



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052








2012


Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JOE AND ARLENE WATT FOUNDATION INC		A Employer identification number 83-0330482	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 6085		B Telephone number (see instructions) (307) 672-1498	
City or town, state, and ZIP code SHERIDAN, WY 82801		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,528,000		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	644,063	644,037		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	581,256			
	b Gross sales price for all assets on line 6a _____ 5,357,835				
	7 Capital gain net income (from Part IV, line 2)		581,256		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	32,937	27,714		
	12 Total. Add lines 1 through 11	1,258,256	1,253,007		
	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)	1,550	1,163		387
	c Other professional fees (attach schedule)	111,128	111,128		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,308	796		12
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	136	68		68
	24 Total operating and administrative expenses. Add lines 13 through 23	132,122	113,155		467
	25 Contributions, gifts, grants paid	1,015,000			1,015,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,147,122	113,155		1,015,467
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	111,134			
	b Net investment income (if negative, enter -0-)		1,139,852		
	c Adjusted net income (if negative, enter -0-)				

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	115,758	376,589	376,589
	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)	2,782,493	 2,522,978	2,657,468
	b	Investments—corporate stock (attach schedule)	10,771,785	 10,645,445	13,415,212
	c	Investments—corporate bonds (attach schedule).	4,486,238	 4,717,775	4,952,901
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2	 2	106,849
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 6,360	 18,981	 18,981
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,162,636	18,281,770	21,528,000

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 ▶ _____)		 8,000	
	23	Total liabilities (add lines 17 through 22)		8,000	

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	18,162,636	18,273,770	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	18,162,636	18,273,770	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,162,636	18,281,770	

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	18,162,636
2	Enter amount from Part I, line 27a	2	111,134
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	18,273,770
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,273,770

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	581,256
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	36,690

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	1,045,653	21,484,686	0 048670
2010	917,808	20,558,064	0 044645
2009	1,004,260	18,744,903	0 053575
2008	851,939	21,409,879	0 039792
2007	1,033,969	23,493,297	0 044011

2 Total of line 1, column (d).	2	0 230693
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 046139
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	21,264,483
5 Multiply line 4 by line 3.	5	981,122
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	11,399
7 Add lines 5 and 6.	7	992,521
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	1,015,467

Part VIExcise 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	11,399
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	11,399
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	11,399
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,765	
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	22,765
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	11,366
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,366	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WY _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of FIRST INTERSTATE BANK FSG Telephone no (307) 672-1498 Located at 16 S MAIN ST SHERIDAN WY ZIP+4 82801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
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?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

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

☐ Yes ☒ No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

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

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
FIRST INTERSTATE BANK	INVESTMENT MGMT	111,128
PO BOX 2007 SHERIDAN, WY 82801		
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	21,102,932
b	Average of monthly cash balances.	1b	378,527
c	Fair market value of all other assets (see instructions).	1c	106,849
d	Total (add lines 1a, b, and c).	1d	21,588,308
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	21,588,308
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	323,825
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,264,483
6	Minimum investment return. Enter 5% of line 5.	6	1,063,224

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	1,063,224
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,399
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,399
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,051,825
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,051,825
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	1,051,825

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	1,015,467
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,015,467
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	11,399
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,004,068
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				1,051,825
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,011,557	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,015,467				
a Applied to 2011, but not more than line 2a			1,011,557	
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.				3,910
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,047,915
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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 or e-mail of the person to whom applications should be addressed

JOE AND ARLENE WATT FOUNDATION
PO BOX 6085
SHERIDAN, WY 82801
(307) 672-1498

b

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

THE APPLICATION SHOULD BE IN WRITTEN FORM AND INCLUDE 1 NAME, ADDRESS AND TAX ID NUMBER OF THE CHARITY, 2 DOCUMENTARY PROOF OF THE TAX EXEMPT STATUS OF THE CHARITY UNDER SECTION 501(C)(3) OF THE IRC OF 1954, OR AS AMENDED 3 COPY OF THE MOST RECENT ANNUAL REPORT OF THE CHARITY IN THE FORM REQUIRED OF IT BY APPLICABLE SECTION OF THE INTERNAL REVENUE CODE 4 DESCRIPTION OF THE CHARITABLE PURPOSE, OR PURPOSES, TO WHICH THE FUNDS FOR WHICH APPLICATION IS BEING MADE SHALL BE PUT

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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 Paid during the year See Additional Data Table				
Total			3a	1,015,000
b Approved for future payment				
Total			3b	

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	644,063	
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.			15	27,714	
8 Gain or (loss) from sales of assets other than inventory			18	581,256	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OIL LEASE _____			16	5,223	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				1,258,256	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,258,256

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use Only**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
	***** Signature of officer or trustee			2013-05-10 Date		***** Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's Signature		Date	PTIN
	EVERETT J MOHATT		EVERETT J MOHATT		2013-05-13	Check if self-employed <input checked="" type="checkbox"/>
	Firm's name		MOHATT RINALDO JOHNSON & GODWIN LLP			Firm's EIN
		PO BOX 603				
Firm's address		SHERIDAN, WY 828010603			Phone no (307) 672-6494	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2693-CONOCOPHILLIPS	P	2011-10-05	2012-08-17
4479 51-FNMA POOL AL1537 2 8130% 02	P	2012-04-26	2012-10-25
437-KRAFT FOODS GROUP INC	P	2011-12-27	2012-11-05
250-AIR PRODUCTS & CHEMICALS	P	2002-07-30	2012-02-28
2100 84-EATON VANCE PARAMETRIC TAX M	P	2007-09-10	2012-11-08
1753 08-FHLMC POOL J11566	P	2011-01-04	2012-03-15
860 46-FHLMC SER 2825	P	2005-08-02	2012-06-15
2 63-FHLMC SER 3640 1	P	2010-08-25	2012-02-15
1818 83-FHLMC SER 3640	P	2010-08-25	2012-05-15
3856 42-FHLMC SERIES 2622 PE	P	2007-08-10	2012-04-15
6286 37-FHLMC SERIES 2790	P	2007-08-31	2012-06-15
828 79-FNMA SER 2005-1 VK	P	2006-06-14	2012-06-25
9664 66-FNMA SERIES 2005-36	P	2008-04-11	2012-04-25
11498 7-GNMA POOL 2009-61	P	2010-06-08	2012-11-20
208 59-GNMA SER 2008-56	P	2008-08-21	2012-07-20
3114 05-GNMA SERIES 2009-93	P	2009-12-09	2012-05-20
600-JOHNSON & JOHNSON	P	2002-08-22	2012-09-13
17288 25-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-12-25
800-NEXTERA ENERGY INC	P	2009-02-12	2012-11-08
276 98-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-05-25
100000-FED FARM CREDIT BANK NOTES	P	2011-12-14	2012-11-14
1479-GILEAD SCIENCES INC	P	2012-05-04	2012-12-11
2000-PEABODY ENERGY CORPORATION	P	2011-12-27	2012-03-05
1000-AIR PRODUCTS & CHEMICALS	P	2003-06-12	2012-02-28
473 053-EATON VANCE PARAMETRIC TAX M	P	2008-05-05	2012-11-08
1266 56-FHLMC POOL J11566	P	2011-01-04	2012-12-15
880 38-FHLMC SER 2825	P	2005-08-02	2012-11-15
2030 35-FHLMC SER 3640	P	2010-08-25	2012-02-15
2 18-FHLMC SER 3640 1	P	2010-08-25	2012-06-15
2390 1-FHLMC SERIES 2622 PE	P	2007-08-10	2012-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6936 65-FHLMC SERIES 2790	P	2007-08-31	2012-11-15
832 24-FNMA SER 2005-1 VK	P	2006-06-14	2012-07-25
335 21-FNMA SERIES 2005-36	P	2008-04-11	2012-06-25
10871 62-GNMA POOL 2009-61	P	2010-06-08	2012-12-20
2441 44-GNMA SER 2008-56	P	2008-08-21	2012-07-20
4483 56-GNMA SERIES 2009-93	P	2009-12-09	2012-08-20
700-JOHNSON & JOHNSON	P	2002-12-11	2012-09-13
5510 54-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-10-25
1026 087-OPPENHEIMER MAIN STREET SMA	P	2006-12-11	2012-11-08
3592 43-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-10-25
150000-FED HOME LOAN BANK NOTES	P	2011-11-10	2012-05-10
6447 47-GNMA POOL SER 2010-14	P	2011-06-23	2012-02-20
0 5-PHILLIPS 66	P	2011-10-05	2012-05-08
750-AIR PRODUCTS & CHEMICALS	P	2010-08-31	2012-02-28
2243-EXELON CORPORATION	P	2009-02-12	2012-11-08
3717 48-FHLMC POOL J11566	P	2011-01-04	2012-06-15
841 02-FHLMC SER 2825	P	2005-08-02	2012-01-15
2 23-FHLMC SER 3640 1	P	2010-08-25	2012-07-15
2 36-FHLMC SER 3640 1	P	2010-08-25	2012-05-15
3387 87-FHLMC SERIES 2622 PE	P	2007-08-10	2012-06-15
10725 53-FHLMC SERIES 2790	P	2007-08-31	2012-01-15
815 12-FNMA SER 2005-1 VK	P	2006-06-14	2012-02-25
12293 76-FNMA SERIES 2005-36	P	2008-04-11	2012-01-25
820 47-GNMA POOL 2009-61	P	2010-06-08	2012-06-20
197 54-GNMA SER 2008-56	P	2008-08-21	2012-08-20
7094 76-GNMA SERIES 2009-93	P	2009-12-09	2012-09-20
300-JOHNSON & JOHNSON	P	2003-04-21	2012-09-13
171 24-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-10-25
2025-PEABODY ENERGY CORPORATION	P	2009-02-12	2012-03-05
2316 72-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-01-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100000-FED HOME LOAN BANK NOTES STR	P	2012-07-30	2012-08-23
3633 56-GNMA POOL SER 2010-14	P	2011-06-23	2012-05-20
1346-PHILLIPS 66	P	2011-10-05	2012-05-09
151-APPLE COMPUTER INC	P	2008-04-11	2012-03-22
17-EXELON CORPORATION	P	2010-02-01	2012-11-08
1216 59-FHLMC POOL J11566	P	2011-01-04	2012-11-15
754 45-FHLMC SER 3174 PX	P	2006-09-22	2012-02-15
1716 06-FHLMC SER 3640	P	2010-08-25	2012-07-15
1 84-FHLMC SER 3640 1	P	2010-08-25	2012-10-15
3651 32-FHLMC SERIES 2622 PE	P	2007-08-10	2012-11-15
745 49-FHLMC SERIES 3221	P	2006-11-15	2012-02-15
835 71-FNMA SER 2005-1 VK	P	2006-06-14	2012-08-25
4580 25-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-02-25
813-GNMA POOL 2009-61 5 5	P	2010-06-08	2012-04-20
2312 02-GNMA SER 2008-56	P	2008-08-21	2012-08-20
3155 08-GNMA SERIES 2009-93	P	2009-12-09	2012-03-20
600-JOHNSON & JOHNSON	P	2003-10-27	2012-09-13
3688-MERCK & CO INC	P	2010-02-17	2012-12-13
975-PEABODY ENERGY CORPORATION	P	2009-06-24	2012-03-05
17 43-T ROWE PRICE MID CAP GROWTH FU	P	2003-07-10	2012-11-08
100000-FED HOME LOAN BANK NOTES STR	P	2012-08-30	2012-12-27
6011 32-GNMA POOL SER 2010-14	P	2011-06-23	2012-03-20
1500-TIFFANY & CO	P	2011-12-23	2012-07-05
1500-AT&T INC 6 375% 02/15/2056 SER	P	2007-02-13	2012-02-15
200-EXXON MOBIL CORPORATION	P	2002-06-13	2012-04-05
3104 71-FHLMC POOL J11566	P	2011-01-04	2012-01-15
770 3-FHLMC SER 3174 PX 5	P	2006-09-22	2012-07-15
1677 4-FHLMC SER 3640	P	2010-08-25	2012-06-15
1421 47-FHLMC SER 3640	P	2010-08-25	2012-10-15
4223 72-FHLMC SERIES 2622 PE	P	2007-08-10	2012-01-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
761 15-FHLMC SERIES 3221	P	2006-11-15	2012-07-15
839 19-FNMA SER 2005-1 VK	P	2006-06-14	2012-09-25
10498 27-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-03-25
835 62-GNMA POOL 2009-61	P	2010-06-08	2012-10-20
202 83-GNMA SER 2008-56	P	2008-08-21	2012-03-20
9395 15-GNMA SERIES 2009-93	P	2009-12-09	2012-11-20
758-JOHNSON & JOHNSON	P	2006-12-11	2012-09-13
1000-MERCK & CO INC	P	2010-02-17	2012-11-08
1000-PEABODY ENERGY CORPORATION	P	2010-07-29	2012-03-05
657 03-T ROWE PRICE MID CAP GROWTH F	P	2003-07-31	2012-11-08
100000-FED NATL MTG ASSN NOTES	P	2012-06-26	2012-12-26
7116 89-GNMA POOL SER 2010-14	P	2011-06-23	2012-04-20
500-TIFFANY & CO	P	2011-12-27	2012-07-05
100000-BARCLAYS BANK PLC STR	P	2010-06-14	2012-06-29
400-EXXON MOBIL CORPORATION	P	2002-06-13	2012-04-05
1630 6-FHLMC POOL J11566	P	2011-01-04	2012-02-15
773 51-FHLMC SER 3174 PX	P	2006-09-22	2012-08-15
2 11-FHLMC SER 3640 1	P	2010-08-25	2012-08-15
1 95-FHLMC SER 3640 1	P	2010-08-25	2012-11-15
3949 79-FHLMC SERIES 2622 PE	P	2007-08-10	2012-02-15
757 99-FHLMC SERIES 3221	P	2006-11-15	2012-06-15
818 51-FNMA SER 2005-1 VK	P	2006-06-14	2012-03-25
8867 26-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-04-25
801 92-GNMA POOL 2009-61	P	2010-06-08	2012-01-20
2373 94-GNMA SER 2008-56	P	2008-08-21	2012-03-20
6918 05-GNMA SERIES 2009-93	P	2009-12-09	2012-12-20
3040-JOHNSON CONTROLS INC	P	2011-07-27	2012-11-08
312-MERCK & CO INC	P	2010-03-31	2012-12-13
371-QUALCOMM INC	P	2005-01-31	2012-11-08
71 574-T ROWE PRICE MID CAP GROWTH F	P	2003-10-17	2012-11-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100000-FED NATL MTG ASSN NOTES	P	2011-11-22	2012-10-24
3231 92-GNMA POOL SER 2010-14	P	2011-06-23	2012-06-20
1200-VERIZON COMMUNICATIONS	P	2011-10-05	2012-05-04
100000-BB&T CORPORATION	P	2010-05-12	2012-07-27
15000-FED FARM CREDIT BANK NOTES 4	P	2009-10-21	2012-12-04
844 88-FHLMC SER 2825	P	2005-08-02	2012-02-15
776 73-FHLMC SER 3174 PX	P	2006-09-22	2012-09-15
1624 73-FHLMC SER 3640	P	2010-08-25	2012-08-15
1505 55-FHLMC SER 3640	P	2010-08-25	2012-11-15
7202 51-FHLMC SERIES 2790	P	2007-08-31	2012-02-15
764 32-FHLMC SERIES 3221	P	2006-11-15	2012-08-15
825 35-FNMA SER 2005-1 VK	P	2006-06-14	2012-05-25
14049 26-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-05-25
6967 89-GNMA POOL SER 2010-14	P	2011-06-23	2012-07-20
2168 83-GNMA SER 2008-56	P	2008-08-21	2012-06-20
3134 5-GNMA SERIES 2009-93	P	2009-12-09	2012-04-20
389 666667-KRAFT FOODS GROUP INC	P	2008-10-02	2012-11-02
700-MERCK & CO INC	P	2010-07-29	2012-12-13
2685 04-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-06-25
425 427-T ROWE PRICE MID CAP VALUE F	P	2006-01-11	2012-11-08
11000-FED NATL MTG ASSN NOTES 1	P	2011-12-30	2012-04-26
2824 76-GNMA POOL SER 2010-14	P	2011-06-23	2012-01-20
1000-VERIZON COMMUNICATIONS	P	2011-12-27	2012-05-04
200-CATERPILLAR INC	P	2008-03-24	2012-02-08
50000-FED FARM CREDIT BANK NOTES 6	P	2009-03-10	2012-06-28
864 42-FHLMC SER 2825	P	2005-08-02	2012-07-15
757 58-FHLMC SER 3174 PX	P	2006-09-22	2012-03-15
2 24-FHLMC SER 3640 1	P	2010-08-25	2012-09-15
2 58-FHLMC SER 3640 1	P	2010-08-25	2012-01-15
5577 79-FHLMC SERIES 2790	P	2007-08-31	2012-07-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
767 51-FHLMC SERIES 3221	P	2006-11-15	2012-09-15
846 2-FNMA SER 2005-1 VK 5	P	2006-06-14	2012-11-25
17320 47-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-06-25
6726 2-GNMA POOL SER 2010-14	P	2011-06-23	2012-08-20
338 49-GNMA SER 2008-56	P	2008-08-21	2012-04-20
3093 73-GNMA SERIES 2009-93	P	2009-12-09	2012-06-20
240-KRAFT FOODS GROUP INC	P	2009-01-05	2012-11-02
900-METLIFE INC	P	2007-12-20	2012-04-11
1319 99-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-07-25
1009 587-T ROWE PRICE MID CAP VALUE	P	2006-01-17	2012-11-08
8106 54-FNMA POOL AL1537 2 8130% 02	P	2012-04-26	2012-06-25
3299 03-GNMA SER 2009-88	P	2012-07-30	2012-09-20
1250-WASTE MANAGEMENT INC	P	2011-12-27	2012-09-27
30-CATERPILLAR INC	P	2008-09-29	2012-02-08
50000-FED HOME LOAN BANK NOTES 5	P	2009-10-09	2012-02-15
868 39-FHLMC SER 2825	P	2005-08-02	2012-08-15
779 98-FHLMC SER 3174 PX	P	2006-09-22	2012-10-15
1730 05-FHLMC SER 3640	P	2010-08-25	2012-09-15
1991 46-FHLMC SER 3640	P	2010-08-25	2012-01-15
3255 04-FHLMC SERIES 2790	P	2007-08-31	2012-08-15
748 6-FHLMC SERIES 3221 5	P	2006-11-15	2012-03-15
849 72-FNMA SER 2005-1 VK	P	2006-06-14	2012-12-25
2594 89-FNMA SERIES 2006-78 AV	P	2007-05-10	2012-01-25
6202 24-GNMA POOL SER 2010-14	P	2011-06-23	2012-09-20
3961 69-GNMA SER 2008-56	P	2008-08-21	2012-04-20
6477 4-GNMA SERIES 2009-93	P	2009-12-09	2012-10-20
321 333333-KRAFT FOODS GROUP INC	P	2009-06-24	2012-11-02
700-METLIFE INC	P	2008-01-09	2012-04-11
2759 55-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-02-25
1000-TARGET CORPORATION	P	2009-09-02	2012-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5579 43-FNMA POOL AL1537 2 8130% 02	P	2012-04-26	2012-07-25
143 64-GNMA SER 2009-88	P	2012-07-30	2012-11-20
1200-ABBOTT LABORATORIES	P	2002-10-17	2012-05-25
325-CATERPILLAR INC	P	2008-12-30	2012-11-08
1918 41-FHLMC POOL J11566	P	2011-01-04	2012-04-15
872 36-FHLMC SER 2825	P	2005-08-02	2012-09-15
786 48-FHLMC SER 3174 PX	P	2006-09-22	2012-12-15
2 48-FHLMC SER 3640 1	P	2010-08-25	2012-03-15
2464 3-FHLMC SERIES 2622 PE	P	2007-08-10	2012-07-15
5966 17-FHLMC SERIES 2790	P	2007-08-31	2012-09-15
777 14-FHLMC SERIES 3221	P	2006-11-15	2012-12-15
821 93-FNMA SER 2005-1 VK	P	2006-06-14	2012-04-25
824 23-GNMA POOL 2009-61	P	2010-06-08	2012-07-20
5068 08-GNMA POOL SER 2010-14	P	2011-06-23	2012-11-20
321 84-GNMA SER 2008-56	P	2008-08-21	2012-05-20
3105 21-GNMA SERIES 2009-93	P	2009-12-09	2012-01-20
78 666667-KRAFT FOODS GROUP INC	P	2009-06-24	2012-11-05
400-METLIFE INC	P	2008-09-18	2012-04-11
1019 27-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-08-25
100000-TRAVELERS COS INC	P	2008-05-22	2012-06-15
69 08-FNMA POOL AL1537 2 8130% 02/0	P	2012-04-26	2012-08-25
6108 22-GNMA SER 2009-88	P	2012-07-30	2012-11-20
1200-ABBOTT LABORATORIES	P	2003-06-20	2012-05-25
270-CATERPILLAR INC	P	2008-12-30	2012-02-08
2049 04-FHLMC POOL J11566	P	2011-01-04	2012-05-15
848 75-FHLMC SER 2825	P	2005-08-02	2012-03-15
760 75-FHLMC SER 3174 PX	P	2006-09-22	2012-04-15
1911 02-FHLMC SER 3640	P	2010-08-25	2012-03-15
3199 04-FHLMC SERIES 2622 PE	P	2007-08-10	2012-08-15
9771 53-FHLMC SERIES 2790	P	2007-08-31	2012-03-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
751 71-FHLMC SERIES 3221	P	2006-11-15	2012-04-15
842 69-FNMA SER 2005-1 VK	P	2006-06-14	2012-10-25
805 6-GNMA POOL 2009-61 5	P	2010-06-08	2012-02-20
3131 88-GNMA POOL SER 2010-14	P	2011-06-23	2012-12-20
185 31-GNMA SER 2008-56	P	2008-08-21	2012-06-20
100000-GOLDMAN SACHS GROUP INC	P	2006-03-10	2012-09-01
333 333333-KRAFT FOODS GROUP INC	P	2010-07-29	2012-11-05
1100-METLIFE INC	P	2010-05-13	2012-04-11
2065 14-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-09-25
800-VERIZON COMMUNICATIONS	P	2008-01-09	2012-05-04
879 63-FNMA POOL AL1537 2 8130% 02/	P	2012-04-26	2012-09-25
120 54-GNMA SER 2009-88	P	2012-07-30	2012-12-20
900-ABBOTT LABORATORIES	P	2004-01-22	2012-05-25
750-COSTCO WHOLESALE CORPORATION	P	2002-12-11	2012-08-03
3983 74-FHLMC POOL J11566	P	2011-01-04	2012-07-15
876 36-FHLMC SER 2825	P	2005-08-02	2012-10-15
763 92-FHLMC SER 3174 PX	P	2006-09-22	2012-05-15
1 86-FHLMC SER 3640 1	P	2010-08-25	2012-12-15
3176 87-FHLMC SERIES 2622 PE	P	2007-08-10	2012-09-15
4801 41-FHLMC SERIES 2790	P	2007-08-31	2012-10-15
754 85-FHLMC SERIES 3221	P	2006-11-15	2012-05-15
811 74-FNMA SER 2005-1 VK	P	2006-06-14	2012-01-25
828 02-GNMA POOL 2009-61	P	2010-06-08	2012-08-20
6102 47-GNMA POOL SER 2010-14	P	2011-06-23	2012-10-20
243 71-GNMA SER 2008-56	P	2008-08-21	2012-01-20
49-GOOGLE INC	P	2010-06-09	2012-09-18
1926 37-LKCM SMALL CAP EQ INSTITUTIO	P	2006-05-31	2012-11-08
500-METLIFE INC	P	2010-05-11	2012-04-11
963 78-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-11-25
1000-VERIZON COMMUNICATIONS	P	2009-07-22	2012-05-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
43 56-FNMA POOL AL1537 2 8130% 02/0	P	2012-04-26	2012-11-25
5125 66-GNMA SER 2009-88	P	2012-07-30	2012-12-20
100-ABBOTT LABORATORIES	P	2004-01-22	2012-11-08
1912-DISNEY WALT CO HOLDINGS	P	2008-11-12	2012-07-05
1423 12-FHLMC POOL J11566	P	2011-01-04	2012-08-15
884 41-FHLMC SER 2825	P	2005-08-02	2012-12-15
767 1-FHLMC SER 3174 PX 5	P	2006-09-22	2012-06-15
1433 26-FHLMC SER 3640	P	2010-08-25	2012-12-15
3710 23-FHLMC SERIES 2622 PE	P	2007-08-10	2012-03-15
3389 58-FHLMC SERIES 2790	P	2007-08-31	2012-12-15
770 7-FHLMC SERIES 3221 5	P	2006-11-15	2012-10-15
9923 94-FNMA SERIES 2005-36	P	2008-04-11	2012-02-25
831 8-GNMA POOL 2009-61 5	P	2010-06-08	2012-09-20
211 43-GNMA SER 2008-56	P	2008-08-21	2012-02-20
2852 47-GNMA SER 2008-56	P	2008-08-21	2012-01-20
160-GOOGLE INC	P	2010-06-09	2012-10-01
173 01-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-11-25
500-METLIFE INC	P	2010-07-29	2012-04-11
2854 22-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-03-25
1000-VERIZON COMMUNICATIONS	P	2010-12-17	2012-05-04
86 38-FNMA POOL AL1537 2 8130% 02/0	P	2012-04-26	2012-12-25
114 29-GNMA SER 2009-88	P	2012-07-30	2012-10-20
400-ABBOTT LABORATORIES	P	2004-07-07	2012-11-08
128-DISNEY WALT CO HOLDINGS	P	2009-01-05	2012-07-05
3332 29-FHLMC POOL J11566	P	2011-01-04	2012-09-15
852 64-FHLMC SER 2825	P	2005-08-02	2012-04-15
783 22-FHLMC SER 3174 PX	P	2006-09-22	2012-11-15
2 62-FHLMC SER 3640 1	P	2010-08-25	2012-04-15
3004 01-FHLMC SERIES 2622 PE	P	2007-08-10	2012-10-15
9937 63-FHLMC SERIES 2790	P	2007-08-31	2012-04-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
773 91-FHLMC SERIES 3221	P	2006-11-15	2012-11-15
8596 72-FNMA SERIES 2005-36	P	2008-04-11	2012-03-25
816 73-GNMA POOL 2009-61	P	2010-06-08	2012-05-20
2474 67-GNMA SER 2008-56	P	2008-08-21	2012-02-20
3073 54-GNMA SERIES 2009-93	P	2009-12-09	2012-07-20
42-JOHNSON & JOHNSON	P	2002-06-13	2012-09-13
5567 7-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-11-25
1869 445-MRGN STNLY INST MID CAP GRW	P	2006-06-21	2012-11-08
983 03-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-12-25
5000-WASTE MANAGEMENT INC	P	2011-08-26	2012-09-27
541 73-FNMA POOL AL1537 2 8130% 02/	P	2012-04-26	2012-05-25
4860 24-GNMA SER 2009-88	P	2012-07-30	2012-10-20
500-ABBOTT LABORATORIES	P	2006-02-13	2012-11-08
2113 271-EATON VANCE PARAMETRIC TAX	P	2007-08-10	2012-11-08
2873 1-FHLMC POOL J11566	P	2011-01-04	2012-10-15
856 53-FHLMC SER 2825	P	2005-08-02	2012-05-15
751 32-FHLMC SER 3174 PX	P	2006-09-22	2012-01-15
2019 98-FHLMC SER 3640	P	2010-08-25	2012-04-15
3626 3-FHLMC SERIES 2622 PE	P	2007-08-10	2012-12-15
10304 35-FHLMC SERIES 2790	P	2007-08-31	2012-05-15
742 4-FHLMC SERIES 3221 5	P	2006-11-15	2012-01-15
10193 78-FNMA SERIES 2005-36	P	2008-04-11	2012-05-25
809 29-GNMA POOL 2009-61	P	2010-06-08	2012-03-20
3766 87-GNMA SER 2008-56	P	2008-08-21	2012-05-20
3175 78-GNMA SERIES 2009-93	P	2009-12-09	2012-02-20
500-JOHNSON & JOHNSON	P	2002-07-30	2012-09-13
537 23-MASTER ASSET SECURITIZATION	P	2008-02-15	2012-12-25
2000-NATL CITY CAP TR III PFD 6 625%	P	2010-11-17	2012-05-29
1068 99-RBSGC MTG PASS THRU CERTS	P	2008-02-15	2012-04-25
CLASS ACTION PROCEEDS	P		2012-05-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
154,340		132,270	22,070
4,480		4,705	-225
19,519		17,376	2,143
22,747		11,275	11,472
95,756		100,000	-4,244
1,753		1,831	-78
860		880	-20
3		3	
1,819		1,830	-11
3,856		3,637	219
6,286		5,508	778
829		804	25
9,665		9,986	-321
11,499		12,566	-1,067
209		216	-7
3,114		3,225	-111
41,362		33,240	8,122
17,288		16,856	432
54,601		39,700	14,901
277		268	9
100,000		100,000	
113,338		75,035	38,303
62,708		68,126	-5,418
90,986		42,070	48,916
21,562		24,670	-3,108
1,267		1,323	-56
880		900	-20
2,030		2,043	-13
2		2	
2,390		2,254	136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,937		6,078	859
832		808	24
335		346	-11
10,872		11,881	-1,009
2,441		2,528	-87
4,484		4,643	-159
48,255		39,480	8,775
5,511		5,373	138
23,600		23,815	-215
3,592		3,476	116
150,000		152,855	-2,855
6,447		6,788	-341
15		15	
68,240		55,460	12,780
71,178		119,690	-48,512
3,717		3,884	-167
841		860	-19
2		2	
2		2	
3,388		3,195	193
10,726		9,398	1,328
815		791	24
12,294		12,703	-409
820		897	-77
198		205	-7
7,095		7,348	-253
20,681		16,638	4,043
171		167	4
63,492		56,282	7,210
2,317		2,241	76

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000		99,990	10
3,634		3,825	-191
42,418		39,290	3,128
90,871		22,401	68,470
539		777	-238
1,217		1,271	-54
754		747	7
1,716		1,727	-11
2		2	
3,651		3,444	207
745		737	8
836		811	25
4,580		4,702	-122
813		888	-75
2,312		2,394	-82
3,155		3,267	-112
41,362		30,276	11,086
164,387		137,611	26,776
30,570		29,182	1,388
1,000		653	347
100,000		100,000	
6,011		6,329	-318
81,354		96,674	-15,320
37,500		37,500	
16,969		7,912	9,057
3,105		3,243	-138
770		763	7
1,677		1,688	-11
1,421		1,430	-9
4,224		3,984	240

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
761		752	9
839		815	24
10,498		10,777	-279
836		913	-77
203		210	-7
9,395		9,730	-335
52,253		49,998	2,255
44,251		37,313	6,938
31,354		45,122	-13,768
37,694		25,000	12,694
100,000		100,030	-30
7,117		7,493	-376
27,118		33,092	-5,974
100,000		100,000	
33,937		15,824	18,113
1,631		1,703	-72
774		766	8
2		2	
2		2	
3,950		3,725	225
758		749	9
819		794	25
8,867		9,103	-236
802		876	-74
2,374		2,459	-85
6,918		7,165	-247
78,400		113,079	-34,679
13,907		11,733	2,174
22,943		13,867	9,076
4,106		2,863	1,243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000		99,925	75
3,232		3,403	-171
48,358		43,099	5,259
100,000		104,500	-4,500
15,000		16,038	-1,038
845		864	-19
777		769	8
1,625		1,635	-10
1,506		1,515	-9
7,203		6,311	892
764		755	9
825		801	24
14,049		14,422	-373
6,968		7,336	-368
2,169		2,246	-77
3,135		3,246	-111
17,551		13,871	3,680
31,201		24,614	6,587
2,685		2,598	87
10,376		10,295	81
11,000		10,978	22
2,825		2,974	-149
40,298		40,017	281
22,783		15,196	7,587
50,000		53,500	-3,500
864		884	-20
758		750	8
2		2	
3		3	
5,578		4,888	690

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
768		759	9
846		821	25
17,320		17,781	-461
6,726		7,081	-355
338		351	-13
3,094		3,204	-110
10,810		7,013	3,797
31,722		54,028	-22,306
1,320		1,277	43
24,624		24,260	364
8,107		8,514	-407
3,299		3,538	-239
40,099		41,129	-1,030
3,417		1,799	1,618
56,839		51,664	5,175
868		888	-20
780		772	8
1,730		1,741	-11
1,991		2,004	-13
3,255		2,852	403
749		740	9
850		825	25
2,595		2,664	-69
6,202		6,530	-328
3,962		4,103	-141
6,477		6,708	-231
14,473		8,748	5,725
24,673		40,339	-15,666
2,760		2,670	90
62,134		46,480	15,654

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,579		5,860	-281
144		154	-10
74,952		49,628	25,324
27,279		13,718	13,561
1,918		2,004	-86
872		892	-20
786		779	7
2		2	
2,464		2,324	140
5,966		5,228	738
777		768	9
822		798	24
824		901	-77
5,068		5,336	-268
322		333	-11
3,105		3,216	-111
3,514		2,142	1,372
14,099		21,540	-7,441
1,019		986	33
100,000		101,173	-1,173
69		73	-4
6,108		6,551	-443
74,952		51,473	23,479
30,756		11,396	19,360
2,049		2,141	-92
849		868	-19
761		753	8
1,911		1,923	-12
3,199		3,017	182
9,772		8,562	1,210

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
752		743	9
843		818	25
806		880	-74
3,132		3,297	-165
185		192	-7
100,000		100,927	-927
14,889		10,246	4,643
38,772		48,150	-9,378
2,065		1,998	67
32,239		31,191	1,048
880		924	-44
121		129	-8
56,214		36,774	19,440
72,753		21,690	51,063
3,984		4,162	-178
876		896	-20
764		757	7
2		2	
3,177		2,996	181
4,801		4,207	594
755		746	9
812		788	24
828		905	-77
6,102		6,425	-323
244		252	-8
35,013		23,724	11,289
45,000		44,653	347
17,624		21,765	-4,141
964		932	32
40,298		28,654	11,644

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
44		46	-2
5,126		5,497	-371
6,394		4,086	2,308
92,355		39,422	52,933
1,423		1,487	-64
884		904	-20
767		760	7
1,433		1,442	-9
3,710		3,499	211
3,390		2,970	420
771		762	9
9,924		10,254	-330
832		909	-77
211		219	-8
2,852		2,954	-102
121,249		77,466	43,783
173		169	4
17,624		20,233	-2,609
2,854		2,761	93
40,298		34,486	5,812
86		91	-5
114		123	-9
25,577		15,944	9,633
6,183		3,054	3,129
3,332		3,481	-149
853		872	-19
783		776	7
3		3	
3,004		2,833	171
9,938		8,708	1,230

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
774		765	9
8,597		8,883	-286
817		893	-76
2,475		2,563	-88
3,074		3,183	-109
2,895		2,411	484
5,568		5,429	139
61,000		45,334	15,666
983		951	32
160,394		163,091	-2,697
542		569	-27
4,860		5,213	-353
31,971		21,415	10,556
96,322		100,000	-3,678
2,873		3,001	-128
857		876	-19
751		744	7
2,020		2,033	-13
3,626		3,420	206
10,304		9,029	1,275
742		734	8
10,194		10,533	-339
809		884	-75
3,767		3,901	-134
3,176		3,289	-113
34,468		26,065	8,403
537		524	13
50,000		50,600	-600
1,069		1,034	35
129			129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,070
			-225
			2,143
			11,472
			-4,244
			-78
			-20
			-11
			219
			778
			25
			-321
			-1,067
			-7
			-111
			8,122
			432
			14,901
			9
			38,303
			-5,418
			48,916
			-3,108
			-56
			-20
			-13
			136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			859
			24
			-11
			-1,009
			-87
			-159
			8,775
			138
			-215
			116
			-2,855
			-341
			12,780
			-48,512
			-167
			-19
			193
			1,328
			24
			-409
			-77
			-7
			-253
			4,043
			4
			7,210
			76

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10
			-191
			3,128
			68,470
			-238
			-54
			7
			-11
			207
			8
			25
			-122
			-75
			-82
			-112
			11,086
			26,776
			1,388
			347
			-318
			-15,320
			9,057
			-138
			7
			-11
			-9
			240

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			24
			-279
			-77
			-7
			-335
			2,255
			6,938
			-13,768
			12,694
			-30
			-376
			-5,974
			18,113
			-72
			8
			225
			9
			25
			-236
			-74
			-85
			-247
			-34,679
			2,174
			9,076
			1,243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			75
			-171
			5,259
			-4,500
			-1,038
			-19
			8
			-10
			-9
			892
			9
			24
			-373
			-368
			-77
			-111
			3,680
			6,587
			87
			81
			22
			-149
			281
			7,587
			-3,500
			-20
			8
			690

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			25
			-461
			-355
			-13
			-110
			3,797
			-22,306
			43
			364
			-407
			-239
			-1,030
			1,618
			5,175
			-20
			8
			-11
			-13
			403
			9
			25
			-69
			-328
			-141
			-231
			5,725
			-15,666
			90
			15,654

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-281
			-10
			25,324
			13,561
			-86
			-20
			7
			140
			738
			9
			24
			-77
			-268
			-11
			-111
			1,372
			-7,441
			33
			-1,173
			-4
			-443
			23,479
			19,360
			-92
			-19
			8
			-12
			182
			1,210

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			25
			-74
			-165
			-7
			-927
			4,643
			-9,378
			67
			1,048
			-44
			-8
			19,440
			51,063
			-178
			-20
			7
			181
			594
			9
			24
			-77
			-323
			-8
			11,289
			347
			-4,141
			32
			11,644







Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2
			-371
			2,308
			52,933
			-64
			-20
			7
			-9
			211
			420
			9
			-330
			-77
			-8
			-102
			43,783
			4
			-2,609
			93
			5,812
			-5
			-9
			9,633
			3,129
			-149
			-19
			7
			171
			1,230


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			-286
			-76
			-88
			-109
			484
			139
			15,666
			32
			-2,697
			-27
			-353
			10,556
			-3,678
			-128
			-19
			7
			-13
			206
			1,275
			8
			-339
			-75
			-134
			-113
			8,403
			13
			-600
			35
			129

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
JOHN M PRADERE 	VICE PRESIDE 2 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				
ROBERT EBERHART 	SECY/TREAS 2 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				
KY DIXON 	DIRECTOR 2 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				
RICHARD HAMMER JR 	DIRECTOR 2 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				
JACK E PELISSIER 	PRESIDENT 3 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				
DEBRA WENDTLAND 	DIRECTOR 2 00	0	0	0
PO BOX 6085 SHERIDAN, WY 82801				

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>				
VOLUNTEERS OF AMERICA 1876 S SHERIDAN AVE SHERIDAN, WY 82801	NONE	EXEMPT ORG	UNRESTRICTED	100,000
SHERIDAN SENIOR CENTER 211 SMITH ST SHERIDAN, WY 82801	NONE	EXEMPT ORG	UNRESTRICTED	100,000
SHERIDAN HEALTH CENTER 1428 W 5TH SHERIDAN, WY 82801	NONE	EXEMPT ORG	UNRESTRICTED	55,000
WYO THEATER 42 N MAIN SHERIDAN, WY 82801	NONE	EXEMPT ORG	BUILDING	100,000
SHERIDAN COUNTY MEM HOSPITAL FOUND 1401 W 5TH ST SHERIDAN, WY 82801	NONE	EXEMPT ORG	CANCER CENTER	200,000
SHERIDAN COUNTY YMCA 417 N JEFFERSON SHERIDAN, WY 82801	NONE	EXEMPT ORG	UNRESTRICTED	200,000
HABITAT FOR HUMANITY EASTERN BIGHORNS SHERIDAN, WY 82801	NONE	EXEMPT ORG	UNRESTRICTED	30,000
TONGUE RIVER VALLEY COMMUNITY CENTER RANCHESTER, WY 82839	NONE	EXEMPT ORG	UNRESTRICTED	30,000
UNIVERSITY OF WYOMING 1000 E UNIVERSITY AVE LARAMIE, WY 82071	NONE	EXEMPT ORG	UNRESTRICTED	100,000
SHERIDAN COUNTY YMCA 417 N JEFFERSON SHERIDAN, WY 82801	NONE	EXEMPT ORG	PROPERTY PURCHASE	100,000
Total  3a				1,015,000

TY 2012 Accounting Fees Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRADERE, MOHATT & RINALDO, LLP	1,550	1,163		387

TY 2012 Compensation Explanation**Name:** JOE AND ARLENE WATT FOUNDATION INC**EIN:** 83-0330482

Person Name	Explanation
JOHN M PRADERE	
ROBERT EBERHART	
KY DIXON	
RICHARD HAMMER JR	
JACK E PELISSIER	
DEBRA WENDTLAND	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: JOE AND ARLENE WATT FOUNDATION INC
EIN: 83-0330482

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BEGINNING OF YEAR		
10,000-GE CAITAL FINANCIAL CD	111,674	110,151
100,000-WELLS FARGO COMPANY	99,691	100,295
200,000-MARSH & MCLENNAN COS INC	202,478	200,974
100,000-GOLDMAN SACHS GROUP INC	101,264	101,169
100,000-LEGGETT & PLATT INC	105,531	100,869
100,000-BANK OF AMERICA CORP	104,951	101,364
100,000-NUCOR CORP	100,000	102,000
200,000-ELECTRONIC DATA SYSTEMS	216,034	205,037
100,000-FIRST DATA CORPORATION	94,787	100,821
100,000-ROYAL BANK OF SCOTLAND PLC	101,122	101,484
70,000-HEWLETT-PACKARD CO	70,000	69,999
65,000-APACHE CORP	72,599	67,470
100,000-GOLDMAN SACHS GROUP INC.	104,429	103,501
100,000-BROWN-FORMAN CORPORATION	101,564	104,829
100,000-DELL INC CORP	101,855	106,146
150,000-GLAXOSMITHKLINE	140,679	157,423
100,000-NORFOLK SOUTHERN CORP	98,587	107,710
250,000-AMERICAN GENERAL FINANCE	250,000	243,496
100,000-CODELCO INC	105,977	106,059
250,000-AMGEN INC	247,558	269,042
50,000-MERCK & CO. INC	46,970	54,504
100,000-BANK OF NY MELLON	109,170	109,029
100,000-KIMBERLY-CLARK CORP	94,737	111,107
100,000-MEDTRONIC INC	92,907	110,810
50,000-BB&T CORPORATION	49,800	53,217
100,000-HARTFORD FINANCIAL GROUP	95,276	111,929
50,000-LILLY ELI & CO	53,925	58,355
100,000-TARGET CORPORATION	99,170	117,712
150,000-GEORGIA POWER COMPANY	149,676	179,944

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100,000-NUCOR CORPORATION	103,735	119,964
50,000-GENERAL ELECTRIC CO	55,222	58,957
200,000-DANAHER CORP	204,412	240,540
100,000-PITNEY BOWES INC	102,792	103,752
200,000-MORGAN STANLEY STR 4.0000% 1	192,000	207,420
317,285.27-MASTER ASSET SECURITIZATI	309,353	324,567
29,868.53-RBSGC MTG PASS THRU CERTS	28,898	30,919
22,890.978-OPPENHEIMER INTERNATIONAL	150,000	150,623
11,294.115-TEMPLETON GLOBAL BOND FUN	150,300	150,663
2,500-ISHARES S&P PREF STOCK INDEX F	98,652	99,050

**TY 2012 Investments Corporate
Stock Schedule**

Name: JOE AND ARLENE WATT FOUNDATION INC
EIN: 83-0330482

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BEGINNING OF YEAR		
3,000-AFLAC INC	121,533	159,357
1,800-APACHE CORPORATION	160,911	141,300
799-APPLE COMPUTER INC	108,312	425,206
5,500-BAKER HUGHES INC	254,118	224,662
5,100-BB&T CORPORATION	160,453	148,461
2,488-BERKSHIRE HATHAWAY INC - CL B	196,851	223,174
2,300-CATERPILLAR INC	122,536	206,100
2,645-CELGENE CORP	218,959	207,553
3,000-CHEVRON CORP	155,436	324,420
8,500-CISCO SYSTEMS INC	127,282	167,020
5,000-COCA COLA COMPANY	110,406	181,250
2,250-COSTCO WHOLESALE CORPORATION	77,765	222,143
2,850-DEERE & COMPANY	180,507	246,297
4,360-DISNEY WALT CO HOLDINGS	129,809	217,084
4,350-DU PONT E I DE NEMOURS & COMPA	208,133	195,656
11,000-EMC CORPORATION	136,532	278,300
3,200-EMERSON ELECTRIC COMPANY	103,182	169,472
5,000-EXELON CORPORATION	194,558	148,700
4,050-EXXON MOBIL CORPORATION	258,108	350,528
4,000-FLUOR CORPORATION	205,864	234,960
11,000-GENERAL ELECTRIC COMPANY	187,390	230,890
1,521-GILEAD SCIENCES INC.	77,166	111,717
250-GOOGLE INC	139,325	176,845
23,500-HUNTINGTON BANCSHARES INC	145,172	150,165
3,250-ILLINOIS TOOL WORKS INC	108,653	197,633
11,987-INTEL CORPORATION	264,331	247,172
1,450-INTERNATIONAL BUSINESS MACHINE	189,887	277,748
4,000-JOHNSON CONTROLS INC	137,042	122,680
11,500-JP MORGAN CHASE & COMPANY	436,727	505,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,400-MCDONALDS CORPORATION	221,975	299,914
2,350-MCKESSON CORPORATION	206,631	227,856
5,000-MDU RESOURCES GROUP INC	87,897	106,200
7,000-MICROSOFT CORPORATION	206,468	186,968
6,847-MONDELEZ INTERNATIONAL INC	148,583	174,278
3,200-NEXTERA ENERGY INC	162,084	221,408
4,000-NORTHERN TRUST CORPORATION	205,754	200,640
7,000-ORACLE CORPORATION	78,267	233,240
3,000-PEPSICO INC	161,443	205,290
3,300-PHILIP MORRIS INTERNATIONAL	222,348	276,012
3,200-PROCTER & GAMBLE COMPANY	179,726	217,248
3,300-QUALCOMM INC	133,150	204,137
3,000-SCHLUMBERGER LIMITED	112,513	207,896
3,600-TARGET CORPORATION	175,268	213,012
7,000-U S BANCORP DEL	205,561	223,580
4,600-UNITEDHEALTH GROUP INC	241,498	249,504
2,000-BHP BILLITON LIMITED ADR	143,216	156,840
3,700-ROCHE HOLDINGS LTD SPONS ADR	187,722	185,940
3,500-TEVA PHARMACEUTICAL INDUSTRIES	171,863	130,690
950.932-VANGUARD 500 INDEX FUND - SI	100,000	103,195
8,423.206-LKCM SMALL CAP EQ INSTITUT	152,833	191,123
8,340.727-MRGN STNLY INST MID CAP GR	207,847	278,580
8,582.525-OPPENHEIMER MAIN STREET SM	169,781	207,096
5,145.225-T ROWE PRICE MID CAP GROWT	235,137	290,551
12,153.477-T ROWE PRICE MID CAP VALU	267,740	292,170
11,770.602-AMERICAN EUROPACIFIC GROW	412,502	484,360
7,807.101-HARBOR INTERNATIONAL FUND	342,531	484,977
8,531.423-EATON VANCE PARAMETRIC TAX	342,330	414,457
1,488.095-OPPENHEIMER DEVELOPING MAR	50,000	51,905
2,400-VANGUARD EMERGING MARKETS ETF	95,829	106,872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
13,642.564-HARBOR COMMODITY REAL RET	100,000	97,135

TY 2012 Investments Government Obligations Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

**US Government Securities - End of
Year Book Value:**

2,295,957

**US Government Securities - End of
Year Fair Market Value:**

2,419,587

**State & Local Government
Securities - End of Year Book
Value:**

227,021

**State & Local Government
Securities - End of Year Fair
Market Value:**

237,881

TY 2012 Investments - Other Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTERESTS	AT COST	2	106,849

TY 2012 Other Assets Schedule**Name:** JOE AND ARLENE WATT FOUNDATION INC**EIN:** 83-0330482

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS AND INTEREST	4,977	17,198	17,198
ROYALTIES RECEIVABLE	1,383	1,783	1,783

TY 2012 Other Expenses Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
POST OFFICE BOX	136	68		68

TY 2012 Other Income Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES - GROSS	31,062	31,062	
O & G PRODUCTION TAXES	-3,348	-3,348	
OIL LEASE	5,223		

TY 2012 Other Liabilities Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Description	Beginning of Year - Book Value	End of Year - Book Value
4TH QUARTER EXCISE TAX EST		8,000

TY 2012 Other Professional Fees Schedule

Name: JOE AND ARLENE WATT FOUNDATION INC

EIN: 83-0330482

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	111,128	111,128		

TY 2012 Taxes Schedule**Name:** JOE AND ARLENE WATT FOUNDATION INC**EIN:** 83-0330482

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARY OF STATE	25	13		12
EXCISE TAXES	18,500			
FOREIGN TAXES ON DIVIDENDS	783	783		