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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation **OAK LODGE FOUNDATION**
C/O WILLIAM O. HUNT JR.

A Employer identification number
31-1604793

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 7951

B Telephone number (see instructions)
(970) 920-9491

City or town, state, and ZIP code
ASPEN, CO 81612

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) **\$ 2,466,038.**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	79,868.	79,868.	79,868.	ATCH 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	-19,601.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	487,879.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	272.	272.	272.	
11 Other income (attach schedule) ATCH 2	60,539.	80,140.	80,140.	
12 Total Add lines 1 through 11	0			
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	18,216.	18,216.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	436.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	125.	125.		
24 Total operating and administrative expenses. Add lines 13 through 23	18,777.	18,341.		
25 Contributions, gifts, grants paid	145,059.			145,059.
26 Total expenses and disbursements Add lines 24 and 25	163,836.	18,341.		145,059.
27 Subtract line 26 from line 12	-103,297.			
a Excess of revenue over expenses and disbursements		61,799.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			80,140.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	160,910.	71,426.	71,426.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	65,723.	65,014.	68,416.
	b Investments - corporate stock (attach schedule)	913,234.	1,102,295.	1,325,240.
	c Investments - corporate bonds (attach schedule)	1,118,859.	922,427.	1,000,956.
	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 Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,258,726.	2,161,162.	2,466,038.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,258,726.	2,161,162.	
	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 instructions)	2,258,726.	2,161,162.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,258,726.	2,161,162.	

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	2,258,726.
2 Enter amount from Part I, line 27a	2	-103,297.
3 Other increases not included in line 2 (itemize) ▶ ATCH 6	3	6,459.
4 Add lines 1, 2, and 3	4	2,161,888.
5 Decreases not included in line 2 (itemize) ▶ ATCH 7	5	726.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,161,162.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-19,601.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	100,500.	2,462,182.	0.040817
2010	141,029.	2,510,062.	0.056185
2009	116,300.	2,372,948.	0.049011
2008	132,124.	2,535,541.	0.052109
2007	143,939.	2,725,445.	0.052813
2 Total of line 1, column (d)			2 0.250935
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 0.050187
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,498,826.
5 Multiply line 4 by line 3			5 125,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 618.
7 Add lines 5 and 6			7 126,027.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 145,059.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	618.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	618.
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	618.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,408.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,408.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6.	
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	784.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	784.	Refunded

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> WILLIAM O. HUNT JR.	Telephone no	<input type="text"/> 970-920-9491	
	Located at <input type="text"/> P.O. BOX 7951, ASPEN, CO	ZIP+4	<input type="text"/> 81612	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>	16	Yes	No X

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

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

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

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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

5b

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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes

☒ No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

7b

If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

☐

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
ATCH 8		0	0	0

2

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

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

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 DIRECT GRANTS TO OTHER CHARITABLE ORGANIZATIONS	
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 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	2,293,792.
b	Average of monthly cash balances	1b	243,087.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,536,879.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,536,879.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,053.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,498,826.
6	Minimum investment return. Enter 5% of line 5	6	124,941.

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	124,941.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	618.
2b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
2c	Add lines 2a and 2b	2c	618.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,323.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	124,323.
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	124,323.

Part XII Qualifying Distributions (see instructions)

	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	145,059.
b	Program-related investments - total from Part IX-B	1b	
	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
	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	145,059.
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	618.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,441.

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				124,323.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				14,958.
e From 2011				
f Total of lines 3a through e	14,958.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 145,059.				
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				124,323.
e Remaining amount distributed out of corpus	20,736.			
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	35,694.			
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	35,694.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				14,958.
d Excess from 2011				
e Excess from 2012				20,736.

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> ATCH 9				
Total			▶ 3a	145,059.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	79,868.	
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			41	272.	
8 Gain or (loss) from sales of assets other than inventory			18	-19,601.	
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)				60,539.	
13 Total. Add line 12, columns (b), (d), and (e)					60,539.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	OAK LODGE FOUNDATION C/O WILLIAM O. HUNT JR.		Employer identification number (EIN) or 31-1604793	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	P.O. BOX 7951			
City, town or post office, state, and ZIP code. For a foreign address, see instructions				
ASPEN, CO 81612				

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ☒ WILLIAM O. HUNT JR.
Telephone No ☒ 970 920-9491 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/15, 2013 .
- 5 For calendar year 2012, or other tax year beginning, 20, and ending, 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ALL INFORMATION NECESSARY TO COMPLETE THIS RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$

Signature and Verification must be completed for Part II only.

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

Signature ☒Title ☒ CPADate ☒ 08/14/2013

Form 8868 (Rev 1-2013)

INTERNAL REVENUE SERVICE
W&I-FIELD ASSISTANCE
CHICAGO, IL 60604

AUG 14 2013

RECEIVED
27401

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for your return. See instructions.	Name of exempt organization or other filer, see instructions OAK LODGE FOUNDATION C/O WILLIAM O. HUNT JR.	Employer identification number (EIN) or 31-1604793
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 7951	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign add	
	ASPEN, CO 81612	

Enter the Return code for the return that this application is for (file a

Application Is For	Return Code
Form 990 or Form 990-EZ	01
Form 990-BL	02
Form 4720- (individual)	03
Form 990-PF	04
Form 990-T (sec. 401(a) or 408(a) trust)	05
Form 990-T (trust other than above)	06

- The books are in the care of ▶ WILLIAM O. HUNT JR.

Telephone No ▶ 970 920-9491

- If the organization does not have an office or place of business in
- If this is for a Group Return, enter the organization's four digit Group for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013

for the organization's return for

- ▶ ☒ calendar year 2012 or
- ▶ ☐ tax year beginning _____

2 If the tax year entered in line 1 is for ☐ Change in accounting period

3a If this application is for Form 990-B nonrefundable credits. See instruction

b If this application is for Form 99 estimated tax payments made. Include

c Balance due. Subtract line 3b from line 1 (Electronic Federal Tax Payment System)

Caution. If you are going to make an electronic For Privacy Act and Paperwork Reduction Act

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

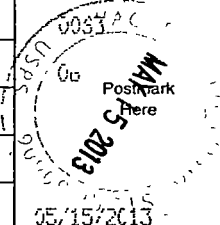
COMPLETE THIS SECTION ON DELIVERY

A. Signature X		<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
B. Received by (Printed Name) RECEIVED		C. Date of Delivery
D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: MAY 29 2013 OGDEN, UT		<input type="checkbox"/> No
3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com**OFFICIAL USE**

Postage	\$ 11.32
Certified Fee	\$ 5.10
Return Receipt Fee (Endorsement Required)	\$ 1.55
Restricted Delivery Fee (Endorsement Required)	\$ 0.00
Total Postage & Fees	\$ 16.97



Sent To Dept. of Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027
 PS Form 3800, August 2006 See Reverse for Instructions

JSA

054 2 000

5/15/2013

2. Article Number
(Transfer from service label)

7012 1010 0003 1266 3977

PS Form 3811, February 2004

Domestic Return Receipt

400000 0000 0000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
55,785.		ST GAINS - SEE ATTACHMENT 59,703.					VAR -3,918.	VAR
432,094.		LT GAINS- SEE ATTACHMENT 447,757.					VAR -15,663.	VAR
		ISHARES S&P 20.					VAR -20.	VAR
TOTAL GAIN(LOSS)							<u>-19,601.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
UBS DIVIDENDS	30,730.	30,730.	30,730.
UBS INTEREST	49,127.	49,127.	49,127.
ISHARES S&P	11.	11.	11.
TOTAL	<u>79,868.</u>	<u>79,868.</u>	<u>79,868.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	272.	272.	272.
TOTALS	<u>272.</u>	<u>272.</u>	<u>272.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BROKERAGE FEES	18,210.	18,210.
OTHER FEES	6.	6.
TOTALS	<u>18,216.</u>	<u>18,216.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	436.
TOTALS	<u>436.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSES ISHARES	125.	125.
TOTALS	125.	125.

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TAX EXEMPT INTEREST	5,750.
RETURN OF CAPITAL	709.
TOTAL	<u>6,459.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BASIS ADJUSTMENT

726.

TOTAL

726.

OAK LODGE FOUNDATION

31-1604793

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM O. HUNT JR. 330 LAKE AVENUE ASPEN, CO 81611	PRESIDENT	0	0	0
WILLIAM O. HUNT JR. 330 LAKE AVENUE ASPEN, CO 81611	TREASURER	0	0	0
IAN C. HUNT 9823 WANDA PARK DRIVE BEVERLY HILLS, CA 90210	DIRECTOR	0	0	0
HILARY H. MCCUTCHEON 1409 N. DEARBORN PKWY CHICAGO, IL 60610	DIRECTOR	0	0	0
CHRISTOPHER HUNT 2409 6TH STREET SANTA MONICA, CA 90405	SECRETARY	0	0	0
WILLIAM O. HUNT JR. 330 LAKE AVENUE ASPEN, CO 81611	DIRECTOR	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT

NONE

VARIOUS

132,118

LESS 2005-2011 UNCASHED CHECKS

NONE

VARIOUS

-7,059

TOTAL CONTRIBUTIONS PAID

145,059

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

2012

Name of estate or trust **OAK LODGE FOUNDATION**
C/O WILLIAM O. HUNT JR.

Employer identification number
31-1604793

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,918.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	-3,918.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-15,683.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-15,683.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-3,918.
14	Net long-term gain or (loss):			
a	Total for year	14a		-15,683.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-19,601.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	(3,000)
-----------	--	-----------	-----------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

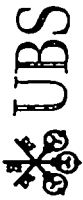
Employer identification number

6a

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-15,683.
--	----------

Schedule D-1 (Form 1041) 2012



Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

See Important information about your statement on the last page of this statement for more information. We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

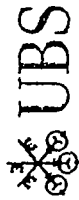
Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
AMERICAN CENTURY EQUITY									
MARKET NEUTRAL CL A	FIFO	765,550	Nov 29, 11	Sep 24, 12	7,938.75	8,000.00		-61.25	
EXELON CORP	FIFO	400,000	Sep 19, 11	Feb 06, 12	15,864.69	17,320.00		-1,455.31	
	FIFO	600,000	Sep 19, 11	Feb 27, 12	23,556.17	25,980.00		-2,423.83	
LORD ABBETT FLOATING									
RATE FUND A	FIFO	748,663	Nov 17, 10	Nov 20, 12	7,000.00	7,000.00			4.17
	FIFO	11,266	Nov 30, 11	Nov 20, 12	105.34	101.17			4.21
	FIFO	12,384	Dec 30, 11	Nov 20, 12	115.79	111.58			2.07
	FIFO	12,210	Jan 31, 12	Nov 20, 12	114.16	112.09			1.49
	FIFO	12,413	Feb 29, 12	Nov 20, 12	116.06	114.57			1.33
	FIFO	13,266	Mar 30, 12	Nov 20, 12	124.04	122.71			0.86
	FIFO	12,422	Apr 30, 12	Nov 20, 12	116.14	115.28			2.50
	FIFO	13,138	May 31, 12	Nov 20, 12	122.84	120.34			2.08
	FIFO	12,179	Jun 29, 12	Nov 20, 12	113.88	111.80			1.45
	FIFO	12,135	Jul 31, 12	Nov 20, 12	113.46	112.01			0.77
	FIFO	12,698	Aug 31, 12	Nov 20, 12	118.73	117.96			
	FIFO	12,378	Sep 28, 12	Nov 20, 12	115.73	115.98		-0.25	
	FIFO	12,771	Oct 31, 12	Nov 20, 12	119.41	119.79		-0.38	

LORD ABBETT VALUE
OPPORTUNITIES FUND
CLASS A

Total		1,894	Nov 22, 11	Nov 19, 12	29.89	27.26			2.63
Net short-term capital gains and losses	FIFO				\$55,785.08	\$59,702.54		-\$3,941.02	\$23.56

continued next page



Portfolio Management Program

Account name:
Account number:OAK LODGE FOUNDATION
CP 09273 EPYour Financial Advisor:
VAN NICE
312-525-4500/800-621-0684

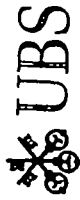
Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AMERICAN CENTURY EQUITY MARKET NEUTRAL CL A									
	FIFO	250.501	Feb 04, 10	Sep 24, 12	2,597.70	2,500.00			97.70
	FIFO	246.792	Dec 10, 10	Sep 24, 12	2,559.23	2,500.00			59.23
	FIFO	395.648	May 03, 11	Sep 24, 12	4,102.87	4,000.00			102.87
APACHE CORP									
	FIFO	120.000	Feb 28, 08	Dec 10, 12	8,979.40	8,425.20			554.20
	VSP	180.000	Mar 18, 10	May 29, 12	15,033.98	19,027.80		-3,993.82	
BORG WARNER INC									
	FIFO	200.000	Jan 12, 11	Aug 03, 12	13,089.10	14,099.76		-1,010.66	
BROWN FORMAN CORP 05 200% 040112 DTDQ40207 FC100107 CALL@MW+153P									
	FIFO	25,000.000	Sep 02, 08	Apr 01, 12	25,000.00	25,385.00		-385.00	
COCA COLA ENTERPRISE NTS 03 750% 030112 DTD022009 FC090109 CALL@MW+408P									
	FIFO	50,000.000	May 29, 09	Mar 01, 12	50,000.00	51,709.00		-1,709.00	
CSX CORPORATION									
	FIFO	60.000	Dec 15, 09	Dec 31, 12	1,165.96	997.36			168.60
	VSP	60.000	Nov 17, 10	Nov 19, 12	1,156.77	1,210.20		-53.43	
	VSP	120.000	Dec 10, 10	Nov 19, 12	2,313.55	2,561.52		-247.97	
	VSP	60.000	Mar 16, 11	Sep 24, 12	1,281.57	1,486.00		-204.43	
EATON VANCE SENIOR INCOME TRUST SBI									
	FIFO	1,132.000	Jul 25, 05	Feb 27, 12	7,948.41	9,237.12		-1,288.71	
	FIFO	255.000	Jul 25, 05	Aug 03, 12	1,841.94	2,080.80		-238.86	
GUGGENHEIM FLEXIBLE STRATEGIES FUND CLASS A									
	FIFO	618.047	Mar 16, 11	May 29, 12	14,301.61	15,000.00		-698.39	
	FIFO	199.203	Apr 07, 11	May 29, 12	4,609.56	5,000.00		-390.44	
ISHARES FTSE CHINA 25 INDEX FUND ETF									
	VSP	50.000	Jul 24, 09	Sep 24, 12	1,733.14	2,095.83		-362.69	
	VSP	50.000	Sep 15, 09	Sep 24, 12	1,733.13	2,107.84		-374.71	
	VSP	40.000	Dec 15, 09	Sep 24, 12	1,386.51	1,732.81		-346.30	
ISHARES MSCI EAFE INDEX FUND									
	FIFO	50.000	Sep 15, 09	Apr 25, 12	2,666.06	2,720.45		-54.39	
	FIFO	40.000	Dec 15, 09	Apr 25, 12	2,132.84	2,217.94		-85.10	
	FIFO	10.000	Jan 12, 11	Apr 25, 12	533.21	586.60		-53.39	
	FIFO	100.000	Apr 07, 11	Apr 25, 12	5,332.11	6,072.92		-740.81	

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Portfolio Management Program

Account name: OAK LODGE FOUNDATION
Account number: CP 09273 EP

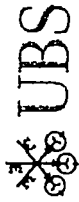
Your Financial Advisor:
VAN NICE
312-525-4500/800-621-0684

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
J P MORGAN CHASE & CO 06 625% 031512 DTD031302 FC091502 NTS	FIFO	100,000.00	Oct 17, 07	Mar 15, 12	100,000.00	105,390.00		-5,390.00	
LORD ABBETT FLOATING RATE FUND A	FIFO	0.880	Nov 30, 10	Nov 20, 12	8.23	8.21			0.02
	FIFO	642.398	Dec 10, 10	Nov 20, 12	6,006.42	6,000.00			6.42
	FIFO	2.392	Dec 17, 10	Nov 20, 12	22.36	22.27			0.09
	FIFO	5.502	Dec 17, 10	Nov 20, 12	51.45	51.22			0.23
	FIFO	4.525	Dec 31, 10	Nov 20, 12	42.31	42.22			0.09
	FIFO	5.522	Jan 31, 11	Nov 20, 12	51.63	52.07		-0.44	
	FIFO	5.536	Feb 28, 11	Nov 20, 12	51.76	52.15		-0.39	
	FIFO	5.721	Mar 31, 11	Nov 20, 12	53.49	53.72		-0.23	
	FIFO	4.988	Apr 29, 11	Nov 20, 12	46.64	46.94		-0.30	
	FIFO	1,275.239	May 03, 11	Nov 20, 12	11,923.48	12,000.00		-76.52	
	FIFO	10.491	May 31, 11	Nov 20, 12	98.09	98.30		-0.21	
	FIFO	11.104	Jun 30, 11	Nov 20, 12	103.82	103.38			0.44
	FIFO	10.689	Jul 29, 11	Nov 20, 12	99.95	99.41			0.54
	FIFO	12.162	Aug 31, 11	Nov 20, 12	113.71	107.51			6.20
	FIFO	11.667	Sep 30, 11	Nov 20, 12	109.09	103.02			6.07
	FIFO	11.812	Oct 31, 11	Nov 20, 12	110.44	107.37			3.07
LORD ABBETT VALUE OPPORTUNITIES FUND CLASS A	FIFO	483.425	Nov 17, 10	Nov 19, 12	7,628.45	7,000.00			628.45
	FIFO	2.482	Nov 23, 10	Nov 19, 12	39.16	36.02			3.14
MORGAN STANLEY 5.750% 083112 DTD083107 FC022808 MED TERM NTS	FIFO	100,000.00	Oct 12, 07	Aug 31, 12	100,000.00	101,670.00		-1,670.00	
PIMCO ALL ASSETS ALL AUTH-A	FIFO	961.538	Aug 19, 09	Nov 29, 12	10,826.92	10,000.00			826.92
	FIFO	8.732	Sep 17, 09	Nov 29, 12	98.32	91.95			6.37
	FIFO	49.150	Dec 30, 09	Nov 29, 12	553.43	501.82			51.61
	FIFO	6.760	Mar 18, 10	Nov 29, 12	76.12	70.10			6.02

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Portfolio Management Program

Account name:
Account number:

OAK LODGE FOUNDATION
CP 09273 EP

Your Financial Advisor:
VAN NICE
312-525-4500/800-621-0684

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
	FIFO	8.883	Jun 17, 10	Nov 29, 12	100.02	93.80			6.22
	FIFO	8.830	Sep 16, 10	Nov 29, 12	99.43	96.51			2.92
	FIFO	2.734	Dec 08, 10	Nov 29, 12	30.78	29.58			1.20
	FIFO	285.522	Dec 10, 10	Nov 29, 12	3,214.98	3,075.07			139.91
PROCTER & GAMBLE CO	FIFO	15.000	Dec 15, 09	Dec 05, 12	1,044.78	931.68			113.10
	FIFO	85.000	Mar 09, 10	Dec 05, 12	5,920.39	5,383.05			537.34
	FIFO	100.000	Mar 22, 10	Dec 17, 12	6,981.48	6,395.80			585.68
VODAFONE GROUP PLC NEW SPON ADR	FIFO	200.000	Sep 01, 11	Nov 19, 12	5,088.60	5,289.56		-200.96	
Total					\$432,094.38	\$447,756.88		-\$19,577.15	\$3,914.65
Net long-term capital gains or losses								-\$15,662.50	
Net capital gains/losses:								-\$19,579.96	

* Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy



Oak Lodge Foundation Grants Paid
31-1604793
12/31/2012

<u>DATE</u>	<u>RECIPIENT</u>	<u>CITY</u>	<u>STATE</u>	<u>AMOUNT</u>
03/12/2012	Aspen T.R E.E.	Aspen	CO	\$ 5,000
03/12/2012	Zanmi Sasye Partner With	Greenwood	IL	\$ 5,000
05/03/2012	Aspen Business Center	Aspen	CO	\$ 2,058.99
05/14/2012	Aspen Public Radio	Aspen	CO	\$ 2,500
05/14/2012	Aspen Business Center Found	Aspen	CO	\$ 2,058.99
07/06/2012	Anderson Ranch Art Center	Snowmass Village	CO	\$ 3,000
08/22/2012	Great Lakes Boat Building S	Cedarville	MI	\$ 20,000
09/05/2012	Aspen Community Foundation	Aspen	CO	\$ 1,000
10/25/2012	The Prairie Enthusiasts	Stockton	IL	\$ 5,000
10/25/2012	Northern Illinois Prairie	Stockton	IL	\$ 1,500
10/25/2012	Great Lakes Boat Building S	Cedarville	MI	\$ 8,000
12/19/2012	Lift-UP	Glenwood Springs	CO	\$ 5,000
12/19/2012	Jo Davies Conservation Foun	Elizabeth	IL	\$ 5,000
12/19/2012	Oxfam America	Boston	MA	\$ 10,000
12/19/2012	Aspen Center for Environmen	Aspen	CO	\$ 5,000
12/19/2012	Doctors Without Borders	New York	NY	\$ 10,000
12/19/2012	Christ Episcopal Church	Aspen	CO	\$ 4,000
12/19/2012	Environmental Defense Fund	Washington	DC	\$ 10,000
12/21/2012	Zanmi Sasye Partner with	Greenwood	IL	\$ 5,000
12/21/2012	WildiZe Foundation	Aspen	CO	\$ 5,000
12/21/2012	Quiet Use Coalition, Inc	Salida	CO	\$ 3,000
12/21/2012	International Crane Foundat	Baraboo	WI	\$ 5,000
12/21/2012	Wilderness Workshop	Carbondale	CO	\$ 5,000
12/21/2012	Thompson Divide Coalition	Carbondale	CO	\$ 5,000
12/21/2012	Ninos y Crias	Merida, Yucatan	Mexico	\$ 5,000
12/21/2012	Nature Conservancy of Color	Boulder	CO	\$ 5,000
12/21/2012	Nature Conservancy of Illin	Chicago	IL	\$ 5,000
12/31/2012	Wildlife Conservation Socie	New York	NY	\$ 5,000

Subtotal grants paid for Oak Lodge Foundation in 2012

152,117.98

Less checks voided in 2012

7,058.99

Total grants paid for Oak Lodge Foundation in 2012

\$145,059.00

Oak Lodge Foundation
31-1604793
12/31/2012

Schedule Attached to Form 990-PF
Part II lines 10 a, b, c

Description	12/31/2012	12/31/2011	12/31/2012	
	End of Year	Beginning of Year	End Of Year	
	# of share	Book Value	Book Value	Fair Market Value
Investments - Corporate Stock				
3M CO DE	400	30,277 90	30,277 90	37,140 00
Abbott Labs	75	3,714.30	3,714 30	4,912.50
Aberdeen Equity Long	2,345	25,256.52	25,546 77	26,424 61
American Century Equity	-	17,000 00	-	-
Apache Corp	-	27,453.00	-	-
Arbitrage Fund No Load	4,014	-	51,376 00	50,371 10
Borg Warner Inc	-	14,099.76	-	-
Bristol Myers Squibb Co	500	11,378 75	11,378 75	16,295 00
Calamos Market Neutral	2,652	21,022 83	28,876 31	33,544 15
Calamos High Yield Fund	5,391	-	53,138 30	53,158 68
Chevron Corp	325	27,116.46	27,116.46	35,145 50
Cognizant Tech Solutions	1,200	27,201.84	27,201.84	88,658.40
Colgate Palmolive Co	300	20,434 31	20,434 31	31,362 00
CSX Corp	60	6,255 08	997 36	1,183.80
Deutsche Bank AG	5,102	-	49,999 60	55,382 21
Diamond Hill Long-Short	1,710	22,500.00	27,527 97	31,034 84
Eaton Vance Sr Income Trust	7,179	59,636.51	51,685 26	54,129 66
Energen Corp DE	800	21,440 00	21,440 00	36,072.00
Exelon Corp	-	43,300 00	-	-
Fiserv Inc	250	10,682 50	10,682.50	19,757 50
Gateway Fund Class A	1,902	25,321 99	50,920 42	51,583 32
Guggenheim Timber ETF	500	7,304 99	7,304 99	10,220 00
Harris Preferred Cap Corp 7 375%	1,000	25,000 00	25,000 00	25,210.00
Hartford Floating Rate	5,622	-	50,034.56	50,259.35
Ishares Barclays Tips Bond Fund	200	21,687 54	21,687 54	24,282 00
Ishares Barclays 1-3 Yrr CD Bond Fund	700	62,710.56	73,256 30	73,836 00
Ishares Comex Gold Trust	1,600	13,920.65	13,920 65	26,046.00
Ishares FTSE/XINHUA China 25 Index fund	200	11,142 48	5,206 00	8,090.00
Ishares Iboxx High Yield Corp	400	26,546.50	35,875 50	37,340 00
Ishares MSCI EAFE Index Fund	-	11,597 91	-	-
Ishares MSCI Taiwan Invests	600	4,320 00	4,320 00	8,172.00
Ishares S&P GSCI Commodity Ind	500	17,637 00	17,503 00	16,395.00
Ishares TR MSCI Emerging Mkts Index Fund	320	12,320 52	12,320 52	14,192 00
Ishares Trust Russell 2000 Value Index Fund	200	13,353 69	13,353 69	15,102 00
Keppel Corp	440	6,666 25	6,666 25	8,034.40
Lord Abbett Floating Rate Fund A	-	26,048 96	-	-
Lord Abbett Short Duration Inc Fund CI A	7,482	13,649 87	34,574 82	34,791 04
Lord Abbett Value Opp Fund	488	7,063 28	-	-
Matthews Asia Dividend	3,578	-	50,806 87	52,164.16
McDonalds Corp	100	7,197 36	7,197 36	8,821.00
New York Comnty Bancorp	100	1,101.95	1,101 95	1,310 00
Noble Energy Inc	100	7,166.36	7,166 36	10,174 00

Oak Lodge Foundation
31-1604793
12/31/2012

Schedule Attached to Form 990-PF
Part II lines 10 a, b, c

Description	12/31/2012 End of Year	12/31/2011 Beginning of Year	12/31/2012 End Of Year	
	# of share	Book Value	Book Value	Fair Market Value
Northeast Utilities	20	515 90	515.90	781.60
Oracle Corp	100	1,705 00	1,705 00	3,332 00
PepsiCo Inc	215	11,844.40	11,844.40	14,712 45
Pfizer Inc	300	4,952 62	4,952 62	7,523 70
Pimco Income Fund	2,489	25,565 72	27,440 68	30,759.56
Proctor & Gamble Co	200	12,710 53	-	-
Qualcomm Inc.	300	11,787.00	11,787 00	18,557.70
Rydex SGI Long Short Int Rate Strategy	817	20,000 00	-	-
Stericycle Inc	200	5,823 44	5,823 44	18,656.00
SPDR S&P Bric 40 ETF	2,500	-	55,400 75	61,000.00
Texas Instruments	250	6,080 84	6,080 84	7,722.50
Travelers Cos Inc	140	7,028.25	7,028 25	10,054.80
Walt Disney Co	195	5,517 30	5,517 30	9,709.05
Vodafone	200	5,289 56	-	-
Wells Fargo Asset Allocation Fund Class A	2,173	21,385.87	22,088 68	27,861.71
Wells Fargo Capital VII 5/1/33, 5 85%	2,500	62,500 00	62,500 00	63,975 00
Total line 10b		<u>913,234 05</u>	<u>1,102,295 27</u>	<u>1,325,240.29</u>

Investments - U.S. and state government obligations

Federal Farm Credit Bank 10/18/13 4 710%	65,000	64,081 61	64,081 61	67,336.10
FNMA Pass Thru Pool 03/01/23, 7%	150,000	1,641 58	932 81	1,079 49
Total line 10a		<u>65,723 19</u>	<u>65,014 42</u>	<u>68,415.59</u>

Oak Lodge Foundation
31-1604793
12/31/2012

Schedule Attached to Form 990-PF
Part II lines 10 a, b, c

Description	12/31/2012 End of Year	12/31/2011 Beginning of Year	12/31/2012 End Of Year	
	# of share	Book Value	Book Value	Fair Market Value
Investments - Corporate Bonds				
Air Products & Chemicals	100,000	104,807 00	104,807.00	100,296 00
Arcelormittal B/E Foreign Security	25,000	25,720 25	25,720 25	25,251 75
Avon Products Inc 7/15/18, 4.2%	100,000	96,987 00	96,987.00	101,898.00
Brown Forman Corp, 5 2% 04/01/12	25,000	25,385 00	-	-
Coca Cola 3/1/12, 3 75%	50,000	51,709 00	-	-
Du Pont Nemours Co 3/6/13, 4 125%	25,000	26,225 75	26,225.75	25,167 00
Edison Intl Nts B/E	25,000	25,486.50	25,486.50	27,109 50
Ingersoll Rand Co 11/18/27 , 6.13%	55,000	55,000 00	55,000.00	64,015.60
JP Morgan Chase ML-CD Efficiente 5 10/31/2017	100,000	-	100,151 59	99,490 00
JP Morgan Chase & Co Global Note CPN 6 625%	100,000	105,390.00	-	-
Kinder Morgan Energy 5.125%, 11/15/14	50,000	44,517 50	44,517 50	53,851.50
Goldman Sachs Group Inc	50,000	51,052.00	51,052 00	52,769 50
Microsoft Corp 6/1/19, 4 2%	100,000	101,882 00	101,882 00	115,281.00
Morgan Stanley Med Notes CPN 5 75% 08/31/12	100,000	101,670.00	-	-
Pepsico Inc 3/1/14, 3 75%	100,000	104,432 00	104,432 00	103,792.00
Petrobras Intl Fin Nts Foreign Security	25,000	25,766 50	25,766 50	26,375 00
Pimco All Assets	2,435	37,828.36	25,398 80	26,954 91
Quebec Province CDA 2/27/26, 7 14%	75,000	75,000.00	75,000 00	107,757.75
Union Carbide corp 06/01/25, 6 79%	60,000	60,000 00	60,000 00	70,946 40
Total line 10c		<u>1,118,858 86</u>	<u>922,426.89</u>	<u>1,000,955 91</u>