/02/2012	7/30/2012
28	712 EXXON MOBIL CORP	PURCHASED	1/17/2012	4/11/2012
29	932 FAMILY DOLLAR STORES INC	PURCHASED	7/06/2012	8/24/2012
30	1,771 GNC HOLDINGS INC CL A	PURCHASED	8/20/2012	12/28/2012
31	1,818 GAP INC	PURCHASED	9/11/2012	12/10/2012
32	1,335 GLAXOSMITHKLINE PLC ADR	PURCHASED	10/21/2011	6/19/2012
33	318 GRAINGER W W INC	PURCHASED	2/02/2012	6/06/2012
34	256 HERBALIFE LIMITED	PURCHASED	11/03/2011	2/23/2012
35	768 HERBALIFE LIMITED	PURCHASED	11/03/2011	5/03/2012
36	408 HOLLYFRONTIER CORP	PURCHASED	9/12/2012	12/17/2012
37	1,202 HOME DEPOT INC	PURCHASED	6/21/2012	10/10/2012
38	2,517 INTEL CORP	PURCHASED	11/30/2011	7/30/2012
39	27 INTUITIVE SURGICAL NEW	PURCHASED	4/05/2011	3/27/2012
40	82 INTUITIVE SURGICAL NEW	PURCHASED	4/05/2011	7/23/2012
41	2,108 LENNAR CORP	PURCHASED	8/03/2012	9/11/2012
42	305 MARATHON PETROLEUM CORP	PURCHASED	9/25/2012	12/17/2012
43	45 MASTERCARD INC CLASS A	PURCHASED	9/19/2011	2/09/2012
44	2,092 MICROSOFT CORP	PURCHASED	6/18/2012	11/07/2012
45	888 MONSTER BEVERAGE CORP	PURCHASED	7/02/2012	8/10/2012
46	572 PPG INDUSTRIES INC	PURCHASED	8/07/2012	11/27/2012
47	4,739 PEOPLES UTD FINL INC	PURCHASED	10/28/2011	4/11/2012
48	156 PERRIGO COMPANY	PURCHASED	1/10/2012	6/22/2012
49	467 PERRIGO COMPANY	PURCHASED	1/10/2012	9/28/2012
50	411 RALPH LAUREN CORP CL A	PURCHASED	1/10/2012	4/25/2012
51	1,117 RAYTHEON COMPANY NEW	PURCHASED	8/13/2012	11/28/2012
52	2,363 SEAGATE TECHNOLOGY PLC	PURCHASED	3/23/2012	6/01/2012
53	2,150 SEAGATE TECHNOLOGY PLC	PURCHASED	9/14/2012	11/30/2012
54	532 TJX COMPANIES INC NEW	PURCHASED	9/20/2011	2/28/2012
55	399 TJX COMPANIES INC NEW	PURCHASED	9/20/2011	6/20/2012
56	1,195 TJX COMPANIES INC NEW	PURCHASED	9/20/2011	10/26/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	224 ULTA SALON COSMETICS	PURCHASED	10/31/2011	2/09/2012
58	202 ULTA SALON COSMETICS	PURCHASED	10/31/2011	12/07/2012
59	469 ULTA SALON COSMETICS	PURCHASED	10/31/2011	12/13/2012
60	188 UNDER ARMOUR INC CLASS A	PURCHASED	10/26/2011	3/02/2012
61	565 UNDER ARMOUR INC CL A	PURCHASED	10/26/2011	6/28/2012
62	1,863 U S AIRWAYS GROUP INC	PURCHASED	8/21/2012	12/14/2012
63	1,048 UNITEDHEALTH GROUP INC	PURCHASED	6/29/2012	9/11/2012
64	1,351 VERIFONE SYSTEMS INC	PURCHASED	2/07/2012	5/29/2012
65	1,064 WAL-MART STORES INC	PURCHASED	10/19/2011	3/27/2012
66	3,946 YAMANA GOLD INC	PURCHASED	2/15/2012	4/19/2012
67	0.5 AGEAS ADR NEW	PURCHASED	4/10/2012	8/07/2012
68	159 ALLIANZ SE SPONS ADR	PURCHASED	5/24/2010	11/27/2012
69	32 ASTRAZENECA PLC ADR	PURCHASED	1/12/2010	7/27/2012
70	17 ASTRAZENECA PLC ADR	PURCHASED	1/12/2010	9/07/2012
71	59 ASTRAZENECA PLC ADR	PURCHASED	1/14/2010	9/07/2012
72	70 ASTRAZENECA PLC ADR	PURCHASED	4/22/2010	9/07/2012
73	117 ASTRAZENECA PLC ADR	PURCHASED	2/08/2011	9/07/2012
74	64 BARRICK GOLD CORP	PURCHASED	10/09/2009	9/18/2012
75	596 CARREFOUR SA SPONS ADR	PURCHASED	10/15/2009	8/31/2012
76	264 CARREFOUR SA SPONS ADR	PURCHASED	10/20/2009	8/31/2012
77	585 CENT ELEC BRAS PFD CL B	PURCHASED	9/26/2012	12/04/2012
78	203 GAZPROM OAO SPONS ADR	PURCHASED	10/15/2010	1/20/2012
79	31 GLAXOSMITHKLINE PLC ADR	PURCHASED	1/08/2010	4/30/2012
80	34 HACHIJUNI BANK LTD ADR	PURCHASED	12/08/2009	10/25/2012
81	51 HACHIJUNI BANK LTD ADR	PURCHASED	12/08/2009	11/29/2012
82	119 HOME RETAIL GRP PLC ADR	PURCHASED	3/10/2011	1/27/2012
83	127 HOME RETAIL GRP PLC ADR	PURCHASED	3/10/2011	10/24/2012
84	110 HOME RETAIL GRP PLC ADR	PURCHASED	6/09/2011	10/24/2012
85	115 HOME RETAIL GRP PLC ADR	PURCHASED	6/09/2011	12/21/2012
86	186 ING GROEP NV SPONS ADR	PURCHASED	5/09/2012	9/18/2012
87	112 KINROSS GOLD CORP NO PAR	PURCHASED	10/09/2009	10/09/2012
88	112 KINROSS GOLD CORP NO PAR	PURCHASED	10/30/2009	10/09/2012
89	345 KOREA ELEC PWR SPONS ADR	PURCHASED	10/14/2009	11/05/2012
90	290 KOREA ELEC PWR SPONS ADR	PURCHASED	10/14/2009	12/21/2012
91	101 KOREA ELEC PWR SPONS ADR	PURCHASED	11/23/2010	12/21/2012
92	128 MARINE HARVEST ASA ADR	PURCHASED	9/06/2011	6/21/2012
93	80 MARINE HARVEST ASA ADR	PURCHASED	9/06/2011	12/06/2012
94	79 NEWCREST MINING LTD ADR	PURCHASED	10/09/2009	9/18/2012
95	320 NOKIA CORP SPONS ADR	PURCHASED	1/26/2009	9/20/2012
96	125 NOKIA CORP SPONS ADR	PURCHASED	2/27/2009	9/20/2012
97	105 NOKIA CORP SPONS ADR	PURCHASED	6/12/2009	9/20/2012
98	102 NOKIA CORP SPONS ADR	PURCHASED	8/17/2009	9/20/2012
99	146 NOKIA CORP SPONS ADR	PURCHASED	11/18/2009	9/20/2012
100	122 NOKIA CORP SPONS ADR	PURCHASED	4/30/2010	9/20/2012
101	93 NOKIA CORP SPONS ADR	PURCHASED	5/24/2010	9/20/2012
102	322 NOKIA CORP SPONS ADR	PURCHASED	2/11/2011	9/20/2012
103	138 NOKIA CORP SPONS ADR	PURCHASED	3/16/2011	9/20/2012
104	321 NOKIA CORP SPONS ADR	PURCHASED	5/31/2011	9/20/2012
105	158 NEXEN INC	PURCHASED	10/09/2009	7/23/2012
106	112 NEXEN INC	PURCHASED	10/28/2009	7/23/2012
107	147 NEXEN INC	PURCHASED	5/19/2010	7/23/2012
108	72 NEXEN INC	PURCHASED	10/20/2010	7/23/2012
109	85 NEXEN INC	PURCHASED	9/06/2011	7/23/2012
110	116 NEXEN INC	PURCHASED	9/27/2011	7/23/2012
111	82 NEXEN INC	PURCHASED	12/13/2011	7/23/2012
112	719 POLYUS GOLD INTL LTD GDR	PURCHASED	6/17/2011	12/27/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
113	106 POLYUS GOLD INTL LTD GDR	PURCHASED	8/11/2011	12/27/2012
114	35 PERUSAHAN PERSEROAN	PURCHASED	2/17/2011	4/17/2012
115	60 PERUSAHAN PERSEROAN	PURCHASED	2/17/2011	4/24/2012
116	28 PERUSAHAN PERSEROAN	PURCHASED	2/25/2011	4/24/2012
117	69 PERUSAHAN PERSEROAN	PURCHASED	2/25/2011	7/05/2012
118	87 SK TELECOM LTD SPONS ADR	PURCHASED	10/09/2009	10/16/2012
119	66 SANOFI SPON ADR	PURCHASED	1/26/2009	3/08/2012
120	35 SANOFI SPON ADR	PURCHASED	1/26/2009	7/13/2012
121	23 SANOFI SPON ADR	PURCHASED	1/26/2009	8/09/2012
122	147 SEKISUI HOUSE LTD ADR	PURCHASED	10/09/2009	4/17/2012
123	20 SEVEN & I HLDGS CO ADR	PURCHASED	10/09/2009	5/10/2012
124	101 SOCIETE GENL FRANCE ADR	PURCHASED	2/20/2009	2/08/2012
125	30 SOCIETE GENL FRANCE ADR	PURCHASED	3/13/2009	2/08/2012
126	120 SOCIETE GENL FRANCE ADR	PURCHASED	6/12/2009	2/08/2012
127	225 SOCIETE GENL FRANCE ADR	PURCHASED	5/17/2010	2/08/2012
128	516 TNT EXPRESS N V ADR	PURCHASED	7/11/2011	2/17/2012
129	102 TNT EXPRESS N V ADR	PURCHASED	7/11/2011	2/23/2012
130	3 TNT EXPRESS N V ADR	PURCHASED	8/30/2011	2/23/2012
131	140 TNT EXPRESS N V ADR	PURCHASED	9/09/2011	2/23/2012
132	217 TNT EXPRESS N V ADR	PURCHASED	9/09/2011	2/27/2012
133	26 TOYOTA MTR CORP SPON ADR	PURCHASED	9/09/2010	2/16/2012
134	22 TRANSOCEAN LTD NAMEN AKT	PURCHASED	12/07/2011	4/03/2012
135	37 TRANSOCEAN LTD NAMEN AKT	PURCHASED	12/07/2011	8/17/2012
136	64 TRANSOCEAN LTD NAMEN AKT	PURCHASED	12/08/2011	8/17/2012
137	280 UBS AG NEW	PURCHASED	10/09/2009	11/02/2012
138	0.16657 VIVENDI SA ADR	PURCHASED	3/09/2012	6/18/2012
139	57 VIVENDI SA ADR	PURCHASED	3/09/2012	7/13/2012
140	67 VODAFONE GRP PLC NEW ADR	PURCHASED	1/26/2009	1/05/2012
141	46 VODAFONE GRP PLC NEW ADR	PURCHASED	1/26/2009	8/07/2012
142	12,000 KYCRP CAP X ENHNCD TRUPS	PURCHASED	2/21/2008	7/12/2012
143	12,000 KIMCO RTY CRP 6.65% SR F	PURCHASED	5/07/2003	8/16/2012
144	1,300 WELLS FRG VII TRUPS 5.85	PURCHASED	4/25/2003	1/18/2012
145	3,990 WELLS FRG VII TRUPS 5.85	PURCHASED	4/25/2003	1/19/2012
146	3,219 WELLS FRG VII TRUPS 5.85	PURCHASED	4/25/2003	1/19/2012
147	3,491 WELLS FRG VII TRUPS 5.85	PURCHASED	4/25/2003	1/20/2012
148	250,000 BOA MTN 5.65 050118	PURCHASED	3/16/2010	10/19/2012
149	145,000 MORGAN STANL STP 093025	PURCHASED	9/27/2010	11/29/2012
150	250,000 SUNTRUST BKS 6.0 021526	PURCHASED	9/16/2010	11/27/2012
151	245,000 WILLIS GROUP 5.75 031521	PURCHASED	3/22/2011	3/29/2012
152	475 ACCENTURE PLC IRELD CL A	PURCHASED	7/12/2011	2/07/2012
153	209 AMETEK INC NEW	PURCHASED	2/10/2011	6/12/2012
154	48 AUTOZONE INC	PURCHASED	9/08/2011	12/21/2012
155	161 BAKER HUGHES INC	PURCHASED	8/18/2011	1/13/2012
156	275 BARRICK GOLD CORP	PURCHASED	9/21/2011	3/29/2012
157	474 BAXTER INTL INC	PURCHASED	6/15/2011	8/21/2012
158	291 BED BATH & BEYOND INC	PURCHASED	6/28/2011	2/16/2012
159	105 BED BATH & BEYOND INC	PURCHASED	12/16/2011	2/16/2012
160	54 BLACKROCK INC	PURCHASED	12/28/2011	12/21/2012
161	217 BOEING COMPANY	PURCHASED	6/12/2012	8/24/2012
162	333 BRISTOL MYERS SQUIBB CO	PURCHASED	7/12/2012	10/03/2012
163	127 BRISTOL MYERS SQUIBB CO	PURCHASED	7/12/2012	11/12/2012
164	400 BRISTOL MYERS SQUIBB CO	PURCHASED	8/24/2012	11/12/2012
165	510 CSX CORP	PURCHASED	5/04/2010	2/16/2012
166	225 CSX CORP	PURCHASED	5/20/2010	2/16/2012
167	465 CSX CORP	PURCHASED	9/21/2010	2/16/2012
168	99 CARBO CERAMICS INC	PURCHASED	9/21/2011	3/01/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
169	142 CATERPILLAR INC	PURCHASED	12/14/2011	5/17/2012
170	130 CATERPILLAR INC	PURCHASED	4/26/2012	5/17/2012
171	317 CHECK POINT SFTWARE TECH	PURCHASED	6/22/2011	6/18/2012
172	126 CHECK POINT SFTWARE TECH	PURCHASED	9/22/2011	6/18/2012
173	271 CHEVRON CORP	PURCHASED	4/15/2011	6/18/2012
174	286 COCA COLA COMPANY	PURCHASED	9/29/2011	10/03/2012
175	136 COCA COLA COMPANY	PURCHASED	9/29/2011	12/12/2012
176	312 COCA COLA COMPANY	PURCHASED	10/10/2011	12/12/2012
177	174 CONCHO RESOURCES INC	PURCHASED	9/21/2011	1/13/2012
178	100 CUMMINS INC	PURCHASED	5/04/2011	6/04/2012
179	54 CUMMINS INC	PURCHASED	5/04/2011	10/31/2012
180	115 CUMMINS INC	PURCHASED	8/31/2011	10/31/2012
181	242 DANAHER CORP	PURCHASED	10/09/2009	6/12/2012
182	94 DANAHER CORP	PURCHASED	10/09/2009	12/21/2012
183	52 DANAHER CORP	PURCHASED	12/18/2009	12/21/2012
184	4 DANAHER CORP	PURCHASED	1/13/2010	12/21/2012
185	183 DEERE & COMPANY	PURCHASED	1/12/2012	6/19/2012
186	150 DEERE & COMPANY	PURCHASED	2/28/2012	6/19/2012
187	108 DIRECTV CL A	PURCHASED	10/09/2009	6/26/2012
188	60 DIRECTV CL A	PURCHASED	12/18/2009	6/26/2012
189	52 DIRECTV CL A	PURCHASED	1/13/2010	6/26/2012
190	101 DIRECTV CL A	PURCHASED	5/20/2010	6/26/2012
191	79 DIRECTV CL A	PURCHASED	1/07/2011	6/26/2012
192	168 DIRECTV CL A	PURCHASED	8/25/2011	6/26/2012
193	395 DOLLAR GENERAL CORP NEW	PURCHASED	12/07/2011	1/04/2012
194	1,141 EMC CORP MASS	PURCHASED	1/28/2011	6/22/2012
195	560 FOOT LOCKER INC	PURCHASED	10/19/2011	8/01/2012
196	5 GOOGLE INC CL A	PURCHASED	5/20/2010	9/04/2012
197	10 GOOGLE INC CL A	PURCHASED	1/26/2011	9/04/2012
198	301 HALLIBURTON COMPANY	PURCHASED	12/02/2010	5/07/2012
199	58 HALLIBURTON COMPANY	PURCHASED	1/07/2011	5/07/2012
200	343 HALLIBURTON COMPANY	PURCHASED	1/11/2011	5/07/2012
201	1,050 INTEL CORP	PURCHASED	12/15/2011	10/12/2012
202	283 LAS VEGAS SANDS CORP	PURCHASED	1/12/2012	6/26/2012
203	220 LAS VEGAS SANDS CORP	PURCHASED	4/26/2012	6/26/2012
204	14 MASTERCARD INC CLASS A	PURCHASED	12/15/2011	5/01/2012
205	250 MONSTER BEVERAGE CORP	PURCHASED	2/28/2012	5/10/2012
206	252 NORDSTROM INC	PURCHASED	10/09/2009	8/01/2012
207	84 NORDSTROM INC	PURCHASED	12/18/2009	8/01/2012
208	4 NORDSTROM INC	PURCHASED	1/13/2010	8/01/2012
209	445 NUCOR CORP	PURCHASED	9/06/2011	5/07/2012
210	239 OCCIDENTAL PETRO CORP	PURCHASED	3/01/2012	6/19/2012
211	160 OIL STATES INTL INC	PURCHASED	7/26/2011	5/25/2012
212	435 ORACLE CORP	PURCHASED	10/09/2009	1/26/2012
213	275 POTASH CORP SASK INC	PURCHASED	10/12/2011	4/03/2012
214	312 POTASH CORP SASK INC	PURCHASED	2/08/2012	4/03/2012
215	153 SALLY BEAUTY HLDGS INC	PURCHASED	11/02/2011	5/01/2012
216	345 SANDISK CORP	PURCHASED	2/16/2012	4/26/2012
217	345 STARBUCKS CORP	PURCHASED	6/18/2012	8/01/2012
218	526 VALERO ENERGY CORP	PURCHASED	12/02/2011	9/04/2012
219	193 WHOLE FOODS MARKET INC	PURCHASED	11/09/2011	6/28/2012
220	1 WHOLE FOODS MARKET INC	PURCHASED	12/28/2011	6/28/2012
221	95 AECOM TECH CORP	PURCHASED	6/07/2011	6/08/2012
222	22 AECOM TECH CORP	PURCHASED	8/25/2011	6/08/2012
223	53 ACTIVISION BLIZZARD INC	PURCHASED	7/27/2010	9/07/2012
224	118 ACTIVISION BLIZZARD INC	PURCHASED	8/12/2010	9/07/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
225	121 ACTIVISION BLIZZARD INC	PURCHASED	9/24/2010	9/07/2012
226	40 ANNALY CAP MGMT INC	PURCHASED	1/26/2009	6/26/2012
227	18 CONSOLIDATED EDISON INC	PURCHASED	1/26/2009	1/06/2012
228	5 CONSOLIDATED EDISON INC	PURCHASED	1/30/2009	1/06/2012
229	20 CONSOLIDATED EDISON INC	PURCHASED	5/08/2009	1/06/2012
230	10 CONSOLIDATED EDISON INC	PURCHASED	12/17/2009	1/06/2012
231	0.82039 DUKE ENERGY CORP NEW	PURCHASED	1/26/2009	7/03/2012
232	131 EL PASO CORP	PURCHASED	9/22/2011	1/23/2012
233	0.25 EXELON CORP	PURCHASED	10/10/2011	3/16/2012
234	52 GREAT PLAINS ENERGY INC	PURCHASED	1/26/2009	3/09/2012
235	5 GREAT PLAINS ENERGY INC	PURCHASED	1/30/2009	3/09/2012
236	9 GREAT PLAINS ENERGY INC	PURCHASED	4/23/2009	3/09/2012
237	11 GREAT PLAINS ENERGY INC	PURCHASED	4/23/2009	9/14/2012
238	45 GREAT PLAINS ENERGY INC	PURCHASED	5/08/2009	9/14/2012
239	40 GREAT PLAINS ENERGY INC	PURCHASED	9/03/2009	9/14/2012
240	5 GREAT PLAINS ENERGY INC	PURCHASED	12/17/2009	9/14/2012
241	32 GREAT PLAINS ENERGY INC	PURCHASED	12/03/2010	9/14/2012
242	8 HAEMONETICS CORP	PURCHASED	3/17/2011	10/04/2012
243	28 RANGE RESOURCES CORP	PURCHASED	1/26/2009	3/23/2012
244	10 RANGE RESOURCES CORP	PURCHASED	5/08/2009	3/23/2012
245	5 RANGE RESOURCES CORP	PURCHASED	5/08/2009	5/07/2012
246	10 RANGE RESOURCES CORP	PURCHASED	10/07/2009	5/07/2012
247	15 RANGE RESOURCES CORP	PURCHASED	12/17/2009	5/07/2012
248	15 RANGE RESOURCES CORP	PURCHASED	1/25/2011	5/07/2012
249	43 SEADRILL LIMITED	PURCHASED	11/05/2010	3/13/2012
250	34 SEADRILL LIMITED	PURCHASED	11/05/2010	4/10/2012
251	35 SEADRILL LIMITED	PURCHASED	2/08/2011	4/10/2012
252	32 ULTRA PETROLEUM CORP	PURCHASED	1/26/2009	10/05/2012
253	5 ULTRA PETROLEUM CORP	PURCHASED	1/30/2009	10/05/2012
254	25 ULTRA PETROLEUM CORP	PURCHASED	12/17/2009	10/05/2012
255	11 ULTRA PETROLEUM CORP	PURCHASED	3/18/2010	10/05/2012
256	59 ULTRA PETROLEUM CORP	PURCHASED	8/29/2012	10/05/2012
257	60 WEATHERFORD INTL LTD REG	PURCHASED	4/29/2010	1/03/2012
258	89 WEATHERFORD INTL LTD REG	PURCHASED	10/28/2010	1/03/2012
259	51 WEATHERFORD INTL LTD REG	PURCHASED	11/05/2010	1/03/2012
260	98 SANOFI CONTINGENT RTS	PURCHASED	4/11/2011	9/25/2012
261	437 SANOFI CONTINGENT RTS	PURCHASED	6/06/2011	9/25/2012
262	4,400 ISHS INVSTMNT BD FD ETF	PURCHASED	1/26/2009	2/27/2012
263	2,500 ISHS INVSTMNT BD FD ETF	PURCHASED	1/26/2009	8/09/2012
264	2,100 ISHS INVSTMNT BD FD ETF	PURCHASED	1/26/2009	9/26/2012
265	162 CABELAS INC	PURCHASED	10/08/2009	4/27/2012
266	121 HASBRO INC	PURCHASED	10/08/2009	9/04/2012
267	70 HASBRO INC	PURCHASED	5/20/2010	9/04/2012
268	48 KINDER MORGAN MGMT LLC	PURCHASED	10/08/2009	4/27/2012
269	79 KINDER MORGAN MGMT LLC	PURCHASED	10/08/2009	9/04/2012
270	222 KNOLL INC NEW	PURCHASED	10/08/2009	9/04/2012
271	74 KNOLL INC NEW	PURCHASED	12/17/2009	9/04/2012
272	59 KNOLL INC NEW	PURCHASED	5/20/2010	9/04/2012
273	0.5 OLD DOMINION FREIGHT	PURCHASED	4/15/2010	9/07/2012
274	16 OWENS & MINOR INC HLDGS	PURCHASED	10/08/2009	9/04/2012
275	57 OWENS & MINOR INC HLDGS	PURCHASED	12/17/2009	9/04/2012
276	92 OWENS & MINOR INC HLDGS	PURCHASED	5/20/2010	9/04/2012
277	173 STURM RUGER & CO INC	PURCHASED	10/08/2009	4/27/2012
278	0.5 TENET HEALTHCARE CORP	PURCHASED	10/08/2009	10/11/2012
279	69 TREDEGAR CORP	PURCHASED	10/08/2009	4/27/2012
280	356 UDR INC	PURCHASED	10/08/2009	9/04/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
281	155 UDR INC	PURCHASED	5/20/2010	9/04/2012
282	BASIS ADJUSTMENT FOR SECURITIES SOLD	PURCHASED	VARIOUS	1/21/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	54,961.		65,421.	-10,460.				$ -10,460.
2	54,998.		61,245.	-6,247.				-6,247.
3	57,306.		66,363.	-9,057.				-9,057.
4	19,366.		7,948.	11,418.				11,418.
5	40,787.		16,107.	24,680.				24,680.
6	18,958.		14,934.	4,024.				4,024.
7	60,330.		44,697.	15,633.				15,633.
8	19,925.		15,798.	4,127.				4,127.
9	53,442.		47,427.	6,015.				6,015.
10	54,826.		62,288.	-7,462.				-7,462.
11	69,741.		61,288.	8,453.				8,453.
12	59,106.		64,806.	-5,700.				-5,700.
13	19,023.		15,014.	4,009.				4,009.
14	20,466.		13,603.	6,863.				6,863.
15	18,389.		15,979.	2,410.				2,410.
16	17,874.		14,883.	2,991.				2,991.
17	61,976.		60,041.	1,935.				1,935.
18	15,962.		9,116.	6,846.				6,846.
19	48,363.		27,349.	21,014.				21,014.
20	57,112.		61,369.	-4,257.				-4,257.
21	19,231.		15,874.	3,357.				3,357.
22	52,351.		47,593.	4,758.				4,758.
23	70,555.		59,973.	10,582.				10,582.
24	53,101.		66,744.	-13,643.				-13,643.
25	58,498.		66,572.	-8,074.				-8,074.
26	60,250.		67,175.	-6,925.				-6,925.
27	18,262.		16,101.	2,161.				2,161.
28	59,080.		61,090.	-2,010.				-2,010.
29	58,044.		64,353.	-6,309.				-6,309.
30	57,875.		63,248.	-5,373.				-5,373.
31	55,679.		64,321.	-8,642.				-8,642.
32	61,564.		59,721.	1,843.				1,843.
33	57,322.		62,009.	-4,687.				-4,687.
34	17,152.		15,506.	1,646.				1,646.
35	35,085.		46,519.	-11,434.				-11,434.
36	18,805.		16,464.	2,341.				2,341.
37	72,779.		63,390.	9,389.				9,389.
38	65,617.		62,447.	3,170.				3,170.
39	14,704.		9,383.	5,321.				5,321.
40	39,595.		28,495.	11,100.				11,100.
41	70,293.		63,434.	6,859.				6,859.
42	19,179.		16,454.	2,725.				2,725.
43	17,830.		15,420.	2,410.				2,410.
44	61,023.		62,341.	-1,318.				-1,318.
45	49,757.		64,394.	-14,637.				-14,637.
46	70,326.		62,917.	7,409.				7,409.
47	59,427.		61,589.	-2,162.				-2,162.
48	17,853.		15,340.	2,513.				2,513.
49	54,375.		45,922.	8,453.				8,453.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
50	67,913.		59,159.	8,754.				$ 8,754.
51	62,443.		62,666.	-223.				-223.
52	51,554.		65,006.	-13,452.				-13,452.
53	54,159.		64,496.	-10,337.				-10,337.
54	19,601.		15,721.	3,880.				3,880.
55	17,342.		11,790.	5,552.				5,552.
56	48,398.		35,312.	13,086.				13,086.
57	17,904.		15,232.	2,672.				2,672.
58	20,447.		13,736.	6,711.				6,711.
59	44,502.		31,892.	12,610.				12,610.
60	17,339.		15,040.	2,299.				2,299.
61	51,018.		45,200.	5,818.				5,818.
62	24,218.		20,679.	3,539.				3,539.
63	56,067.		63,004.	-6,937.				-6,937.
64	49,650.		62,478.	-12,828.				-12,828.
65	65,116.		59,814.	5,302.				5,302.
66	57,817.		64,280.	-6,463.				-6,463.
67	11.		10.	1.				1.
68	2,039.		1,592.	447.				447.
69	1,483.		1,521.	-38.				-38.
70	795.		808.	-13.				-13.
71	2,761.		2,915.	-154.				-154.
72	3,275.		3,158.	117.				117.
73	5,475.		5,663.	-188.				-188.
74	2,689.		2,513.	176.				176.
75	2,483.		5,585.	-3,102.				-3,102.
76	1,100.		2,406.	-1,306.				-1,306.
77	2,627.		5,427.	-2,800.				-2,800.
78	2,385.		2,176.	209.				209.
79	1,433.		1,269.	164.				164.
80	1,760.		2,179.	-419.				-419.
81	2,620.		3,269.	-649.				-649.
82	756.		1,516.	-760.				-760.
83	875.		1,618.	-743.				-743.
84	758.		1,302.	-544.				-544.
85	952.		1,361.	-409.				-409.
86	1,619.		1,226.	393.				393.
87	1,198.		2,572.	-1,374.				-1,374.
88	1,198.		2,022.	-824.				-824.
89	4,604.		5,175.	-571.				-571.
90	3,976.		4,350.	-374.				-374.
91	1,385.		1,242.	143.				143.
92	1,614.		1,371.	243.				243.
93	1,421.		857.	564.				564.
94	2,376.		2,544.	-168.				-168.
95	906.		3,804.	-2,898.				-2,898.
96	354.		1,198.	-844.				-844.
97	297.		1,629.	-1,332.				-1,332.
98	289.		1,280.	-991.				-991.
99	413.		2,037.	-1,624.				-1,624.
100	345.		1,493.	-1,148.				-1,148.
101	263.		937.	-674.				-674.
102	911.		3,036.	-2,125.				-2,125.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
103	391.		1,113.	-722.				$ -722.
104	908.		2,257.	-1,349.				-1,349.
105	4,089.		3,617.	472.				472.
106	2,898.		2,443.	455.				455.
107	3,804.		3,088.	716.				716.
108	1,863.		1,558.	305.				305.
109	2,200.		1,656.	544.				544.
110	3,002.		2,010.	992.				992.
111	2,122.		1,222.	900.				900.
112	2,356.		2,917.	-561.				-561.
113	347.		352.	-5.				-5.
114	1,159.		1,170.	-11.				-11.
115	2,070.		2,006.	64.				64.
116	966.		953.	13.				13.
117	2,432.		2,347.	85.				85.
118	1,303.		1,494.	-191.				-191.
119	2,490.		2,001.	489.				489.
120	1,283.		1,061.	222.				222.
121	951.		697.	254.				254.
122	1,358.		1,251.	107.				107.
123	1,203.		952.	251.				251.
124	645.		501.	144.				144.
125	192.		156.	36.				36.
126	767.		1,363.	-596.				-596.
127	1,437.		1,989.	-552.				-552.
128	6,486.		5,149.	1,337.				1,337.
129	1,301.		1,018.	283.				283.
130	38.		28.	10.				10.
131	1,786.		1,184.	602.				602.
132	2,689.		1,834.	855.				855.
133	2,138.		1,818.	320.				320.
134	1,183.		996.	187.				187.
135	1,841.		1,674.	167.				167.
136	3,185.		2,806.	379.				379.
137	4,242.		4,908.	-666.				-666.
138	3.		3.	0.				0.
139	1,068.		1,023.	45.				45.
140	1,841.		1,263.	578.				578.
141	1,369.		867.	502.				502.
142	300,000.		300,000.	0.				0.
143	300,000.		300,000.	0.				0.
144	32,676.		32,500.	176.				176.
145	100,148.		99,750.	398.				398.
146	80,919.		80,475.	444.				444.
147	87,617.		87,275.	342.				342.
148	289,995.		257,243.	32,752.				32,752.
149	145,459.		145,000.	459.				459.
150	269,620.		247,420.	22,200.				22,200.
151	259,083.		250,544.	8,539.				8,539.
152	27,434.		29,073.	-1,639.				-1,639.
153	10,718.		9,267.	1,451.				1,451.
154	17,011.		15,192.	1,819.				1,819.
155	7,712.		9,676.	-1,964.				-1,964.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
156	11,635.		15,141.	-3,506.				$ -3,506.
157	27,955.		27,811.	144.				144.
158	16,918.		16,795.	123.				123.
159	6,105.		6,502.	-397.				-397.
160	11,125.		9,554.	1,571.				1,571.
161	15,398.		15,640.	-242.				-242.
162	11,183.		11,638.	-455.				-455.
163	4,061.		4,439.	-378.				-378.
164	12,790.		13,083.	-293.				-293.
165	10,965.		9,459.	1,506.				1,506.
166	4,837.		3,791.	1,046.				1,046.
167	9,997.		8,657.	1,340.				1,340.
168	8,801.		15,225.	-6,424.				-6,424.
169	12,541.		12,417.	124.				124.
170	11,481.		13,546.	-2,065.				-2,065.
171	15,636.		17,072.	-1,436.				-1,436.
172	6,215.		6,528.	-313.				-313.
173	28,035.		28,791.	-756.				-756.
174	10,989.		9,818.	1,171.				1,171.
175	5,128.		4,669.	459.				459.
176	11,764.		10,372.	1,392.				1,392.
177	17,333.		15,079.	2,254.				2,254.
178	8,992.		11,392.	-2,400.				-2,400.
179	5,056.		6,152.	-1,096.				-1,096.
180	10,768.		10,740.	28.				28.
181	12,337.		8,211.	4,126.				4,126.
182	5,254.		3,189.	2,065.				2,065.
183	2,907.		1,945.	962.				962.
184	224.		154.	70.				70.
185	14,256.		15,460.	-1,204.				-1,204.
186	11,685.		12,506.	-821.				-821.
187	5,002.		2,955.	2,047.				2,047.
188	2,779.		1,976.	803.				803.
189	2,409.		1,744.	665.				665.
190	4,678.		3,788.	890.				890.
191	3,659.		3,318.	341.				341.
192	7,781.		7,074.	707.				707.
193	16,345.		15,598.	747.				747.
194	28,121.		27,886.	235.				235.
195	18,392.		12,345.	6,047.				6,047.
196	3,395.		2,409.	986.				986.
197	6,789.		6,192.	597.				597.
198	9,729.		12,112.	-2,383.				-2,383.
199	1,875.		2,258.	-383.				-383.
200	11,087.		13,469.	-2,382.				-2,382.
201	22,504.		24,570.	-2,066.				-2,066.
202	12,142.		12,825.	-683.				-683.
203	9,439.		12,465.	-3,026.				-3,026.
204	6,516.		5,055.	1,461.				1,461.
205	18,298.		14,203.	4,095.				4,095.
206	13,403.		8,359.	5,044.				5,044.
207	4,468.		2,977.	1,491.				1,491.
208	213.		149.	64.				64.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
209	16,711.		14,666.	2,045.				$ 2,045.
210	20,238.		24,996.	-4,758.				-4,758.
211	10,907.		13,587.	-2,680.				-2,680.
212	12,279.		9,026.	3,253.				3,253.
213	12,804.		13,608.	-804.				-804.
214	14,527.		14,471.	56.				56.
215	4,076.		2,937.	1,139.				1,139.
216	12,856.		16,646.	-3,790.				-3,790.
217	15,362.		18,677.	-3,315.				-3,315.
218	16,129.		12,080.	4,049.				4,049.
219	17,879.		13,059.	4,820.				4,820.
220	93.		70.	23.				23.
221	1,508.		2,613.	-1,105.				-1,105.
222	349.		456.	-107.				-107.
223	647.		627.	20.				20.
224	1,440.		1,285.	155.				155.
225	1,477.		1,308.	169.				169.
226	683.		607.	76.				76.
227	1,071.		732.	339.				339.
228	298.		206.	92.				92.
229	1,190.		755.	435.				435.
230	595.		455.	140.				140.
231	56.		37.	19.				19.
232	3,520.		2,311.	1,209.				1,209.
233	10.		10.	0.				0.
234	1,038.		1,000.	38.				38.
235	100.		97.	3.				3.
236	180.		129.	51.				51.
237	245.		158.	87.				87.
238	1,001.		675.	326.				326.
239	890.		702.	188.				188.
240	111.		98.	13.				13.
241	712.		610.	102.				102.
242	648.		510.	138.				138.
243	1,656.		1,017.	639.				639.
244	591.		451.	140.				140.
245	319.		226.	93.				93.
246	639.		498.	141.				141.
247	958.		746.	212.				212.
248	958.		700.	258.				258.
249	1,643.		1,424.	219.				219.
250	1,221.		1,126.	95.				95.
251	1,257.		1,228.	29.				29.
252	701.		1,151.	-450.				-450.
253	110.		180.	-70.				-70.
254	548.		1,272.	-724.				-724.
255	241.		510.	-269.				-269.
256	1,293.		1,220.	73.				73.
257	916.		1,100.	-184.				-184.
258	1,359.		1,509.	-150.				-150.
259	779.		967.	-188.				-188.
260	166.		231.	-65.				-65.
261	739.		1,071.	-332.				-332.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
262	515,539.		433,134.	82,405.				$ 82,405.
263	299,294.		246,099.	53,195.				53,195.
264	255,165.		206,723.	48,442.				48,442.
265	6,223.		2,294.	3,929.				3,929.
266	4,487.		3,402.	1,085.				1,085.
267	2,596.		2,775.	-179.				-179.
268	3,619.		1,962.	1,657.				1,657.
269	5,851.		3,166.	2,685.				2,685.
270	3,200.		2,318.	882.				882.
271	1,067.		710.	357.				357.
272	850.		781.	69.				69.
273	15.		8.	7.				7.
274	448.		487.	-39.				-39.
275	1,597.		1,574.	23.				23.
276	2,578.		2,752.	-174.				-174.
277	9,508.		2,240.	7,268.				7,268.
278	12.		12.	0.				0.
279	1,209.		1,062.	147.				147.
280	8,988.		5,532.	3,456.				3,456.
281	3,914.		3,015.	899.				899.
282	0.		42,845.	-42,845.				-42,845.
							TOTAL	$ 323,118.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
STEVEN C. HARKER 2020 SUMMIT DRIVE SHERIDAN, WY 82801	ASSISTANT TREAS 1.00	$ 3,600.	$ 0.	$ 0.
RICHARD KILPATRICK 114 SCOTT DRIVE SHERIDAN, WY 82801	ASSISTANT SEC. 1.00	3,600.	0.	0.
ARTHUR FELKER 1305 GAGE PLACE SHERIDAN, WY 82801	PRESIDENT 2.00	4,800.	0.	0.
RONALD J. DESTEFANO 1110 ABSARAKA SHERIDAN, WY 82801	PROPERTY MGR 1.00	3,600.	0.	0.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROMAN SKATULA 222 2ND WEST PARKWAY SHERIDAN, WY 82801	TREASURER 6.00	$ 4,800.	$ 0.	$ 0.
	TOTAL	$ 20,400.	$ 0.	$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	GRIFFITH FOUNDATION
CARE OF:	ROMAN SKATULA
STREET ADDRESS:	2 NORTH MAIN STREET, SUITE 401
CITY, STATE, ZIP CODE:	SHERIDAN, WY 82801
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	LETTER FORMAT
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	DISCRETION OF THE BOARD OF TRUSTEES

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST PETERS EPISCOPAL CHURCH 1 S. TSCHIRGI SHERIDAN, WY 82801	NONE	CHURCH	SUPPORT FOR CHURCH ACTIVITIES	$ 25,000.
YOUTH, INC. % T. SMITH, 31 WAGON BOX STORY, WY 82801	NONE	PUBLIC	SUPPORT YOUTH CAMPING	10,000.
MEMORIAL HOSPITAL OF SHERIDAN 1404 WEST 5TH SHERIDAN, WY 82801	NONE	HOSP	SUPPORT GENERAL MEDICAL/ HOSPITAL FUNCTIONS	187,500.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SHERIDAN COLLEGE 3059 COFFEEN AVE SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT FOR GENERAL SCHOOL/ EDUCATIONAL FUNCTIONS	$ 135,000.
GIRL SCOUTS 244 NORTH MAIN SHERIDAN, WY 82801	NONE	PUBLIC	PUBLIC GIRL SCOUT PROGRAM	5,000.
SENIOR CENTER 211 SMITH SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT COMMUNITY BASED SENIOR CITIZEN CENTER	75,000.
FREE CLINIC OF SHERIDAN COUNTY P.O. BOX 682 SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT OF CLINIC PROVIDING FREE HEALTH CARE FOR THE UNINSURED	10,000.
SHR COUNTY HISTORICAL MUSEUM SIBLEY CIRCLE SHERIDAN, WY 82801	NONE	501 (C) 3	GENERAL SUPPORT	22,500.
SHERIDAN COUNTY LIBRARY FOUNDATION 335 WEST ALGER SHERIDAN, WY 82801	NONE	501 (C) 3	GENERAL SUPPORT	25,000.
			TOTAL	$ 495,000.