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 , and ending

Name of foundation

THE RODEL FOUNDATION

A Employer identification number 86-1015598

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

6720 N. SCOTTSDALE ROAD, SUITE 310

B Telephone number 480-348-1300

City or town, state, and ZIP code

SCOTTSDALE, AZ 85253

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 57,386,602.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments		4,991.		
	4 Dividends and interest from securities	1,426,528.	1,528,131.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,817,746.			STATEMENT 1
	b Gross sales price for all assets on line 6a 10,710,779.				
	7 Capital gain net income (from Part IV, line 2)		1,707,788.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	66.	1,553.		STATEMENT 3
	12 Total. Add lines 1 through 11	3,244,340.	3,242,463.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	198,325.	19,832.		178,493.
	14 Other employee salaries and wages	77,877.	3,894.		73,983.
	15 Pension plans, employee benefits	39,287.	1,964.		37,640.
	16a Legal fees STMT 4	3,605.	0.		3,605.
	b Accounting fees STMT 5	7,400.	3,700.		3,700.
	c Other professional fees STMT 6	114,677.	112,077.		2,600.
	17 Interest				
	18 Taxes STMT 7	48,709.	48,896.		0.
	19 Depreciation and depletion	2,361.	118.		
	20 Occupancy	28,589.	2,001.		26,588.
	21 Travel, conferences, and meetings	38,849.	0.		38,849.
	22 Printing and publications				
	23 Other expenses STMT 8	36,151.	11,678.		35,987.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	595,830.	204,160.		401,445.
	25 Contributions, gifts, grants paid	2,322,000.			2,322,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,917,830.	204,160.		2,723,445.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	326,510.			
	b **Net investment income** (if negative, enter -0-)		3,038,303.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 2013 OGDEN, UT

SCANNED NOV 27 2013

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

GH 14

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,339.	98,311.	98,311.
	2 Savings and temporary cash investments	555,407.	1,213,869.	1,213,869.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 10	30,453,574.	34,631,349.	34,631,349.
	c Investments - corporate bonds STMT 11	10,228,556.	9,557,001.	9,557,001.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	11,152,145.	11,504,232.	11,504,232.
	14 Land, buildings, and equipment: basis ▶ 16,540.			
	Less accumulated depreciation STMT 13▶ 12,678.	5,319.	3,862.	3,862.
	15 Other assets (describe ▶ PROCEEDS RECEIVABLE)	0.	377,978.	377,978.
	16 **Total assets** (to be completed by all filers)	52,401,340.	57,386,602.	57,386,602.
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			
	22 Other liabilities (describe ▶ STATEMENT 14)	5,443.	4,848.	
	23 **Total liabilities** (add lines 17 through 22)	5,443.	4,848.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **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	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	52,395,897.	57,381,754.	STATEMENT 9
	30 **Total net assets or fund balances**	52,395,897.	57,381,754.	
	31 **Total liabilities and net assets/fund balances**	52,401,340.	57,386,602.	

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	52,395,897.
2	Enter amount from Part I, line 27a	2	326,510.
3	Other increases not included in line 2 (itemize) ▶ INCREASE IN FMV	3	4,659,347.
4	Add lines 1, 2, and 3	4	57,381,754.
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	57,381,754.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,710,779.		9,002,991.	1,707,788.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,707,788.

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** 1,707,788.

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,689,934.	54,963,031.	.048941
2010	2,207,028.	54,042,942.	.040838
2009	2,303,059.	49,170,312.	.046838
2008	3,258,443.	56,027,250.	.058158
2007	2,810,778.	65,712,637.	.042774

2 Total of line 1, column (d)	2	.237549
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	.047510
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	55,328,932.
5 Multiply line 4 by line 3	5	2,628,678.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,383.
7 Add lines 5 and 6	7	2,659,061.
8 Enter qualifying distributions from Part XII, line 4	8	2,723,445.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	30,383.
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	30,383.
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	30,383.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 38,661.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 29,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	68,161.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	13.
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	37,765.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 37,765. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ DONALD V. BUDINGER Telephone no. ▶ 480-348-1300

Located at ▶ 6720 N. SCOTTSDALE ROAD, #310, SCOTTSDALE, AZ ZIP+4 ▶ 85253

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 | N/A

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

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DONALD V. BUDINGER 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR AND PRESIDENT 40.00	198,325.	0.	0.
WILLIAM D. BUDINGER 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR 30.00	0.	0.	0.
SUSAN B. LONKI 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR AND SECRETARY 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
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	45,381,294.
b	Average of monthly cash balances	1b	968,788.
c	Fair market value of all other assets	1c	9,821,423.
d	**Total** (add lines 1a, b, and c)	1d	56,171,505.
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	56,171,505.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	842,573.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,328,932.
6	**Minimum investment return** Enter 5% of line 5	6	2,766,447.

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	2,766,447.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 30,383.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	30,383.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,736,064.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,736,064.
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	2,736,064.

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	2,723,445.
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	2,723,445.
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	5	30,383.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,693,062.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,736,064.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,668,663.	
b Total for prior years: ____ , ____ , ____		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: ▶ $ 2,723,445.				
a Applied to 2011, but not more than line 2a			2,668,663.	
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				54,782.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,681,282.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 15

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ARIZONA COLLEGE SCHOLARSHIP FOUNDATION 4040 E CAMELBACK RD STE 220 PHOENIX, AZ 85018	NONE	PUBLIC CHARITY	EDUCATION	50,000.
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH STREET ASPEN, CO 81611	NONE	PUBLIC CHARITY	ENVIRONMENT	5,000.
ASPEN INSTITUTE 1 DUPONT CIRCLE, NW SUITE 700 WASHINGTON, DC 20036-1133	NONE	PUBLIC CHARITY	EDUCATION	300,000.
ASPEN PUBLIC RADIO 110 E. HALLAM STREET, SUITE 134 ASPEN, CO 81611	NONE	PUBLIC CHARITY	EDUCATION	2,500.
BASIS SCHOOLS 11440 N. 136TH STREET SCOTTSDALE, AZ 85259	NONE	PUBLIC CHARITY	EDUCATION	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,322,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,426,528.	
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			18	66.	
8 Gain or (loss) from sales of assets other than inventory			18	1,817,746.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,244,340.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,244,340.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Donald V. Budinger | 11-13-13 | President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMY A. O'LOUGHLIN	Amy O'Loughlin	11-12-13		P00869687

Firm's name ▶ CBIZ MHM, LLC — Firm's EIN ▶ 34-1884125

Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012 — Phone no. 602-264-6835

Form **990-PF** (2012)

223622 12-05-12

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	DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT	P	VARIOUS	VARIOUS
b	DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT	P	VARIOUS	VARIOUS
c	DEUTSCHE BANK 246441 - CAP GAIN DIST.	P	VARIOUS	VARIOUS
d	HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	P	VARIOUS	VARIOUS
e	HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	P	VARIOUS	VARIOUS
f	HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	P	VARIOUS	VARIOUS
g	HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	P	VARIOUS	VARIOUS
h	EARL PROPERTY FUND II, LLC	P	VARIOUS	VARIOUS
i	32,391 SHS BANK CAPITAL CORP	P	VARIOUS	12/14/12
j	26,374.0450 SHS BANK CAPITAL CORP	P	VARIOUS	12/14/12
k				
l				
m				
n				
o				

	(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	1,773,366.		1,736,115.	37,251.
b	8,240,343.		6,842,500.	1,397,843.
c	302,512.			302,512.
d			424.	<424.>
e	9,437.			9,437.
f	176.			176.
g	6,968.			6,968.
h			42.	<42.>
i	208,339.		323,910.	<115,571.>
j	169,638.		100,000.	69,638.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				37,251.
b				1,397,843.
c				302,512.
d				<424.>
e				9,437.
f				176.
g				6,968.
h				<42.>
i				<115,571.>
j				69,638.
k				
l				
m				
n				
o				

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	1,707,788.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

223591
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	100,000.
DEMOCRACY A JOURNAL OF IDEAS INC 818 18TH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	50,000.
ECOFLIGHT 307 L AIRPORT BUSINESS CENTER ASPEN, CO 81611	NONE	PUBLIC CHARITY	ENVIRONMENT	15,000.
GRAND CANYON TRUST NATIVE AMERICAN PROGRAM 2601 N. FORT VALLEY RD. FLAGSTAFF, AZ 86001	NONE	PUBLIC CHARITY	ENVIRONMENT	5,000.
GRASSROOTS TELEVISION, INC. 110 EAST HALLAM STREET, SUITE 132 ASPEN, CO 81611	NONE	PUBLIC CHARITY	EDUCATION	2,500.
RODEL CHARITABLE FOUNDATION - AZ 2201 EAST CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	EDUCATION	750,000.
RODEL CHARITABLE FOUNDATION DE STRATEGIC FUND 100 W. 10TH STREET, SUITE 704 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	EDUCATION	200,000.
SCIENCE FOUNDATION ARIZONA 400 E. VAN BUREN, SUITE 230 PHOENIX, AZ 85004	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	217,000.
THE AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	15,000.
THIRD WAY INSTITUTE 1025 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	400,000.
Total from continuation sheets				1,864,500.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT 1 GLOBAL PLACE GLENDALE, AZ 85306-6000	NONE	PUBLIC CHARITY	EDUCATION	50,000.
UNIVERSITY OF ARIZONA FOUNDATION-NICD 57 E JACKSON STREET TUCSON, AZ 85701-1904	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	40,000.
USO OPERATION ENDURING CARE 2111 WILSON BLVD, SUITE 1200 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	20,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,773,366.	1,736,115.	0.	0.	37,251.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,240,343.	6,732,542.	0.	0.	1,507,801.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK 246441 - CAP GAIN DIST.		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
302,512.	0.	0.	0.	302,512.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	424.	0.	0.	<424.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,437.	0.	0.	0.	9,437.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
176.	0.	0.	0.	176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,968.	0.	0.	0.	6,968.

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**246441**
Recipient's Tax ID Number:	**86-1015598**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number	
State.	**AZ**
Questions?	(212)250-0949
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address.
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
40415H107	HC CAPITAL TRUST EMERGING MKTS PORTFOLIO		40415H107					
5869.7970	10/31/2012	Various	110,000 00	105,009.22	0.00	4,990 78	0 00	0 00
40415H107	HC CAPITAL TRUST EMERGING MKTS PORTFOLIO		40415H107					
13479 1450	12/17/2012	12/12/2012	265,000 00	263,382.49	0.00	1,617 51	0 00	0 00
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
12548.6610	10/31/2012	Various	93,989 47	93,952 95	0 00	36.52	0 00	0 00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
759 1210	06/01/2012	03/15/2012	10,733 97	11,508 27	0 00	-774.30	0 00	0.00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
1665 4940	09/10/2012	06/15/2012	25,981.71	24,282 90	0.00	1,698 81	0 00	0 00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
1321.6500	12/17/2012	09/14/2012	20,591.30	20,882 06	290 76	0.00	0 00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
8060 5140	12/17/2012	Various	84,957.81	84,393 59	0 00	564 22	0 00	0 00
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
3349.2820	09/10/2012	03/02/2012	34,732 05	35,000 00	0 00	-267 95	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is *ultimately responsible for the accuracy of their own tax return.*

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**246441**
Recipient's Tax ID Number:	**86-1015598**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**AZ**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
639 0240	12/17/2012	06/15/2012	7,022.87	5,968.49	0 00	1,054 38	0.00	0 00
40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO		40415H685					
194.2340	12/17/2012	Various	2,798 91	2,611 96	0 00	186 95	0 00	0 00
40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO		40415H685					
148 8790	12/17/2012	09/14/2012	2,145.35	2,175 13	29.78	0 00	0 00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
2838.2210	05/17/2012	Various	30,000 00	29,943.23	0.00	56 77	0.00	0.00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
12706.2090	06/01/2012	Various	134,812.87	133,848.42	0 00	964 45	0 00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
6381 0390	10/31/2012	Various	70,000 00	68,860.86	0 00	1,139 14	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
354.4300	02/03/2012	Various	3,671.89	3,691.36	0 00	-19 47	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
2862.5950	05/17/2012	Various	30,000 00	29,659.68	0.00	340 32	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
11292.3780	06/01/2012	Various	119,360 44	116,994.44	0.00	2,366 00	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**246441**
Recipient's Tax ID Number	**86-1015598**
Payer's Federal ID Number.	**13-4941247**
Payer's State ID Number:	
State:	**AZ**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums
Covered (Box 6a is not checked)

Cusip / Description *(Box 8)* / Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
3688 0841	10/31/2012	Various	38,651.12	38,694.40	0.00	-43 28	0 00	0 00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
128 7089	10/31/2012	Various	1,348.88	1,359 30	10 42	0 00	0.00	0.00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
959.1590	02/03/2012	Various	9,812 20	9,787 36	0.00	24.84	0 00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
2926.8290	05/17/2012	Various	30,000.00	29,920.58	0 00	79 42	0.00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
12470 0430	06/01/2012	Various	127,693 25	127,434 52	0 00	258 73	0.00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
3545.7802	10/31/2012	Various	36,237.87	36,383.10	0 00	-145 23	0 00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
368 1138	10/31/2012	Various	3,762.13	3,782 45	20.32	0.00	0.00	0.00
40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO		40415H669					
3325.7190	12/17/2012	Various	43,201.09	43,037 03	0.00	164 06	0 00	0.00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
3076.2130	11/28/2012	10/31/2012	59,924.63	59,186 35	0.00	738 28	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**246441**
Recipient's Tax ID Number:	**86-1015598**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**AZ**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE, AZ 85253

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums
Covered (Box 6a is not checked)

Cusip | Description *(Box 8)* | Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
522 8300	05/17/2012	03/02/2012	15,000.00	14,712 44	0 00	287.56	0.00	0.00
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
3326 0420	06/01/2012	Various	96,754.57	93,541.68	0 00	3,212 89	0.00	0 00
Total Short Term Sales Reported on 1099-B			**1,508,184.38**	**1,490,004 26**	**351 28**	**18,531 40**	**0 00**	**0.00**
Report on Form 8949, Part I, with Box A checked		noncovered	+265,182	246,462	—	18,720		
			1,773,366	1,736,466	351	37,251		

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number: 246441
Recipient's Tax ID Number: 86-1015598
Payer's Federal ID Number: 13-4941247
Payer's State ID Number:
State: AZ
Questions? (212)250-0949
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE, AZ 85253

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc , less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
1821.0940	02/03/2012	12/29/2011	26,296 60	24,256 98	0 00	2,039.62	0 00	0 00
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
187.3850	12/17/2012	12/29/2011	2,059.36	1,695 84	0 00	363 52	0 00	0.00
40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES		40415H735					
51 7640	06/01/2012	09/14/2011	535 76	842 72	0 00	-306 96	0.00	0 00
40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO		40415H685					
3668 3790	01/25/2012	Various	50,000 00	44,380 46	0 00	5,619 54	0.00	0 00
40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO		40415H685					
3521 1270	02/03/2012	09/14/2011	50,000 00	42,535.21	0 00	7,464 79	0.00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
2183 0900	06/01/2012	Various	23,162.59	22,534 76	0 00	627 83	0 00	0 00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
3149 0840	02/03/2012	Various	32,624 51	32,806 80	0 00	-182.29	0 00	0 00

2012 Tax Information Statement

Account Number. 246441
Recipient's Tax ID Number: 86-1015598
Payer's Federal ID Number: 13-4941247
Payer's State ID Number:
State: AZ
Questions? (212)250-0949
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
2007.3310	02/03/2012	Various	20,535 00	20,490.57	0 00	44.43	0 00	0.00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
326.1680	02/03/2012	09/14/2011	6,722.32	6,324 40	0.00	397 92	0 00	0 00
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
1830.3690	06/01/2012	Various	53,245 44	50,593 78	0 00	2,651 66	0.00	0 00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box B checked			**265,181.58**	**246,461.52**	**0 00**	**18,720 06**	**0.00**	**0.00**
Long Term 15% Sales Reported on 1099-B								
40415H628	HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO		40415H628					
14207.1490	09/10/2012	04/27/2011	155,000 00	194,637.94	0.00	-39,637 94	0 00	0 00
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
45769.7640	02/03/2012	Various	330,000 00	341,314 14	0.00	-11,314 14	0.00	0 00
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
6896 5520	05/17/2012	Various	50,000.00	51,085 45	0.00	-1,085.45	0 00	0 00
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
10460 2510	06/01/2012	Various	75,000 00	77,405.85	0.00	-2,405.85	0 00	0 00
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
1255.2300	06/25/2012	12/30/2005	9,000 00	9,288 70	0 00	-288 70	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Account Number: 246441
Recipient's Tax ID Number: 86-1015598
Payer's Federal ID Number: 13-4941247
Payer's State ID Number:
State: AZ
Questions? (212)250-0949

☐ Corrected   2nd TIN notice

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H503	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO		40415H503					
802.4740	10/31/2012	12/30/2005	6,010 53	5,938.31	0 00	72 22	0 00	0.00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
12029.3220	02/03/2012	09/27/2001	173,703.40	111,030.64	0.00	62,672.76	0.00	0.00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
16214 0050	06/01/2012	09/27/2001	229,266 03	149,655 27	0 00	79,610 76	0 00	0 00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
35834 5060	09/10/2012	09/27/2001	559 018 29	330,752 49	0 00	228,265 80	0.00	0 00
40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO		40415H883					
603.8960	12/17/2012	09/27/2001	9,408.70	5,573.96	0.00	3,834.74	0 00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
44378.6980	10/31/2012	Various	450,000 00	454,861 73	0 00	-4,861.73	0 00	0.00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
30838 9170	12/17/2012	11/20/2009	325,042 18	297,132.97	0 00	27,909 21	0 00	0 00
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
44247 7880	02/03/2012	12/17/2009	450,000 00	423,893.81	0 00	26,106 19	0 00	0 00
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
17865.7610	09/10/2012	12/17/2009	185,267 95	171,153.99	0 00	14,113 96	0 00	0 00
40415H750	HC CAPITAL TRUST INTERNATIONAL EQUITY PORTFOLIO		40415H750					
8127 7290	12/17/2012	Various	89,323 74	76,410 00	0 00	12,913 74	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Account Number:	246441
Recipient's Tax ID Number:	86-1015598
Payer's Federal ID Number:	13-4941247
Payer's State ID Number:	
State.	AZ
Questions?	(212)250-0949
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

Payer's Name and Address·
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES		40415H735					
9610 0720	06/01/2012	05/21/2009	99,464.24	96,100 72	0 00	3,363 52	0 00	0.00
40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO		40415H685					
1391 7930	12/17/2012	09/14/2011	20,055 74	16,812 86	0 00	3,242 88	0 00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
13385 9130	06/01/2012	12/06/2010	142,024.54	133,859 13	0 00	8,165 41	0 00	0.00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
5644.4030	06/25/2012	12/06/2010	60,000 00	56,444.03	0.00	3,555 97	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
10975.2500	02/03/2012	12/06/2010	113,703 59	109,752 50	0 00	3,951 09	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
17089.8360	06/01/2012	12/06/2010	180,639.57	170,898 36	0.00	9,741 21	0 00	0.00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
5708.8490	06/25/2012	Various	60,000.00	56,663.98	0.00	3,336 02	0 00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
14140 0590	02/03/2012	12/06/2010	144,652 81	141,400 59	0 00	3,252 22	0 00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
16826 8320	06/01/2012	12/06/2010	172,306 76	168,268.32	0 00	4,038 44	0 00	0.00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
7309.9420	06/25/2012	12/06/2010	75,000.00	73,099.42	0.00	1,900.58	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number:	**246441**
Recipient's Tax ID Number:	**86-1015598**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**AZ**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
RODEL FOUNDATION
6720 NORTH SCOTTSDALE ROAD SUITE 310
SCOTTSDALE , AZ 85253

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO		40415H669					
26465 7980	01/25/2012	Various	325,000 00	351,296 58	0.00	-26,296.58	0 00	0 00
40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO		40415H669					
11990 4080	02/03/2012	08/18/2008	150,000.00	156,474.82	0.00	-6,474 82	0 00	0.00
40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO		40415H669					
6297.0680	12/17/2012	Various	81,798 91	81,961.08	0.00	-162 17	0.00	0 00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
4525.8460	02/03/2012	Various	93,277 68	101,109 85	0.00	-7,832 17	0 00	0.00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
57933 0790	11/28/2012	Various	1,128,536.36	1,071,929 86	0.00	56,606.50	0 00	0.00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
56077.1340	12/05/2012	Various	1,123,225 00	943,548.88	0.00	179,676 12	0 00	0 00
784924425	SSGA FDS EMERGING MKTS FD		784924425					
57494.6990	12/12/2012	Various	1,174,616 71	412,743.32	0.00	761,873 39	0 00	0.00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked			**8,240,342.73**	**6,842,499 55**	**0.00**	**1,397,843.18**	**0 00**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARL PROPERTY FUND II, LLC		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	42.	0.	0.	<42.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
32,391 SHS BANK CAPITAL CORP		PURCHASED	VARIOUS	12/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
208,339.	323,910.	0.	0.	<115,571.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
26,374.0450 SHS BANK CAPITAL CORP		PURCHASED	VARIOUS	12/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169,638.	100,000.	0.	0.	69,638.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,817,746.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
K-1 INVESTMENTS	201,239.	0.	201,239.
SECURITIES	1,225,289.	0.	1,225,289.
TOTAL TO FM 990-PF, PART I, LN 4	1,426,528.	0.	1,426,528.

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PASS-THROUGHS	0.	1,487.	
CLASS ACTION AWARDS	66.	66.	
TOTAL TO FORM 990-PF, PART I, LINE 11	66.	1,553.	

FORM 990-PF — LEGAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,605.	0.		3,605.
TO FM 990-PF, PG 1, LN 16A	3,605.	0.		3,605.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,400.	3,700.		3,700.
TO FORM 990-PF, PG 1, LN 16B	7,400.	3,700.		3,700.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	112,077.	112,077.		0.
CONSULTING FEES	2,600.	0.		2,600.
TO FORM 990-PF, PG 1, LN 16C	114,677.	112,077.		2,600.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAXES	48,709.	45.		0.
FOREIGN TAXES	0.	48,851.		0.
TO FORM 990-PF, PG 1, LN 18	48,709.	48,896.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONES	4,354.	0.		4,354.
LEASED OFFICE EQUIPMENT	273.	0.		273.
OFFICE EXPENSES	7,161.	0.		7,161.
DUES & PUBLICATIONS	14,591.	0.		14,591.
COMPUTER MAINTENANCE	3,297.	164.		3,133.
MISCELLANEOUS	2,145.	0.		2,145.
INSURANCE	3,980.	0.		3,980.
POSTAGE & DELIVERY	350.	0.		350.
DEDUCTIONS FROM PASS THROUGHS	0.	11,514.		0.
TO FORM 990-PF, PG 1, LN 23	36,151.	11,678.		35,987.

FORM 990-PF OTHER FUNDS STATEMENT 9

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	52,395,897.	57,381,754.
TOTAL TO FORM 990-PF, PART II, LINE 29	52,395,897.	57,381,754.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	34,631,349.	34,631,349.
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,631,349.	34,631,349.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	9,557,001.	9,557,001.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,557,001.	9,557,001.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BANK CAPITAL CORP STOCK	FMV	0.	0.
EARL PROPERTY FUND II, LLC	COST	325,086.	325,086.
DEUTSCHE BANK - SEE ATTACHED	FMV	9,496,870.	9,496,870.
JDM PARTNERS REAL ESTATE FUND	FMV	1,682,276.	1,682,276.
BANK CAPITAL CORP - NOTE	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,504,232.	11,504,232.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS 2005	2,960.	2,960.	0.
COMPUTERS 2007	1,479.	1,479.	0.
COMPUTERS 2009	5,349.	4,425.	924.
COMPUTERS 2010	3,076.	2,191.	885.
COMPUTERS 2011	2,772.	1,441.	1,331.
COMPUTERS 2012	904.	182.	722.
TOTAL TO FM 990-PF, PART II, LN 14	16,540.	12,678.	3,862.

Detailed Portfolio Information

As of December 31, 2012

RF COMBINED
Base Currency USD

List of Holdings - Equities

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Equity Investment Funds									
249,142 60	HC CAPITAL TRUST COMMODITY RELATED SECURITIES PORTFOLIO Ticker HCCSX Account 246441	7 82%	USD 10 560	10 870	2,629,914 33 M	2,708 179 01		21,675 40	0.80%
205,351 67	HC CAPITAL TRUST EMERGING MKTS PORTFOLIO Ticker HCEMX Account 246441	11 76%	USD 18 660	19 830	3,831 934 33 M	4,072,123 56		33,883 03	0 83%
435,315 08	HC CAPITAL TRUST GROWTH PORTFOLIO Ticker HCEGX Account 246441	19 38%	USD 9 130	15 420	3,974,648 18 M	6,712 558 21		75,309 51	1 12%
1,196,277 32	HC CAPITAL TRUST INSTITUTIONAL INTERNATIONAL EQUITY PORTFOLIO Ticker HCINX Account 246441	36 51%	USD 9 440	10.570	11,297,517 43 M	12 644,651 24		250,021 96	1 98%
79,753 68	HC CAPITAL TRUST REAL ESTATE SECURITIES Ticker HCREX Account 246441	1 89%	USD 9 250	8 190	738,066 45 M	653,182 63		13 877 14	2 12%
80,834 65	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO Ticker HCCEX Account 246441	3 40%	USD 9.600	14 560	776,101 76 M	1,176,952 55		6,547 61	0 56%

Deutsche Bank

Detailed Portfolio Information
As of December 31, 2012

RF COMBINED
Base Currency USD

List of Holdings - Equities

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Equity Investment Funds									
517,770 14	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO Ticker HCVEX Account 246441	19 24%	USD 11 710	12 670	6 061 941 07 M	6,663,701 64		159,473 20	2 39%
Total Equity Investment Funds		100 00%			29,310,126 55	34,631,348 84		560,787 85	1.62%
Total Equities					29,310,126 55	34,631,348 84		560,787.85	1 62%
Total Accrued Income									
Total Equities including Accrued Income						34,631,348 84			

A "M" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots a U' indicates undetermined cost

000007 8/17

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information
As of December 31, 2012

RF COMBINED
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security Description Security ID Moody's/S&P Rating Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD		Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Investment Funds										
362 385 43	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO Ticker HCHYX Account 246441	28 59%	USD 6 912	7 540	2,504,921 60	M	2 732 386 16		180,467 95	6 60%
120,846 53	HC CAPITAL TRUST US CORPORATE FIXED INCOME SECURITIES PORTFOLIO Ticker HCXSX Account 246441	13 35%	USD 9 914	10 560	1,198,063 63	M	1,276,139 38		42 900 52	3 36%
124,127 86	HC CAPITAL TRUST US GOVERNMENT FIXED INCOME SECURITIES PORTFOLIO Ticker HCUSX Account 246441	13 23%	USD 9 821	10 190	1,219,017 22	M	1,264,862 91		16 881 39	1 33%
125 716 42	HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES PORTFOLIO Ticker HCASX Account 246441	13 35%	USD 9 936	10 150	1,249,099 17	M	1,276,021 62		45,635 06	3 58%
105 361 60	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD Ticker VAIPX Account 246441	31 47%	USD 26 570	28 540	2,799,986 35	M	3,007,590.72		78 720 05	2 62%
Total Investment Funds		100 00%			8,971,086 97		9,557,000.79		364,604 97	3 81%
Total Fixed Income		100 00%			8,971,086.97		9,557,000 79		364,604 97	3 81%
Total Accrued Income										
Total Fixed Income including Accrued Income							9,557,000.79			

A "M" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots a U" indicates undetermined cost
For Investment Funds, Annual Yield is reported in the Yield to Maturity column

000007 7/17

Deutsche Bank

Detailed Portfolio Information

As of December 31, 2012

RF COMBINED
Base Currency USD

List of Holdings - Alternative Investments

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD		Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Hedge Funds										
19 10	CMS STRUCTURED PRODUCTS FUND III (CAYMAN) LTD [SHARES HELD ELSEWHERE] CUSIP 125992149 Account 246422	4 16%	USD 100,000 000	16,179 470	1,910,000 00	M	309 027 88			
1,426 63	H CALLAGHAN ABSO RETN OFFSHR FD II LTD [SHARES HELD ELSEWHERE] CUSIP H99990964 Account 246423	20 88%	USD 1,000 000	1,087 853	1,426,634 74		1,551,968 73			
2,904 58	H CALLAGHAN TOT RETN OFFSHR FD II LTD [SHARES HELD ELSEWHERE] CUSIP H99990949 Account 246423	42 10%	USD 1,000 000	1,077 311	2,904 577 30		3,129,133 08			
Total Hedge Funds		67.14%			6,241,212 04		4,990,129 69			
Limited Partnerships										
718 50	HC PRIVATE EQ VI OFFSHORE CUSIP H99900632 Account 246423	8 24%	USD 689 020	851 930	495,058 83	M	612 113 41			
115.22	HCC PE FUND V OFFSHORE CUSIP 997049CJ8 Account 246423	1 06%	USD 644 560	686 566	74,264 16	M	79 103 39			
257 68	HCC PE FUND V OFFSHORE [SHARES HELD ELSEWHERE] CUSIP 997049CJ8 Account 246423	2 38%	USD 644 560	686 566	166,090 78	M	176,913 64			
1,244 89	HIRTLE CALLAGHAN PE OFFSHORE FUND VII LTD CUSIP 997050NN5 Account 246423	18 32%	USD 891 770	1,093 947	1 110 163 01	M	1,361,848 06			

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

RF COMBINED
Base Currency USD

List of Holdings - Alternative Investments

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD		Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Limited Partnerships										
13 37	HIRTLE CALLAGHAN PRIVATE EQUITY III LP CUSIP 433993888 Account 246423	0 55%		3,071 232	0 00	M	41 050 09			
15 48	HIRTLE CALLAGHAN PRIVATE EQUITY III LP [SHARES HELD ELSEWHERE] CUSIP 433993888 Account 246423	0 64%		3,071 232	0 00	M	47,548 81			
1 34	HIRTLE CALLAGHAN PRIVATE EQUITY IV L P CUSIP 433993904 Account 246423	0 09%	USD 459 770	4,956 954	614 71	M	6 627 45			
23 54	HIRTLE CALLAGHAN PRIVATE EQUITY IV L P [SHARES HELD ELSEWHERE] CUSIP 433993904 Account 246423	1 57%	USD 459 770	4,956 954	10,822 07	M	116,676 78			
Total Limited Partnerships		32 86%			1,857,013 56		2,441,881.63			
Total Alternative Investments		100 00%			8,098,225.60		7,432,011 32			
Total Accrued Income										
Total Alternative Investments including Accrued Income							7,432,011 32			

A M" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots, a 'U indicates undetermined cost

+ 2,064,859 cash Equivalents

9,496,870

000007 0/17

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

RF COMBINED
Base Currency: USD

List of Holdings - Cash and Cash Equivalents

Quantity	Security Description Security ID Moody's/S&P Rating Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Cash Management									
	DWS GVT CASH FUND INSTITUTIONAL								
104.07	Account 246422	0.01%	USD 1.000	1.000	104.07	104.07			0.03%
19.54	Account 246423	0.00%	USD 1.000	1.000	19.54	19.54			0.05%
2,064,680.86	Account 246441	99.99%	USD 1.000	1.000	2,064,680.86	2,064,680.86	54.40	619.40	0.03%
2,064,804.47		100.00%			2,064,804.47	2,064,804.47	54.40	619.44	
Total Cash Management		100.00%			2,064,804.47	2,064,804.47	54.40	619.44	
Total Cash and Cash Equivalents		100.00%			2,064,804.47	2,064,804.47	54.40	619.44	0.03%
Total Accrued Income						54.40			
Total Cash and Cash Equivalents including Accrued Income						2,064,858.87			

For Cash Management vehicles and Money Market Funds, Annual Yield is reported in the Yield to Maturity column

FORM 990-PF | OTHER LIABILITIES | STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	5,443.	4,848.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,443.	4,848.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 15

NAME OF MANAGER

DONALD V. BUDINGER
WILLIAM D. BUDINGER

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE RODEL FOUNDATION	86-1015598
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 6720 N. SCOTTSDALE ROAD, SUITE 310	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SCOTTSDALE, AZ 85253	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DONALD V. BUDINGER

- The books are in the care of ▶ 6720 N. SCOTTSDALE ROAD, #380 - SCOTTSDALE, AZ 85253

Telephone No. ▶ 480-348-1300 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ________ , and ending ________

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 64,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 35,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 29,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

16070501 134713 18292G 2012 03040 THE RODEL FOUNDATION 18292G1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE RODEL FOUNDATION	Employer identification number (EIN) or 86-1015598
	Number, street, and room or suite no. If a P.O box, see instructions 6720 N. SCOTTSDALE ROAD, SUITE 310	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SCOTTSDALE, AZ 85253	

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

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

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

- The books are in the care of ▶ DONALD V. BUDINGER 6720 N. SCOTTSDALE ROAD, #380 - SCOTTSDALE, AZ 85253

  Telephone No ▶ 480-348-1300 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________ , and ending ________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 64,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 64,500.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ Date ▶ 8-13-13

Form **8868** (Rev. 1-2013)

223842
01-21-13

17220806 134713 18292G 2012.04010 THE RODEL FOUNDATION 18292G1