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Form 990-PF

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

Name of foundation: CASTAWAYS FOUNDATION. A Employer identification number: 36-3738769. B Telephone number: (312) 226-6400. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$2,339,539.

Part I Analysis of Revenue and Expenses. Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (27a) of 782,269 and Adjusted net income (27c) of 889,311.

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	43,169	46,152	46,152	
	2 Savings and temporary cash investments	89,297	26,565	26,565	
	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)	49,774			
	b Investments—corporate stock (attach schedule)	1,250,813 <input checked="" type="checkbox"/>	963,967	941,776	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	146,322 <input checked="" type="checkbox"/>	1,324,307	1,324,393	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 653	<input checked="" type="checkbox"/> 653		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,579,375	2,361,644	2,339,539		
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,334,978	1,334,978		
	29 Retained earnings, accumulated income, endowment, or other funds	244,397	1,026,666		
30 Total net assets or fund balances (see page 17 of the instructions)	1,579,375	2,361,644			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,579,375	2,361,644			

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	1,579,375
2	Enter amount from Part I, line 27a	2	782,269
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,361,644
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,361,644

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 PUBLICLY TRADED SECURITIES			
b Capital Gains Dividends	P		
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 2,871,757		2,026,153	845,604
b 11,008			11,008
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			845,604
b			11,008
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	856,612
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	

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	100,000	2,403,962	0.041598
2010	118,271	2,295,686	0.051519
2009	118,638	2,188,771	0.054203
2008	139,196	2,180,523	0.063836
2007	120,000	2,816,169	0.042611

2 Total of line 1, column (d).	2	0.253767
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	0.050753
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,326,212
5 Multiply line 4 by line 3.	5	118,062
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,893
7 Add lines 5 and 6.	7	126,955
8 Enter qualifying distributions from Part XII, line 4.	8	107,042

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	17,786
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	17,786
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	17,786
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,800
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	2,800
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,986
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address N/A	13	Yes	
14 The books are in care of BRUCE A CROWN Telephone no (312) 226-6400 Located at 414 N ORLEANS ST SUITE 301 CHICAGO IL ZIP +4 606544466			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>			<input type="checkbox"/>
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 **N/A**

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)? <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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONNA LYNN CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	PRES/DIR 0 00	0	0	0
BRADLEY D CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	V P /DIR 0 00	0	0	0
BRUCE A CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	TREAS/DIR 0 00	0	0	0
LAURIE J CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	SEC/DIR 0 00	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. 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 _____	
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 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,153,999
b	Average of monthly cash balances.	1b	206,985
c	Fair market value of all other assets (see instructions).	1c	653
d	Total (add lines 1a, b, and c).	1d	2,361,637
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,361,637
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,326,212
6	Minimum investment return. Enter 5% of line 5.	6	116,311

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	116,311
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	17,786
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,786
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	98,525
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	98,525
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	98,525

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	107,042
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	107,042
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	107,042

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				98,525
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			103,390	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>107,042</u>				
a Applied to 2011, but not more than line 2a			103,390	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				3,652
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				94,873
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part 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.

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					
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 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))

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 103,000
b <i>Approved for future payment</i>				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues, Interest on savings, Dividends and interest from securities, Net rental income, Gain or (loss) from sales of assets, Net income from special events, Gross profit from sales of inventory, and Subtotal.

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

Table with 2 columns: 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.

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

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

Table with 4 columns: (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 [x] No

b If "Yes," complete the following schedule
(a) Name of organization (b) Type of organization (c) Description of relationship

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.
Signature of officer or trustee: ***** Date: 2013-05-15 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [] No

Paid Preparer Use Only section containing fields for preparer's name, signature, date, firm's name, address, EIN, and phone number.

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALPINE LEGAL SERVICES 0405 CASTLE CREEK RD ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ANTI-CRUELTY SOCIETY 157 W GRAND AVE CHICAGO,IL 60654	N/A	PUBLIC	UNRESTRICTED	500
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	UNRESTRICTED	500
ASPEN ART MUSEUM 590 N MILL ST ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN COMMUNITY FOUNDATION 110 E HALLAM STE 126 ASPEN,CO 81611	N/A	PUBLIC	CRADLE TO CAREER PARTNERSHIP	1,500
ASPEN COUNTRY DAY SCHOOL 3 MUSIC SCHOOL ROAD ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN EDUCATION FOUNDATION 400 E MAIN ST STE 2 ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	1,500
ASPEN INSTITUTE ONE DUPONT CIRCLE NW STE 700 WASHINGTON,DC 20036	N/A	PUBLIC	ASPEN COMMUNITY FUND	1,000
ASPEN JUNIOR GOLF FOUNDATION PO BOX 3273 ASPEN,CO 81612	N/A	PUBLIC	UNRESTRICTED	1,000
ASPEN JUNIOR HOCKEY PO BOX 3390 ASPEN,CO 81612	N/A	PUBLIC	CLUBS CAPITAL PROJECTS	1,000
ASPEN SCHOOL DISTRICT 0235 HIGH SCHOOL ROAD ASPEN,CO 81611	N/A	PUBLIC	PROJECT GRADUATION CLASS OF 2013	1,000
ASPEN VALLEY MEDICAL FOUNDATION PO BOX 1639 ASPEN,CO 81612	N/A	PUBLIC	ASPEN HOMELESS SHELTER ASPEN HOPE CENTER	2,000
ASPEN VALLEY SKI & SNOWBOARD CLUB 300 ASVC DRIVE ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	1,000
BIG HOUSE FOUNDATION 211 SAMFORD AVE OPELIKA,AL 36801	N/A	PUBLIC	UNRESTRICTED	2,500
CANINE THERAPY GROUP 1700 W IRVING PARK STE 311 CHICAGO,IL 60613	N/A	PUBLIC	UNRESTRICTED	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES OF CENTRAL COLORADO 228 N CASCADE AVE CO SPRINGS,CO 80903	N/A	PUBLIC	MARIAN HOUSE SOUP KITCHEN	1,000
CHERRY CREEK SCHOOL DISTRICT - I TEAM MANOR 4700 S YOSEMITE ST GREENWOOD VLG,CO 80111	N/A	PUBLIC	UNRESTRICTED	500
CHILDRENS HEALTH FOUNDATION 520 S THIRD ST 23 CARBONDALE,CO 81623	N/A	PUBLIC	LUNCH FOR LIFE PROGRAM	1,000
CHILDRENS HOSP COLORADO FOUNDATION 13123 E 16TH AVE BOX 045 AURORA,CO 80045	N/A	PUBLIC	CYSTIC FIBROSIS	1,000
COLORADO SPRINGS FINE ART CENTER 30 W DALE ST CO SPRINGS,CO 80903	N/A	PUBLIC	UNRESTRICTED	2,000
COLORADO SPRINGS TEEN COURT PO BOX 2169 CO SPRINGS,CO 80901	N/A	PUBLIC	UNRESTRICTED	1,000
COLORADO STATE UNIVERSITY FOUNDATION 601 S HOWES ST FT COLLINS,CO 80523	N/A	PUBLIC	VETERINARY TEACHING HOSPITAL	500
COLORADO YOUTH MATTER 1650 FRANKLIN ST LL DENVER,CO 80218	N/A	PUBLIC	UNRESTRICTED	1,000
CREATIO 3290 W MILAN ENGLEWOOD,CO 80110	N/A	PUBLIC	RESTRICTED	1,000
DEBORAH'S PLACE 2822 W JACKSON CHICAGO,IL 60612	N/A	PUBLIC	UNRESTRICTED	500
DENVER AREA COUNCIL BOY SCOUTS OF AMERICA 10455 W 6TH AVE STE 100 DENVER,CO 80215	N/A	PUBLIC	UNRESTRICTED	2,500
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER,CO 80231	N/A	PUBLIC	LULU BARKIN'S BBQ	3,500
DENVER KIDS INC 1330 FOX ST DENVER,CO 80204	N/A	PUBLIC	UNRESTRICTED	500
DENVER POLICE BROTHERHOOD YOUTH BOXING TEAM 2090 S BANNOCK ST DENVER,CO 80223	N/A	PUBLIC	UNRESTRICTED	6,500
DENVER POST CHARITIES SEASON TO SHARE 101 W COLFAX DENVER,CO 80202	N/A	PUBLIC	UNRESTRICTED	100

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Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DENVER URBAN GARDENS 3377 BLAKE ST STE 113 DENVER, CO 80205	N/A	PUBLIC	UNRESTRICTED	500
DIVERS ALERT NETWORK 6 W COLONY PLACE DURHAM, NC 27705	N/A	PUBLIC	UNRESTRICTED	1,000
DIVINE FELINE INC 2600 W 2ND AVE DENVER, CO 80219	N/A	PUBLIC	THE FELINE FIX PROGRAM	500
EL CENTRO HUMANITARIO 2260 CALIFORNIA ST DENVER, CO 80205	N/A	PUBLIC	UNRESTRICTED	1,000
ELBERT COUNTY LIBRARIES FOUNDATION 651 W BEVERLY ST ELIZABETH, CO 80107	N/A	PUBLIC	UNRESTRICTED	1,000
ELIAS FUND 79 HOLLIS ST SHERBORN, MA 01770	N/A	PUBLIC	UNRESTRICTED	1,000
FAMILY VISITOR PROGRAMS PO BOX 1845 GLENWOOD SPRINGS, CO 81602	N/A	PUBLIC	UNRESTRICTED	500
FREEDOM SERVICE DOGS 2000 W UNION ENGLEWOOD, CO 80110	N/A	PUBLIC	UNRESTRICTED	500
FRIENDS OF THE ARAPAHOE LIBRARY DISTRICT 12855 E ADAM AIRCRAFT CIRCLE ENGLEWOOD, CO 80112	N/A	PUBLIC	UNRESTRICTED	500
FRIENDS OF THE ASPEN ANIMAL SHELTER PO BOX 985 ASPEN, CO 81612	N/A	PUBLIC	UNRESTRICTED	500
GREATER CHICAGO FOOD DEPOSITORY 4100 WANN LURIE PL CHICAGO, IL 60632	N/A	PUBLIC	UNRESTRICTED	750
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST STE 1700 CHICAGO, IL 60616	N/A	PUBLIC	REHABILITATION PSYCHOLOGY ENDOWED FACULTY FUND	2,500
JAZZ ASPEN SNOWMASS 110 E HALLAM STE 104 ASPEN, CO 81611	N/A	PUBLIC	UNRESTRICTED	5,000
LEGAL AID FOUNDATION OF COLORADO 1900 GRANT ST STE 1112 DENVER, CO 80203	N/A	PUBLIC	UNRESTRICTED	2,500
LIFT UP PITKIN COUNTY 800 RAILROAD AVE RIFLE, CO 81650	N/A	PUBLIC	UNRESTRICTED	500

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Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK ST CHICAGO,IL 60614	N/A	PUBLIC	UNRESTRICTED	2,500
LONGHOPES DONKEY SHELTER 50 S DUTCH VALLEY RD BENNETT,CO 80102	N/A	PUBLIC	UNRESTRICTED	200
LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 E CHICAGO AVE BOX 4 CHICAGO,IL 60611	N/A	PUBLIC	SKYLIGHT TV FUND	2,500
MARTHA'S VILLAGE & KITCHEN 83791 DATE AVE INDIO,CO 92201	N/A	PUBLIC	UNRESTRICTED	1,000
MARYVILLE ACADEMY 1150 N RIVER ROAD DES PLAINES,IL 60016	N/A	PUBLIC	GOLF PROGRAM	750
MILE HIGH MONTESSORI EARLY LEARNING CENTER 1780 MARION ST DENVER,CO 80218	N/A	PUBLIC	UNRESTRICTED	500
NAPERVILLE AREA HUMANE SOCIETY 1600 W DIEHL RD NAPERVILLE,CO 60563	N/A	PUBLIC	UNRESTRICTED	1,000
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER,CO 80206	N/A	PUBLIC	UNRESTRICTED	1,000
NORTHWESTERN MEMORIAL HOSPITAL FOUNDATION 251 E HURON STE 3-200 CHICAGO,IL 60611	N/A	PUBLIC	UNRESTRICTED	2,500
PATHFINDERS PO BOX 11799 ASPEN,CO 81612	N/A	PUBLIC	UNRESTRICTED	1,000
PETS ARE WORTH SAVING 1997 N CLYBOURN CHICAGO,IL 60614	N/A	PUBLIC	UNRESTRICTED	2,500
PRAYING HANDS RANCH 4825 E DALEY CIRCLE PARKER,CO 80138	N/A	PUBLIC	UNRESTRICTED	500
REHAB INSTITUTE OF CHICAGO WOMEN'S BOARD 345 E SUPERIOR CHICAGO,IL 60611	N/A	PUBLIC	2012-13 ANNUAL APPEAL CAMPAIGN	1,000
REHAB INSTITUTE OF CHICAGO 345 E SUPERIOR CHICAGO,IL 60611	N/A	PUBLIC	VOCATIONAL REHABILITATION	2,500
ROCKY MT IMMIGRANT ADVOCACY NETWORK 3489 W 72ND AVE STE 211 WESTMINSTER,CO 80030	N/A	PUBLIC	UNRESTRICTED	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE CHARITIES OF SO CO 311 N LOGAN CO SPRINGS,CO 80909	N/A	PUBLIC	UNRESTRICTED	1,000
SAFE PLACE FOR PETS PO BOX 38202 CO SPRINGS,CO 80937	N/A	PUBLIC	UNRESTRICTED	500
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	UNRESTRICTED	3,000
SHRINERS HOSPITALS FOR CHILDREN - CHICAGO 2211 N OAK PARK AVE CHICAGO,IL 60707	N/A	PUBLIC	UNRESTRICTED	1,000
SOUTHERN COLORADO AIDS PROJECT 1301 S EIGHTH ST STE200 CO SPRINGS,CO 80905	N/A	PUBLIC	UNRESTRICTED	2,000
SOXPLACE 2017 LARIMER PO BOX 544 DENVER,CO 80201	N/A	PUBLIC	UNRESTRICTED	200
TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN,CT 06795	N/A	PUBLIC	TAFT ANNUAL FUND	1,000
THE BUDDY PROGRAM 110 E HALLAM STE 125 ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	1,000
THE GAZETTE EL POMAR FOUNDATION 30 S PROSPECT ST CO SPRINGS,CO 80903	N/A	PUBLIC	EMPTY STOCKING FUND	500
TRASHMASTERS INTERNATIONAL PO BOX 6200 SNOWMASS VLG,CO 81615	N/A	PUBLIC	TRASHMASTER'S SCHOLARSHIP FUND	1,000
TULANE UNIVERSITY 1555 POYDRAS ST STE 1100 NEWORLEANS,LA 70112	N/A	PUBLIC	MILDRED CROWN MEMORIAL SCHOLARSHIP	4,000
TULANE UNIVERSITY 1555 POYDRAS ST STE 1100 NEWORLEANS,LA 70112	N/A	PUBLIC	THE ROGOVIN MEMORIAL SCHOLARSHIP FUND	4,000
TWO ANGELS FOUNDATION PO BOX 740849 ARVADA,CO 80006	N/A	PUBLIC	UNRESTRICTED	1,000
UNIVERSITY OF DENVER STURM COLLEGE OF LAW 2190 E ASBURY AVE DENVER,CO 80208	N/A	PUBLIC	BARRY S CROWN MEMORIAL ENDOWED SCHOLARSHIP FUND	3,000
URBAN PEAK 730 21ST ST DENVER,CO 80205	N/A	PUBLIC	UNRESTRICTED	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMENS CRISIS CENTER PO BOX 367 CASTLE ROCK, CO 80104	N/A	PUBLIC	UNRESTRICTED	500
WORK OPTIONS FOR WOMEN 1200 FEDERAL BLVD DENVER, CO 80204	N/A	PUBLIC	UNRESTRICTED	500
Total ▶ 3a				103,000

**TY 2012 Investments Corporate
Stock Schedule****Name:** CASTAWAYS FOUNDATION**EIN:** 36-3738769

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1345 SH AEROVIRONMENT INC.	38,826	29,240
320 SH APACHE CORP.	35,333	25,120
6085 SH ASHMORE GRP PLC ORD	36,567	35,539
77 SH AUTOZONE INC.	29,886	27,291
935 SH BCE INC NEW	40,434	40,149
670 SH BAXTER INTL NEW	38,900	44,662
440 SH BERKSHIRE HATHAWAY B NEW	35,345	39,468
1135 SH BROOKFIELD ASSET MGMT	35,734	41,598
905 SH EXELON CORP.	35,474	26,915
815 SH FREEPORT MCMORAN COPPER	35,419	27,873
56 SH GOOGLE INC. CLASS A	34,200	39,613
535 SH INTUIT INC.	29,738	31,819
655 SH JOY GLOBAL INC.	40,605	41,776
435 SH LAB CP AMER HLDG NEW	38,599	37,680
350 SH MC DONALDS CORP.	35,176	30,874
930 SH MEDTRONIC INC.	35,460	38,149
630 SH NESTLE S A REG B ADR	40,183	41,057
1885 SH POTASH CORP. SASK INC	81,186	76,701
355 SH SEACOR HLDGS INC NEW	35,370	29,749
1290 SH SUNCOR INC NEW	46,922	42,544
685 SH TARGET CORP.	38,792	40,531
1390 SH UNITEDHEALTH GROUP INC.	77,407	75,394
730 SH VERIZON COMMUNICATIONS	29,941	31,587
1255 SH WALGREEN COMPANY	38,470	46,447

TY 2012 Investments - Other Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
9191.1760 ABERDEEN ASIA BD FD INST	AT COST	100,000	102,298
9191.7420 EATON VANCE FLOATING	AT COST	85,208	86,678
6839.9450 LOOMIS SAYLES BD FD	AT COST	100,000	103,009
21775.6100 LORD ABBETT SHORT	AT COST	100,000	101,257
6799.6370 MILLER CONV FD CL A	AT COST	75,000	74,864
11845.4970 OPPENHEIMER INTL BD FD	AT COST	75,574	77,943
5499.1790 BUFFALO DISCOVERY FD	AT COST	90,000	86,502
6761.0440 MATTHEWS ASIAN G & I FD	AT COST	111,246	125,823
2840.9090 MATTHEWS CHINA FUND	AT COST	65,000	66,676
11330.6980 OPPENHEIMER STEELPATH	AT COST	119,143	119,086
1564.30 TOCQUEVILLE GOLD FUND	AT COST	125,000	99,474
8478.1140 WINTERGREEN FUND	AT COST	125,000	128,019
450 UNITS SPDR GOLD TRUST	AT COST	75,100	72,909
2855 UNITS SPDR S&P REGIONAL BKING	AT COST	78,036	79,855

TY 2012 Legal Fees Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	235	0		235

TY 2012 Other Assets Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		653	653

TY 2012 Other Expenses Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	15,966	15,966		0
FOREIGN TAXES	1,424	1,424		0
STATE REPORT FILING FEES	25	0		25
OTHER FEES	29	29		0

TY 2012 Taxes Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	3,782	0		3,782