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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 01-01-2012 , and ending 12-31-2012

Name of foundation
REVERSIBLE DESTINY FOUNDATION INC

A Employer identification number
27-3097425

Number and street (or P O box number if mail is not delivered to street address)
124 WEST HOUSTON STREET

Room/suite

B Telephone number (see instructions)
(212) 674-1613

City or town, state, and ZIP code
NEW YORK, NY 10012

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)* $ 1,246,681

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))*

		Line	Description	(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 (attach schedule)				
	2	Check ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7	7	7	
	4	Dividends and interest from securities	35,527	35,527	35,527	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	29,464			
	b	Gross sales price for all assets on line 6a 594,057				
	7	Capital gain net income (from Part IV, line 2)		29,464		
	8	Net short-term capital gain			2,981	
	9	Income modifications				
	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)	434			
	12	**Total.** Add lines 1 through 11	65,432	64,998	38,515	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	235,825			235,825
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	14,510			14,510
	b	Accounting fees (attach schedule)	18,235	4,559		13,676
	c	Other professional fees (attach schedule)	66,472			66,472
	17	Interest	5	5		
	18	Taxes (attach schedule) (see instructions)	22,521	3,167		19,354
	19	Depreciation (attach schedule) and depletion	3,365			
	20	Occupancy				
	21	Travel, conferences, and meetings	11,199			11,199
	22	Printing and publications	6,376			6,376
	23	Other expenses (attach schedule)	100,059	6,126		93,933
	24	**Total operating and administrative expenses.** Add lines 13 through 23	478,567	13,857		461,345
	25	Contributions, gifts, grants paid	0			0
	26	**Total expenses and disbursements.** Add lines 24 and 25	478,567	13,857		461,345
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-413,135			
	b	**Net investment income** (if negative, enter -0-)		51,141		
	c	**Adjusted net income** (if negative, enter -0-)			38,515	

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	16,344	2,339	2,339
	2	Savings and temporary cash investments	26,423	29,189	29,189
	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 page 15 of the 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)	1,569,336	606,681	617,681
	c	Investments—corporate bonds (attach schedule)		573,712	588,576
	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 ▶ 16,909 Less accumulated depreciation (attach schedule) ▶ 8,013	8,387	8,896	8,896
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,620,490	1,220,817	1,246,681
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	52,076	64,188	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)		1,227	
	23	**Total liabilities** (add lines 17 through 22)	52,076	65,415	
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	1,568,414	1,155,402	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,568,414	1,155,402	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,620,490	1,220,817	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,568,414
2	Enter amount from Part I, line 27a	2	-413,135
3	Other increases not included in line 2 (itemize) ▶	3	123
4	Add lines 1, 2, and 3	4	1,155,402
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	1,155,402

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)
1 a				
b	Capital Gain Dividends			
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				5,615
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
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	29,464
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	2,981

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 page 18 of 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			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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 page 18 of the 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	1,023
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	
3	Add lines 1 and 2			3	1,023
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,023
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,114		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,114
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,091
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,091	**Refunded** ▶		11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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	Yes	
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	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW REVERSIBLEDESTINY ORG

14 The books are in care of ▶MADELINE ARAKAWA GINS Telephone no ▶(212) 674-1613

Located at ▶124 WEST HOUSTON STREET NEW YORK NY ZIP +4 ▶10012

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 |

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		No

See 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 page 20 of the instructions)?	1b		No
	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		No
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		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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** **No**

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** **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? **7b** **No**

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
MOMOYO HOMMA 2-15-2 INOKASHIRA MITAKA-SHI,TOKYO 181-0001 JA	Secretary 5 00	0		
MADELINE ARAKAWA GINS 124 WEST HOUSTON STREET NEW YORK,NY 10012	President 40 00	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
JOHANNA MACNAIR 124 WEST HOUSTON STREET NEW YORK,NY 10012	ARCHITECT 40 00	65,069	2,990	

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		

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

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 THE INVENTION, FUNDING AND ASSEMBLY OF WORKS OF PROCEDURAL ARCHITECTURE IN PUBLIC PLACES IN EXPERIMENTAL MATERIALS TO BE REALIZED BY ARTISTS IN ALL MEDIA (INCLUDING BUT NOT LIMITED TO POETS AND PHILOSOPHERS) BOTH FOR EXPLORING THE FULL RANGE OF HUMAN CAPABILITY AND FOR FIGURING OUT HOW TO EXTEND HUMAN LIFESPAN	461,345
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,382,641
b	Average of monthly cash balances	1b	52,738
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,435,379
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	
3	Subtract line 2 from line 1d	3	1,435,379
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,531
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,413,848
6	**Minimum investment return.** Enter 5% of line 5	6	70,692

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

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	461,345
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	461,345
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	461,345

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ ____________				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part 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. . . . . . . ▶ 2010-03-12

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	38,515	78,000	355		116,870
b 85% of line 2a	32,738	66,300	302		99,340
c Qualifying distributions from Part XII, line 4 for each year listed	461,345	470,631	81,025		1,013,001
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	461,345	470,631	81,025		1,013,001
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. . .	47,128	60,861	24,522		132,511
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 organization 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))

MADELINE ARAKAWA GINS

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total . . . . ▶ **3a**				
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 ROYALTIES					434
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	7	
4 Dividends and interest from securities. . . .			14	35,527	
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	29,464	
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). .				64,998	434

13 **Total.** Add line 12, columns (b), (d), and (e). 13 65,432

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MAX EISIKOVIC	MAX EISIKOVIC			P00283635
Firm's name ▶	Eisikovic & Kane LLP		Firm's EIN ▶	
Firm's address ▶	1430 Broadway Suite 1105 New York, NY 100183394		Phone no (212) 944-7733	

TY 2012 Accounting Fees Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & BOOKKEEPING FEES	18,235	4,559	0	13,676

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
MACHINERY & EQUIPMENT	2012-04-04	3,874		53	20 00 %	775			
MACHINERY & EQUIPMENT	2011-05-09	689	138	53	32 00 %	220			
MACHINERY & EQUIPMENT	2010-07-01	4,054	1,442	53	19 20 %	778			
MACHINERY & EQUIPMENT	2010-07-01	8,292	3,068	53	19 20 %	1,592			

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TY 2012 Investments Corporate Bonds Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND SECURITIES	573,712	588,576

TY 2012 Investments Corporate Stock Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE SECURITIES	606,681	617,681

TY 2012 Land, Etc. Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	16,909	8,013	8,896	8,896

TY 2012 Legal Fees Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	14,510	0	0	14,510

TY 2012 Other Expenses Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC
EIN: 27-3097425
Software ID: 12000229
Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE EXPENSES	13,000			13,000
UTILITIES	12,109			12,109
TELEPHONE EXPENSES	5,845			5,845
REPAIRS & MAINTENANCE	2,004			2,004
PUBLIC RELATIONS	2,228			2,228
POSTAGE	2,811			2,811
PAYROLL PROCESSING FEE	2,012			2,012
OFFICE EXPENSES	25,976			25,976
MEALS & ENTERTAINMENT	13,110			13,110
INVESTMENT FEES	6,126	6,126		
INTERNET ACCESS FEES	3,453			3,453
INSURANCE EXPENSES	3,118			3,118
FILING FEES	477			477
EMPLOYEE BENEFITS	5,979			5,979
COMPUTER EXPENSES	1,317			1,317
BANK SERVICE CHARGES	494			494

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TY 2012 Other Income Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	434		

TY 2012 Other Increases Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
OTHER INCREASES	123

TY 2012 Other Liabilities Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE		1,227

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TY 2012 Other Professional Fees Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	66,472	0	0	66,472

TY 2012 Taxes Schedule

Name: REVERSIBLE DESTINY FOUNDATION INC

EIN: 27-3097425

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	19,354			19,354
INCOME TAXES	3,000	3,000		
FOREIGN TAXES ON INVESTMENTS	167	167		

Holdings

BERNSTEIN
Global Wealth Management

Account REVERSIBLE DESTINY FOUNDATION, INC
As of December 31, 2012

Cash Balances	15,439 260	CASH		$ 1 000	$ 1 00	$ 15,439	$ 15,439	$ -	$ -	$ 14	0 1%	1 2%	52 9%
Cash Balances	13,750 000	CASH		$ 1 000	$ 1 00	$ 13,750	$ 13,750	$ -	$ -	$ 12	0 1%	1 1%	47 1%
Fixed Income	41,772 614	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	$ 13 734	$ 14 09	$ 573,712	$ 588,576	$ 480	$ 14,864	$ 15,599	1 7%	47 6%	100 0%
Equities	4,497 967	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	$ 15 452	$ 13 91	$ 69,502	$ 62,567	$ -	$ (6,935)	$ 1,187	1 9%	5 1%	24 9%
Equities	389 967	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	$ 26 421	$ 28 27	$ 10,304	$ 11,024	$ -	$ 721	$ 140	1 3%	0 9%	4 4%
Equities	652 273	AB DISCOVERY GROWTH FND CL ADV	CHCYX	$ 7 000	$ 7 48	$ 4,566	$ 4,879	$ -	$ 313	$ -	0 0%	0 4%	1 9%
Equities	277 623	AB DISCOVERY VALUE FUND CL ADV	ABYSX	$ 16 089	$ 17 35	$ 4,467	$ 4,817	$ -	$ 350	$ -	0 0%	0 4%	1 9%
Equities	9 000	APPLE INC	AAPL	$ 263 947	$ 533 03	$ 2,376	$ 4,797	$ -	$ 2,422	$ 95	2 0%	0 4%	1 9%
Equities	185 000	PFIZER INC	PFE	$ 15 920	$ 25 08	$ 2,945	$ 4,640	$ -	$ 1,694	$ 178	3 8%	0 4%	1 8%
Equities	100 000	CITIGROUP INC	C	$ 40 005	$ 39 56	$ 4,000	$ 3,956	$ -	$ (44)	$ 4	0 1%	0 3%	1 6%
Equities	80 000	ASTRAZENECA PLC-SPONS ADR	AZN	$ 47 682	$ 47 27	$ 3,815	$ 3,782	$ -	$ (33)	$ 144	3 8%	0 3%	1 5%
Equities	115 000	ALTRIA GROUP INC	MO	$ 30 526	$ 31 44	$ 3,511	$ 3,616	$ 51	$ 105	$ 202	5 6%	0 3%	1 5%
Equities	105 000	WELLS FARGO & COMPANY	WFC	$ 32 167	$ 34 18	$ 3,378	$ 3,589	$ -	$ 211	$ 92	2 6%	0 3%	1 4%
Equities	120 000	KROGER CO	KR	$ 23 340	$ 26 02	$ 2,801	$ 3,122	$ -	$ 322	$ 72	2 3%	0 3%	1 2%
Equities	16 000	INTL BUSINESS MACHINES CORP	IBM	$ 197 793	$ 191 55	$ 3,165	$ 3,065	$ -	$ (100)	$ 54	1 8%	0 2%	1 2%
Equities	50 000	WELLPOINT INC	WLP	$ 73 590	$ 60 92	$ 3,680	$ 3,046	$ -	$ (634)	$ 58	1 9%	0 2%	1 2%
Equities	4 000	GOOGLE INC-CL A	GOOG	$ 499 728	$ 709 37	$ 1,999	$ 2,837	$ -	$ 839	$ -	0 0%	0 2%	1 1%
Equities	40 000	JOHNSON & JOHNSON	JNJ	$ 60 477	$ 70 10	$ 2,419	$ 2,804	$ -	$ 385	$ 98	3 5%	0 2%	1 1%
Equities	65 000	BP PLC-SPONS ADR	BP	$ 38 059	$ 41 64	$ 2,474	$ 2,707	$ -	$ 233	$ 140	5 2%	0 2%	1 1%
Equities	14 000	PRECISION CASTPARTS CORP	PCP	$ 154 464	$ 189 42	$ 2,162	$ 2,652	$ -	$ 489	$ 2	0 1%	0 2%	1 1%
Equities	30 000	EXXON MOBIL CORP	XOM	$ 80 156	$ 86 55	$ 2,405	$ 2,597	$ -	$ 192	$ 68	2 6%	0 2%	1 0%
Equities	20 000	UNION PACIFIC CORP	UNP	$ 118 410	$ 125 72	$ 2,368	$ 2,514	$ 14	$ 146	$ 55	2 2%	0 2%	1 0%
Equities	30 000	PHILIP MORRIS INTERNATIONAL	PM	$ 86 249	$ 83 64	$ 2,587	$ 2,509	$ 26	$ (78)	$ 102	4 1%	0 2%	1 0%
Equities	17 000	BIOGEN IDEC INC	BIIB	$ 133 575	$ 146 67	$ 2,271	$ 2,493	$ -	$ 223	$ -	0 0%	0 2%	1 0%
Equities	35 000	SCHLUMBERGER LTD	SLB	$ 57 877	$ 69 30	$ 2,026	$ 2,425	$ 11	$ 400	$ 39	1 6%	0 2%	1 0%
Equities	35 000	CITRIX SYSTEMS INC	CTXS	$ 66 898	$ 65 75	$ 2,341	$ 2,301	$ -	$ (40)	$ -	0 0%	0 2%	0 9%
Equities	15 000	VISA INC - CLASS A SHRS	V	$ 123 039	$ 151 58	$ 1,846	$ 2,274	$ -	$ 428	$ 20	0 9%	0 2%	0 9%
Equities	30 000	COGNIZANT TECH SOLUTIONS-A	CTSH	$ 70 326	$ 74 05	$ 2,110	$ 2,222	$ -	$ 112	$ -	0 0%	0 2%	0 9%
Equities	40 000	UNITEDHEALTH GROUP INC	UNH	$ 43 905	$ 54 24	$ 1,756	$ 2,170	$ -	$ 413	$ 34	1 6%	0 2%	0 9%
Equities	14 000	SHERWIN-WILLIAMS CO/THE	SHW	$ 130 422	$ 153 82	$ 1,826	$ 2,153	$ -	$ 328	$ 22	1 0%	0 2%	0 9%
Equities	55 000	MACY'S INC	M	$ 34 814	$ 39 02	$ 1,915	$ 2,146	$ 11	$ 231	$ 44	2 1%	0 2%	0 9%
Equities	150 000	HEWLETT-PACKARD CO	HPQ	$ 30 718	$ 14 25	$ 4,608	$ 2,138	$ 20	$ (2,470)	$ 79	3 7%	0 2%	0 9%
Equities	30 000	DIAMOND OFFSHORE DRILLING	DO	$ 65 796	$ 67 96	$ 1,974	$ 2,039	$ -	$ 65	$ 15	0 7%	0 2%	0 8%
Equities	40 000	THE WALT DISNEY CO	DIS	$ 35 221	$ 49 79	$ 1,409	$ 1,992	$ -	$ 583	$ 30	1 5%	0 2%	0 8%
Equities	35 000	DANAHER CORP	DHR	$ 40 498	$ 55 90	$ 1,417	$ 1,957	$ -	$ 539	$ 4	0 2%	0 2%	0 8%

BERNSTEIN
Global Wealth Management

Holdings

Account REVERSIBLE DESTINY FOUNDATION, INC

As of December 31, 2012

Equities	55 000	KINDER MORGAN INC	KMI	$ 34 709	$ 35 33	$ 1,909	$ 1,943	$ -	$ 34	$ 79	4 1%	0 2%	0 8%
Equities	50 000	CIT GROUP INC	CIT	$ 34 604	$ 38 64	$ 1,730	$ 1,932	$ -	$ 202	$ -	0 0%	0 2%	0 8%
Equities	40 000	TIME WARNER INC	TWX	$ 41 087	$ 47 83	$ 1,643	$ 1,913	$ -	$ 270	$ 42	2 2%	0 2%	0 8%
Equities	15 000	INTERCONTINENTALEXCH ANGE INC	ICE	$ 134 445	$ 123 81	$ 2,017	$ 1,857	$ -	$ (160)	$ -	0 0%	0 2%	0 7%
Equities	30 000	HOME DEPOT INC	HD	$ 54 478	$ 61 85	$ 1,634	$ 1,856	$ -	$ 221	$ 35	1 9%	0 2%	0 7%
Equities	18 000	NOBLE ENERGY INC	NBL	$ 62 981	$ 101 74	$ 1,134	$ 1,831	$ -	$ 698	$ 18	1 0%	0 1%	0 7%
Equities	155 000	MGM RESORTS INTERNATIONAL	MGM	$ 13 954	$ 11 64	$ 2,163	$ 1,804	$ -	$ (359)	$ -	0 0%	0 1%	0 7%
Equities	85 000	GENERAL ELECTRIC CO	GE	$ 16 332	$ 20 99	$ 1,388	$ 1,784	$ 16	$ 396	$ 65	3 6%	0 1%	0 7%
Equities	19 000	IDEXX LABS CORP	IDXX	$ 88 345	$ 92 80	$ 1,679	$ 1,763	$ -	$ 85	$ -	0 0%	0 1%	0 7%
Equities	7 000	AMAZON COM INC	AMZN	$ 224 394	$ 251 14	$ 1,571	$ 1,758	$ -	$ 187	$ -	0 0%	0 1%	0 7%
Equities	15 000	LORILLARD INC	LO	$ 115 619	$ 116 67	$ 1,734	$ 1,750	$ -	$ 16	$ 93	5 3%	0 1%	0 7%
Equities	150 000	APPLIED MATERIALS INC	AMAT	$ 10 954	$ 11 44	$ 1,643	$ 1,716	$ -	$ 73	$ 54	3 2%	0 1%	0 7%
Equities	40 000	TJX COMPANIES INC	TJX	$ 42 325	$ 42 45	$ 1,693	$ 1,698	$ -	$ 5	$ 18	1 1%	0 1%	0 7%
Equities	17 000	TIME WARNER CABLE	TWC	$ 57 176	$ 97 19	$ 972	$ 1,652	$ -	$ 680	$ -	0 0%	0 1%	0 7%
Equities	40 000	MEDTRONIC INC	MDT	$ 42 964	$ 41 02	$ 1,719	$ 1,641	$ -	$ (78)	$ 42	2 5%	0 1%	0 7%
Equities	24 000	NATIONAL - OILWELL INC	NOV	$ 80 168	$ 68 35	$ 1,924	$ 1,640	$ -	$ (284)	$ 12	0 8%	0 1%	0 7%
Equities	30 000	EATON CORP PLC	ETN	$ 44 715	$ 54 18	$ 1,341	$ 1,625	$ -	$ 284	$ -	0 0%	0 1%	0 6%
Equities	125 000	FORD MOTOR CO	F	$ 10 318	$ 12 95	$ 1,290	$ 1,619	$ -	$ 329	$ 25	1 5%	0 1%	0 6%
Equities	30 000	STARBUCKS CORP	SBUX	$ 34 090	$ 53 62	$ 1,023	$ 1,609	$ -	$ 586	$ 25	1 6%	0 1%	0 6%
Equities	30 000	VIACOM INC-CLASS B	VIAB	$ 49 508	$ 52 74	$ 1,485	$ 1,582	$ -	$ 97	$ 33	2 1%	0 1%	0 6%
Equities	80 000	CISCO SYSTEMS INC	CSCO	$ 19 251	$ 19 65	$ 1,540	$ 1,572	$ -	$ 32	$ 45	2 9%	0 1%	0 6%
Equities	16 000	MCKESSON CORP	MCK	$ 87 590	$ 96 96	$ 1,401	$ 1,551	$ 3	$ 150	$ 13	0 8%	0 1%	0 6%
Equities	40 000	DISCOVER FINANCIAL SERVICES	DFS	$ 41 053	$ 38 55	$ 1,642	$ 1,542	$ 6	$ (100)	$ 22	1 5%	0 1%	0 6%
Equities	14 000	CHEVRON CORP	CVX	$ 107 462	$ 108 14	$ 1,504	$ 1,514	$ -	$ 9	$ 50	3 3%	0 1%	0 6%
Equities	22 000	WAL-MART STORES INC	WMT	$ 66 100	$ 68 23	$ 1,454	$ 1,501	$ -	$ 47	$ 35	2 3%	0 1%	0 6%
Equities	40 000	COMCAST CORP-CLASS A	CMCSA	$ 24 859	$ 37 38	$ 994	$ 1,495	$ 7	$ 501	$ 26	1 7%	0 1%	0 6%
Equities	25 000	INTUIT INC	INTU	$ 52 855	$ 59 50	$ 1,321	$ 1,488	$ -	$ 166	$ 17	1 1%	0 1%	0 6%
Equities	3 000	INTUITIVE SURGICAL INC	ISRG	$ 507 043	$ 490 37	$ 1,521	$ 1,471	$ -	$ (50)	$ -	0 0%	0 1%	0 6%
Equities	125 000	BANK OF AMERICA CORP	BAC	$ 10 571	$ 11 61	$ 1,321	$ 1,451	$ -	$ 130	$ 5	0 3%	0 1%	0 6%
Equities	45 000	US BANCORP	USB	$ 31 634	$ 31 94	$ 1,424	$ 1,437	$ 9	$ 14	$ 35	2 4%	0 1%	0 6%
Equities	25 000	LYONDELLBASELL INDU-CL A	LYB	$ 24 503	$ 57 09	$ 613	$ 1,427	$ -	$ 815	$ 3	0 2%	0 1%	0 6%
Equities	21 000	ANSYS INC	ANSS	$ 60 650	$ 67 34	$ 1,274	$ 1,414	$ -	$ 140	$ -	0 0%	0 1%	0 6%
Equities	18 000	BECTON DICKINSON & CO	BDX	$ 75 769	$ 78 19	$ 1,364	$ 1,407	$ -	$ 44	$ 36	2 5%	0 1%	0 6%
Equities	40 000	AT&T INC	T	$ 34 559	$ 33 71	$ 1,382	$ 1,348	$ -	$ (34)	$ 72	5 3%	0 1%	0 5%
Equities	15 000	BERKSHIRE HATHAWAY INC-CL B	BRK/B	$ 84 833	$ 89 70	$ 1,273	$ 1,346	$ -	$ 73	$ -	0 0%	0 1%	0 5%
Equities	25 000	HARLEY DAVIDSON INC	HOG	$ 42 218	$ 48 83	$ 1,055	$ 1,221	$ -	$ 165	$ 16	1 3%	0 1%	0 5%
Equities	55 000	TIBCO SOFTWARE INC	TIBX	$ 28 781	$ 22 01	$ 1,583	$ 1,211	$ -	$ (372)	$ -	0 0%	0 1%	0 5%
Equities	65 000	NV ENERGY INC	NVE	$ 16 232	$ 18 14	$ 1,055	$ 1,179	$ -	$ 124	$ 44	3 8%	0 1%	0 5%
Equities	40 000	BB&T CORP	BBT	$ 33 372	$ 29 11	$ 1,335	$ 1,164	$ -	$ (170)	$ 32	2 8%	0 1%	0 5%
Equities	10 000	LIBERTY MEDIA CORP - LIBER-A	LMCA	$ 114 245	$ 116 01	$ 1,142	$ 1,160	$ -	$ 18	$ -	0 0%	0 1%	0 5%

BERNSTEIN
Global Wealth Management

Holdings

Account REVERSIBLE DESTINY FOUNDATION, INC

As of December 31, 2012

Equities	25 000	VERIZON COMMUNICATIONS INC	VZ	$ 45 820	$ 43 27	$ 1,146	$ 1,082	$ -	$ (64)	$ 52	4 8%	0 1%	0 4%
Equities	11 000	ULTA SALON COSMETICS & FRAGRAN	ULTA	$ 97 375	$ 98 26	$ 1,071	$ 1,081	$ -	$ 10	$ 11	1 0%	0 1%	0 4%
Equities	11 000	F5 NETWORKS INC	FFIV	$ 113 986	$ 97 15	$ 1,254	$ 1,069	$ -	$ (185)	$ -	0 0%	0 1%	0 4%
Equities	55 000	TYSON FOODS INC-CL A	TSN	$ 17 571	$ 19 40	$ 966	$ 1,067	$ -	$ 101	$ 11	1 0%	0 1%	0 4%
Equities	45 000	FIDELITY NATIONAL FINANCIAL IN	FNF	$ 19 966	$ 23 55	$ 898	$ 1,060	$ -	$ 161	$ 29	2 7%	0 1%	0 4%
Equities	12 000	MCDONALD'S CORP	MCD	$ 90 449	$ 88 21	$ 1,085	$ 1,059	$ -	$ (27)	$ 37	3 5%	0 1%	0 4%
Equities	30 000	FIDELITY NATIONAL INFORMATION	FIS	$ 32 600	$ 34 81	$ 978	$ 1,044	$ -	$ 66	$ 24	2 3%	0 1%	0 4%
Equities	25 000	MERCK & CO INC	MRK	$ 45 203	$ 40 94	$ 1,130	$ 1,024	$ 11	$ (107)	$ 43	4 2%	0 1%	0 4%
Equities	20 000	EBAY INC	EBAY	$ 48 046	$ 51 02	$ 961	$ 1,020	$ -	$ 59	$ -	0 0%	0 1%	0 4%
Equities	55 000	PULTE GROUP INC	PHM	$ 15 305	$ 18 16	$ 842	$ 999	$ -	$ 157	$ -	0 0%	0 1%	0 4%
Equities	155 000	MICRON TECHNOLOGY INC	MU	$ 5 596	$ 6 35	$ 867	$ 984	$ -	$ 117	$ -	0 0%	0 1%	0 4%
Equities	12 000	PARTNERRE LTD	PRE	$ 78 381	$ 80 49	$ 941	$ 966	$ -	$ 25	$ 29	3 0%	0 1%	0 4%
Equities	11 000	JM SMUCKER CO/THE	SJM	$ 85 181	$ 86 24	$ 937	$ 949	$ -	$ 12	$ 23	2 4%	0 1%	0 4%
Equities	35 000	MICROSOFT CORP	MSFT	$ 31 127	$ 26 73	$ 1,089	$ 936	$ -	$ (154)	$ 32	3 4%	0 1%	0 4%
Equities	20 000	KRAFT FOODS GROUP INC-W/I	KRFT	$ 45 754	$ 45 47	$ 915	$ 909	$ 10	$ (6)	$ 40	4 4%	0 1%	0 4%
Equities	3 000	CHIPOTLE MEXICAN GRILL-CL A	CMG	$ 318 243	$ 297 46	$ 955	$ 892	$ -	$ (62)	$ -	0 0%	0 1%	0 4%
Equities	16 000	COACH INC	COH	$ 69 447	$ 55 51	$ 1,111	$ 888	$ -	$ (223)	$ 19	2 2%	0 1%	0 4%
Equities	20 000	JPMORGAN CHASE & CO	JPM	$ 39 569	$ 43 97	$ 791	$ 879	$ -	$ 88	$ 24	2 7%	0 1%	0 3%
Equities	20 000	REYNOLDS AMERICAN INC	RAI	$ 41 410	$ 41 43	$ 828	$ 829	$ 12	$ 0	$ 47	5 7%	0 1%	0 3%
Equities	10 000	UNITED TECHNOLOGIES CORP	UTX	$ 79 423	$ 82 01	$ 794	$ 820	$ -	$ 26	$ 21	2 6%	0 1%	0 3%
Equities	7 000	LINKEDIN CORP - A	LNKD	$ 99 600	$ 114 82	$ 697	$ 804	$ -	$ 107	$ -	0 0%	0 1%	0 3%
Equities	16 000	HARRIS CORP	HRS	$ 51 689	$ 48 96	$ 827	$ 783	$ -	$ (44)	$ 24	3 0%	0 1%	0 3%
Equities	15 000	DIRECTV	DTV	$ 49 600	$ 50 16	$ 744	$ 752	$ -	$ 8	$ -	0 0%	0 1%	0 3%
Equities	60 000	DELTA AIR LINES INC	DAL	$ 7 768	$ 11 87	$ 466	$ 712	$ -	$ 246	$ -	0 0%	0 1%	0 3%
Equities	29 000	HEALTH NET INC	HNT	$ 28 707	$ 24 30	$ 833	$ 705	$ -	$ (128)	$ -	0 0%	0 1%	0 3%
Equities	8 000	AMGEN INC	AMGN	$ 71 380	$ 86 32	$ 571	$ 691	$ -	$ 120	$ 15	2 2%	0 1%	0 3%
Equities	6 000	EVEREST RE GROUP LTD	RE	$ 109 365	$ 109 95	$ 656	$ 660	$ -	$ 4	$ 12	1 8%	0 1%	0 3%
Equities	5 000	EOG RESOURCES INC	EOG	$ 104 846	$ 120 79	$ 524	$ 604	$ -	$ 80	$ 3	0 6%	0 0%	0 2%
Equities	8 000	PROCTER & GAMBLE CO	PG	$ 63 100	$ 67 89	$ 505	$ 543	$ -	$ 38	$ 18	3 3%	0 0%	0 2%
Equities	10 000	VERTEX PHARMACEUTICALS INC	VRTX	$ 46 498	$ 41 94	$ 465	$ 419	$ -	$ (46)	$ -	0 0%	0 0%	0 2%
Equities	3 000	AFFILIATED MANAGERS GROUP INC	AMG	$ 128 480	$ 130 15	$ 385	$ 390	$ -	$ 5	$ -	0 0%	0 0%	0 2%
Dynamic Asset Allocatio	34,079 822	OVERLAY B PORTFOLIO CLASS 1	SBOOX	$ 10 626	$ 10 75	$ 362,136	$ 366,358	$ -	$ 4,222	$ 4,737	1 3%	29 6%	100 0%