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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
HYDRO-CRAFT FOUNDATION, INC.

A Employer identification number
88-0483773

Number and street (or P O box number if mail is not delivered to street address)
1175 CENTER POINT DRIVE

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
HENDERSON NV 89074-8816

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 977,671

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	50			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	35	35	35	
	4	Dividends and interest from securities	38,647	38,647	38,647	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	39,040			
	b	Gross sales price for all assets on line 6a 393,589				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	77,772	38,682	38,682	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	25	25		
	b	Accounting fees (attach schedule) STMT 3	1,550	1,550		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	168	168		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	10,106	10,106		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,849	11,849	0	0
	25	Contributions, gifts, grants paid	47,000			47,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	58,849	11,849	0	47,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	18,923			
	b	**Net investment income** (if negative, enter -0-)		26,833		
	c	**Adjusted net income** (if negative, enter -0-)			38,682	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	24,880	65,774	65,774
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 6	219,314	225,445	287,710
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	36,796	36,796	38,243
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 8)	546,775	518,672	585,944
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	827,765	846,687	977,671
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	827,765	846,688	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	827,765	846,688	
	31	**Total liabilities and net assets/fund balances** (see instructions)	827,765	846,688	

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	827,765
2	Enter amount from Part I, line 27a	2	18,923
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	846,688
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	846,688

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	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	40,279	965,585	0.041715
2010	11,500	918,283	0.012523
2009	16,500	783,392	0.021062
2008	30,500	942,484	0.032361
2007	41,390	906,940	0.045637

2	**Total** of line 1, column (d)	2	0.153298
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	0.030660
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	971,769
5	Multiply line 4 by line 3	5	29,794
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	268
7	Add lines 5 and 6	7	30,062
8	Enter qualifying distributions from Part XII, line 4	8	47,000

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 ▶ ☒ and enter 1% of Part I, line 27b			1	268
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	268
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	268
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	419		
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	419
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	151
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 151 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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? N/A	4b		
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) ▶ NV			
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 ▶ GOFRANK & MATTINA Telephone no. ▶ 248-601-9500

1214 N. MAIN STREET

Located at ▶ ROCHESTER MI ZIP+4 ▶ 48307

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

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?	N/A	1b		
	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?	N/A	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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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)? (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)? 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 | | 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 (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
WILLIAM ROCKY WALKER 410 E PARADISE HILLS DRIVE	HENDERSON NV 89014	DIRECTOR 5.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 (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 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	917,990
b	Average of monthly cash balances	1b	31,933
c	Fair market value of all other assets (see instructions)	1c	36,645
d	**Total** (add lines 1a, b, and c)	1d	986,568
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	986,568
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	14,799
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	971,769
6	**Minimum investment return.** Enter 5% of line 5	6	48,588

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	48,588
2a	Tax on investment income for 2012 from Part VI, line 5 2a 268		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	268
3	Distributable amount before adjustments Subtract line 2c from line 1	3	48,320
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	48,320
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	48,320

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	47,000
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	47,000
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	268
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,732

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				48,320
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			47,927	
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 ▶ $ 47,000				
a	Applied to 2011, but not more than line 2a			47,000	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			927	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				48,320
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
HIGHLAND HILLS BAPTIST CH 615 COLLEGE DRIVE HENDERSON NV 89015			TO SUPPORT OUTREACH MINISTRY	20,000
PETERSEN AUTOMOTIVE MUSEUM 6060 WILSHIRE BLVD LOS ANGELES CA 90036			TO SUPPORT CLASSIC CAR EXHIBITS	5,000
THE LUKEMIA & LYMPHOMA SO 6280 S. VALLEY VIEW 342 LAS VEGAS NV 89118			TO SUPPORT RESEARCH	1,000
BOYS AND GIRLS CLUB OF HENDERSON 401 DRAKE STREET HENDERSON NV 89015			TO SUPPORT COMMUNITY	5,000
THE BRIDGE MINISTRIES 1002 EAST 29TH STREET BRYAN TX 77803			TO SUPPORT OUTREACH MINISTRY	16,000
Total			▶ 3a	47,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
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					35
4 Dividends and interest from securities					38,647
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					39,040
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		0	77,722

13 **Total.** Add line 12, columns (b), (d), and (e) 13 77,722

(See worksheet in line 13 instructions to verify calculations)

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

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

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

Signature of officer or trustee

Date: 5·7·13

Title: DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name: VINCENT J MATTINA JR

Preparer's signature: Vincent J Mattina CPA

Date: 04/29/13

Check ☐ if self-employed

PTIN: P00000306

Firm's name ▶ GOFRANK & MATTINA, P.C.

Firm's EIN ▶ 38-2808585

Firm's address ▶ 1214 N MAIN ST
ROCHESTER, MI 48307

Phone no 248-601-9500

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received					
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED			PURCHASE					
	VARIOUS	VARIOUS	$ 32,618	$ 33,338	$	$	$ -720
SEE ATTACHED			PURCHASE					
	VARIOUS	VARIOUS	194,165	178,156			16,009
SEE ATTACHED			PURCHASE					
	VARIOUS	VARIOUS	64,620	62,830			1,790
SEE ATTACHED			PURCHASE					
	VARIOUS	VARIOUS	102,186	80,225			21,961
TOTAL			$ 393,589	$ 354,549	$ 0	$ 0	$ 39,040

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 25	$ 25	$	$
TOTAL	$ 25	$ 25	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 1,550	$ 1,550	$	$
TOTAL	$ 1,550	$ 1,550	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX ON DIVIDENDS	$ 168	$ 168	$	$
TOTAL	$ 168	$ 168	$ 0	$ 0

Form 990-PF, Part I, Line 23 - Amortization

Description								
	Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
AMORTIZATION		$	$ 1,427		$	$	$	
TOTAL		$ 0	$ 1,427		$ 0	$ 0	$ 0	

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	10,106	10,106		
TOTAL	$ 10,106	$ 10,106	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	$ 219,314	$ 225,445	COST	$ 287,710
TOTAL	$ 219,314	$ 225,445		$ 287,710

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 36,796	$ 36,796	COST	$ 38,243
TOTAL	$ 36,796	$ 36,796		$ 38,243

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
MUTUAL FUNDS	$ 546,775	$ 518,672	$ 585,944
TOTAL	$ 546,775	$ 518,672	$ 585,944

HYDRO-CRAFT FOUNDATION, INC.
AVERAGE FMV
FOR THE YEAR ENDED DECEMBER 31, 2012

MONTH	CASH	CORP BONDS	SECURITIES	MUTUAL FUNDS
January	26,997.84	33,548.87	288,423.00	628,718.15
February	23,729.44	35,659.94	299,186.00	646,081.34
March	21,949.17	36,261.57	302,323.75	639,461.88
April	17,024.94	36,206.81	302,386 00	634,791.99
May	7,937.20	34,175.56	292,730.25	601,070.16
June	17,287.78	36,045.39	308,195.00	602,454.60
July	31,860.16	37,266.47	297,003.00	610,108.13
August	20,686.83	37,488.69	318,437.00	625,331.32
September	18,120.10	38,128.53	323,525.13	637,554.64
October	61,547.89	38,596.50	308,743 07	590,742 25
November	76,253.34	38,120 96	292,895.50	589,176.49
December	59,796 67	38,243.49	287,710.20	588,836.93
	383,191.36	439,742.78	3,621,557.90	7,394,327.88
	÷ 12	÷ 12	÷ 12	÷ 12
Monthly Average	**31,932.61**	**36,645.23**	**301,796.49**	**616,193.99**
			Total SEC &MF	**917,990.48**

Merrill Lynch

EMA Fiscal Statement

HYDRO CRAFT FOUNDATION INC
1175 CENTER POINT DR
HENDERSON NV 89074-8816

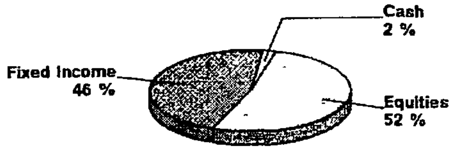
YOUR FINANCIAL ADVISOR:
THE KULHAVI TEAM
FA # 4069
(888) 273-1093

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

Office Serving Your Account:
32255 NORTHWESTERN HWY STE 260
FARMINGTON HILL MI48334

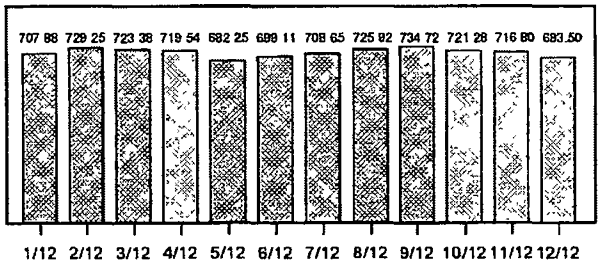
Account Value as of December 31, 2012
$693,497.25

Asset Allocation Summary



* May not reflect all holdings

Total Value Comparison (in $ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (12/12)	Prior Fiscal Year (12/11)
Short Term	(720 02)	(238 61)
Long Term	16,008 15	4,378.47

* - Excludes transactions for which we have insufficient data

Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (12/12)	Prior Fiscal Year (12/11)
Short Term	6,821.69	(1,435 03)
Long Term	80,468 09	56,344.99

* - Excludes transactions for which we have insufficient data

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
10/09/12	Journal Entry		QRLY FEE $1,569.48		1,569.48 A	
			Net Total		**6,187.48**	**2,501.25**

SUMMARY OF CHECKING ACTIVITY

Date Cleared	Date Written	Check Number	Payee	Amount
09/14/12	07/13/12	00000701	THE LEUKEMIA & LYMPHOMA SOC	1,000.00
09/26/12	09/18/12	00000702	HIGHLAND HILLS BAPTIST CH	10,000.00
10/30/12	10/23/12	00000703	HYDRO CROFT FOUNDATION	5,000 00
12/05/12	11/28/12	00000706	HIGHLAND HILLS BAPTIST CH	10,000.00
11/30/12	11/28/12	00000707	BOYS & GIRLS CLUB	5,000.00
12/04/12	11/28/12	00000708	THE BRIDGE MINISTRIES	16,000.00
		Total Checking Activity		**47,000.00**

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
402 0000	PERMANENT PORTFOLIO FUND	09/01/11	02/10/12	19,685.94	19,955.28	(269.34) ST
1.0000	PERMANENT PORTFOLIO FUND	12/07/11	02/10/12	48.97	49.44	(0.47) ST
3.0000	PERMANENT PORTFOLIO FUND	12/07/11	02/10/12	146.91	142.77	4.14 ST
0.9970	PERMANENT PORTFOLIO FUND	12/07/11	02/10/12	48.82	47 45	1.37 ST
2.0000	PERMANENT PORTFOLIO FUND	12/07/11	02/10/12	97.94	95.17	2.77 ST
8.0000	WELLSFARGO PREC MET ADM	01/28/09	04/20/12	534.96	378 38	156.58 LT
0.4310	WELLSFARGO ADV PRECIOUS	01/28/09	04/20/12	28.83	20.39	8 44 LT
0.0001	WELLSFARGO PREC MET ADM	12/07/10	04/20/12	N/A	N/A	N/C
0.5419	WELLSFARGO PREC MET ADM	12/16/11	04/20/12	36.23	40 39	(4.16) ST
650 0000	NUVEEN TRDWD VAL OPPS I	04/28/09	05/31/12	17,881.50	13,900.67	3,980.83 LT
285.0000	NUVEEN TRDWD VAL OPPS I	04/28/09	06/07/12	7,968.59	6,094.91	1,873.68 LT
204.0000	NUVEEN TRDWD VAL OPPS I	05/28/09	06/07/12	5,703.84	4,981.68	722 16 LT
1.0000	NUVEEN TRDWD VAL OPPS I	12/15/10	06/07/12	27.96	32.64	(4 68) LT

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
21 0000	NUVEEN TRDWD VAL OPPS I	12/15/10	06/07/12	587.16	738.56	(151.40) LT
1.0000	NUVEEN TRDWD VAL OPPS I	12/15/10	06/07/12	27 96	35 17	(7.21) LT
15.0000	NUVEEN TRDWD VAL OPPS I	12/15/10	06/07/12	419.40	527 54	(108 14) LT
1.0000	NUVEEN TRDWD VAL OPPS I	12/31/10	06/07/12	27.96	35.09	(7.13) LT
19 0000	NUVEEN TRDWD VAL OPPS I	12/31/10	06/07/12	531.24	666 33	(135 09) LT
56.0000	NUVEEN TRDWD VAL OPPS I	12/16/11	06/07/12	1,565.76	1,718.63	(152.87) ST
1.0000	NUVEEN TRDWD VAL OPPS I	12/16/11	06/07/12	27.96	30.72	(2 76) ST
21.0000	NUVEEN TRDWD VAL OPPS I	12/16/11	06/07/12	587.16	644.49	(57.33) ST
1.0000	NUVEEN TRDWD VAL OPPS I	12/30/11	06/07/12	27.96	30 57	(2.61) ST
0.0690	NUVEEN TRDWD VAL OPPS I	12/30/11	06/07/12	1.93	2.09	(0.16) ST
35.0000	NUVEEN TRDWD VAL OPPS I	12/30/11	06/07/12	978.61	1,062 25	(83.64) ST
456 0000	LAZRD EMRG MKT PTF INSTL	06/11/09	06/07/12	7,925.28	6,630.23	1,295 05 LT
596.0000	LAZRD EMRG MKT PTF INSTL	11/17/09	06/07/12	10,358.48	10,984.27	(625.79) LT
1 0000	LAZRD EMRG MKT PTF INSTL	11/18/09	06/07/12	17.38	18.22	(0.84) LT
33.0000	LAZRD EMRG MKT PTF INSTL	12/30/09	06/07/12	573.54	592.35	(18.81) LT
1 0000	LAZRD EMRG MKT PTF INSTL	08/10/10	06/07/12	17.38	18 41	(1.03) LT
4.0000	LAZRD EMRG MKT PTF INSTL	08/10/10	06/07/12	69.51	78 43	(8.92) LT
1.0000	LAZRD EMRG MKT PTF INSTL	12/29/10	06/07/12	17.38	20.31	(2.93) LT
15.0000	LAZRD EMRG MKT PTF INSTL	12/29/10	06/07/12	260.70	319.79	(59.09) LT
1.0000	LAZRD EMRG MKT PTF INSTL	08/10/11	06/07/12	17.38	16.49	0.89 ST
4.0000	LAZRD EMRG MKT PTF INSTL	08/10/11	06/07/12	69.52	76.87	(7.35) ST
36 0000	LAZRD EMRG MKT PTF INSTL	12/29/11	06/07/12	625.68	599.04	26.64 ST
0 9890	LAZRD EMRG MKT PTF INSTL	12/29/11	06/07/12	17.19	17 04	0.15 ST
32.0000	LAZRD EMRG MKT PTF INSTL	12/29/11	06/07/12	556.17	532.47	23.70 ST
1,220 0000	TMPLTN GLBL BD FD ADV CL	01/29/08	05/31/12	14,981 60	14,261.80	719 80 LT
7.0000	TMPLTN GLBL BD FD ADV CL	02/22/08	05/31/12	85.95	81 97	3.98 LT
7.0000	TMPLTN GLBL BD FD ADV CL	03/24/08	05/31/12	85 96	84.35	1.61 LT
7.0000	TMPLTN GLBL BD FD ADV CL	04/18/08	05/31/12	85.96	83.86	2.10 LT
7 0000	TMPLTN GLBL BD FD ADV CL	05/23/08	05/31/12	85 96	82.32	3.64 LT
1.0000	TMPLTN GLBL BD FD ADV CL	05/27/08	05/31/12	12 27	11.66	0.61 LT
7.0000	TMPLTN GLBL BD FD ADV CL	06/20/08	05/31/12	85.96	79.66	6.30 LT
7.0000	TMPLTN GLBL BD FD ADV CL	07/18/08	05/31/12	85 96	80.08	5.88 LT
1.0000	TMPLTN GLBL BD FD ADV CL	07/21/08	05/31/12	12.27	11.36	0 91 LT
7.0000	TMPLTN GLBL BD FD ADV CL	08/22/08	05/31/12	85.95	79.94	6.01 LT
1.0000	TMPLTN GLBL BD FD ADV CL	08/25/08	05/31/12	12.28	11.39	0 89 LT
7 0000	TMPLTN GLBL BD FD ADV CL	09/19/08	05/31/12	85.95	78.33	7.62 LT
7.0000	TMPLTN GLBL BD FD ADV CL	10/17/08	05/31/12	85.95	77.42	8.53 LT
1.0000	TMPLTN GLBL BD FD ADV CL	10/20/08	05/31/12	12.27	10.97	1.30 LT
8 0000	TMPLTN GLBL BD FD ADV CL	11/21/08	05/31/12	98.24	86.56	11.68 LT
1.0000	TMPLTN GLBL BD FD ADV CL	11/24/08	05/31/12	12.28	10.59	1.69 LT

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
71 0000	TMPLTN GLBL BD FD ADV CL	12/19/08	05/31/12	871.88	782.42	89.46 LT
1 0000	TMPLTN GLBL BD FD ADV CL	12/22/08	05/31/12	12.27	11.11	1 16 LT
8.0000	TMPLTN GLBL BD FD ADV CL	01/20/09	05/31/12	98.24	90.00	8.24 LT
8.0000	TMPLTN GLBL BD FD ADV CL	02/19/09	05/31/12	98 24	85.92	12.32 LT
8.0000	TMPLTN GLBL BD FD ADV CL	03/18/09	05/31/12	98.24	86.32	11 92 LT
1 0000	TMPLTN GLBL BD FD ADV CL	03/19/09	05/31/12	12.27	11.00	1.27 LT
8.0000	TMPLTN GLBL BD FD ADV CL	04/17/09	05/31/12	98.24	92.00	6.24 LT
7.0000	TMPLTN GLBL BD FD ADV CL	05/19/09	05/31/12	85.95	82.88	3.07 LT
1.0000	TMPLTN GLBL BD FD ADV CL	05/20/09	05/31/12	12.28	11.97	0.31 LT
8.0000	TMPLTN GLBL BD FD ADV CL	06/17/09	05/31/12	98.24	93.76	4.48 LT
8 0000	TMPLTN GLBL BD FD ADV CL	07/17/09	05/31/12	98.24	94.64	3.60 LT
823 0000	TMPLTN GLBL BD FD ADV CL	07/30/09	05/31/12	10,106.46	9,991.22	115.24 LT
1.0000	TMPLTN GLBL BD FD ADV CL	07/31/09	05/31/12	12.27	12.23	0.04 LT
11.0000	TMPLTN GLBL BD FD ADV CL	08/19/09	05/31/12	135.08	132.77	2.31 LT
1,098.0000	TMPLTN GLBL BD FD ADV CL	09/14/09	05/31/12	13,483.47	13,494.42	(10.95) LT
15.0000	TMPLTN GLBL BD FD ADV CL	09/17/09	05/31/12	184.20	184.35	(0.15) LT
14.0000	TMPLTN GLBL BD FD ADV CL	10/19/09	05/31/12	171.92	177.52	(5.60) LT
1.0000	TMPLTN GLBL BD FD ADV CL	10/20/09	05/31/12	12.27	12.64	(0.37) LT
786 0000	TMPLTN GLBL BD FD ADV CL	11/17/09	05/31/12	9,652.11	9,997.92	(345.81) LT
14.0000	TMPLTN GLBL BD FD ADV CL	11/18/09	05/31/12	171.92	178.36	(6.44) LT
1 0000	TMPLTN GLBL BD FD ADV CL	11/19/09	05/31/12	12.28	12 64	(0.36) LT
18.0000	TMPLTN GLBL BD FD ADV CL	12/17/09	05/31/12	221.04	226.98	(5.94) LT
17.0000	TMPLTN GLBL BD FD ADV CL	01/20/10	05/31/12	208.76	219.98	(11.22) LT
1.0000	TMPLTN GLBL BD FD ADV CL	01/21/10	05/31/12	12.28	12.80	(0.52) LT
17.0000	TMPLTN GLBL BD FD ADV CL	02/18/10	05/31/12	208.76	218.45	(9.69) LT
1.0000	TMPLTN GLBL BD FD ADV CL	02/19/10	05/31/12	12.28	12.89	(0.61) LT
17.0000	TMPLTN GLBL BD FD ADV CL	03/17/10	05/31/12	208.76	224.06	(15.30) LT
17.0000	TMPLTN GLBL BD FD ADV CL	04/19/10	05/31/12	208.76	230.01	(21.25) LT
19.0000	TMPLTN GLBL BD FD ADV CL	05/19/10	05/31/12	233.32	251.37	(18.05) LT
1.0000	TMPLTN GLBL BD FD ADV CL	05/20/10	05/31/12	12.28	12.71	(0.43) LT
19.0000	TMPLTN GLBL BD FD ADV CL	06/17/10	05/31/12	233.32	246.81	(13.49) LT
1 0000	TMPLTN GLBL BD FD ADV CL	07/19/10	05/31/12	12.28	12.99	(0.71) LT
19.0000	TMPLTN GLBL BD FD ADV CL	07/19/10	05/31/12	233.32	247.38	(14 06) LT
664.0000	TMPLTN GLBL BD FD ADV CL	08/06/10	05/31/12	8,153.96	8,864.40	(710.44) LT
3,905.0000	TMPLTN GLBL BD FD ADV CL	08/06/10	06/07/12	48,851.55	52,131.75	(3,280.20) LT
1 0000	TMPLTN GLBL BD FD ADV CL	08/20/10	06/07/12	12.50	13.11	(0.61) LT
37.0000	TMPLTN GLBL BD FD ADV CL	08/20/10	06/07/12	462.87	493.95	(31.08) LT
37.0000	TMPLTN GLBL BD FD ADV CL	09/17/10	06/07/12	462.87	499.49	(36.62) LT
1.0000	TMPLTN GLBL BD FD ADV CL	10/19/10	06/07/12	12 50	13.49	(0.99) LT
36 0000	TMPLTN GLBL BD FD ADV CL	10/19/10	06/07/12	450.36	496.07	(45.71) LT

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
36 0000	TMPLTN GLBL BD FD ADV CL	11/17/10	06/07/12	450.36	487.79	(37 43) LT
130 0000	TMPLTN GLBL BD FD ADV CL	12/17/10	06/07/12	1,626.30	1,739.39	(113.09) LT
1 0000	TMPLTN GLBL BD FD ADV CL	01/20/11	06/07/12	12 50	13.65	(1.15) LT
37 0000	TMPLTN GLBL BD FD ADV CL	01/20/11	06/07/12	462 87	499.87	(37 00) LT
37 0000	TMPLTN GLBL BD FD ADV CL	02/17/11	06/07/12	462 87	499.50	(36.63) LT
38 0000	TMPLTN GLBL BD FD ADV CL	03/17/11	06/07/12	475.38	508 05	(32.67) LT
1 0000	TMPLTN GLBL BD FD ADV CL	04/19/11	06/07/12	12.51	13.59	(1 08) LT
36 0000	TMPLTN GLBL BD FD ADV CL	04/19/11	06/07/12	450.36	498.59	(48 23) LT
1 0000	TMPLTN GLBL BD FD ADV CL	05/18/11	06/07/12	12.51	12 57	(0 06) LT
35.0000	TMPLTN GLBL BD FD ADV CL	05/18/11	06/07/12	437.85	481 25	(43.40) LT
1 0000	TMPLTN GLBL BD FD ADV CL	06/17/11	06/07/12	12.51	13 76	(1.25) ST
35.0000	TMPLTN GLBL BD FD ADV CL	06/17/11	06/07/12	437.85	482.65	(44.80) ST
36 0000	TMPLTN GLBL BD FD ADV CL	07/19/11	06/07/12	450.36	498 23	(47.87) ST
36.0000	TMPLTN GLBL BD FD ADV CL	08/17/11	06/07/12	450.36	492 83	(42.47) ST
1.0000	TMPLTN GLBL BD FD ADV CL	09/19/11	06/07/12	12.51	13.75	(1.24) ST
37.0000	TMPLTN GLBL BD FD ADV CL	09/19/11	06/07/12	462.87	490 98	(28 11) ST
1 0000	TMPLTN GLBL BD FD ADV CL	10/19/11	06/07/12	12.51	13.17	(0.66) ST
38.0000	TMPLTN GLBL BD FD ADV CL	10/19/11	06/07/12	475.38	491 71	(16.33) ST
39 0000	TMPLTN GLBL BD FD ADV CL	11/17/11	06/07/12	487.89	499.59	(11.70) ST
1 0000	TMPLTN GLBL BD FD ADV CL	12/19/11	06/07/12	12.51	12.74	(0.23) ST
195 0000	TMPLTN GLBL BD FD ADV CL	12/19/11	06/07/12	2,439.46	2,390.69	48.77 ST
1.0000	TMPLTN GLBL BD FD ADV CL	12/19/11	06/07/12	12.51	12 26	0.25 ST
61.0000	TMPLTN GLBL BD FD ADV CL	12/19/11	06/07/12	763.11	747.86	15.25 ST
41.0000	TMPLTN GLBL BD FD ADV CL	01/19/12	06/07/12	512.91	516.60	(3.69) ST
39.0000	TMPLTN GLBL BD FD ADV CL	02/17/12	06/07/12	487.89	511.67	(23.78) ST
1.0000	TMPLTN GLBL BD FD ADV CL	03/19/12	06/07/12	12.51	12.94	(0.43) ST
39.0000	TMPLTN GLBL BD FD ADV CL	03/19/12	06/07/12	487.89	513.62	(25.73) ST
1.0000	TMPLTN GLBL BD FD ADV CL	04/18/12	06/07/12	12.51	13.11	(0.60) ST
0.3840	TMPLTN GLBL BD FD ADV CL	04/18/12	06/07/12	4.80	4.96	(0 16) ST
40 0000	TMPLTN GLBL BD FD ADV CL	04/18/12	06/07/12	500.42	517 20	(16.78) ST
200.0000	TORTOISE ENERGY	06/22/07	08/14/12	8,138.52	8,184.00	(45 48) LT
495.0000	TCW TOTAL RETURN BOND I	12/04/08	08/14/12	4,994.55	4,613 40	381 15 LT
0.5400	TCW TOTAL RETURN BOND I	05/31/12	08/14/12	5.45	5.33	0.12 ST
378 0000	IVA WORLDWIDE	01/27/10	08/14/12	5,991.30	5,552.82	438.48 LT
0 5490	IVA WORLDWIDE	12/14/11	08/14/12	8.70	8.28	0.42 ST
270.0000	AM CT 20TH CT HT FD INV	04/28/09	08/14/12	5,980.50	3,307.50	2,673.00 LT
0.2270	AMERICAN CENTURY 20TH	04/28/09	08/14/12	5.02	2.78	2 24 LT
0.6530	AM CT 20TH CT HT FD INV	06/18/10	08/14/12	14.46	11.10	3 36 LT
265.0000	DELAWARE DVSFD INC INST	08/06/10	09/13/12	2,498.95	2,546.65	(47.70) LT
0.1110	DELAWARE DVSFD INC INST	03/22/12	09/13/12	1.05	1.02	0.03 ST

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
152.0000	IVA WORLDWIDE	01/27/10	09/13/12	2,489.76	2,232.88	256.88 LT
0.3720	IVA WORLDWIDE	01/27/10	09/13/12	6.09	5.46	0.63 LT
0.2530	IVA WORLDWIDE	12/14/11	09/13/12	4.14	3.81	0.33 ST
779 0000	TCW TOTAL RETURN BOND I	12/04/08	10/18/12	7,992.54	7,260.28	732.26 LT
0.5960	TCW TOTAL RETURN	12/04/08	10/18/12	6.11	5.55	0.56 LT
0 1310	TCW TOTAL RETURN BOND I	05/31/12	10/18/12	1.34	1.29	0 05 ST
134.0000	WELLSFARGO PREC MET ADM	01/28/09	10/18/12	9,964.24	6,337 93	3,626.31 LT
0.4810	WELLSFARGO PREC MET ADM	01/28/09	10/18/12	35 77	22.75	13.02 LT
255.0000	JANUS FORTY FUND CL I	04/28/09	10/18/12	9,975.60	6,237.23	3,738.37 LT
0.4210	JANUS FORTY FUND CL I	04/28/09	10/18/12	16.46	10.29	6.17 LT
0.2030	JANUS FORTY FUND CL I	12/20/11	10/18/12	7.94	6.32	1.62 ST
733.0000	IVA WORLDWIDE	01/27/10	10/18/12	11,984.55	10,767.77	1,216.78 LT
0.3170	IVA WORLDWIDE	01/27/10	10/18/12	5.18	4.65	0.53 LT
0.6280	IVA WORLDWIDE	01/27/10	10/18/12	10.26	9.22	1.04 LT

ST (720.02)
LT 16008.15
15288.13

HYDRO CRAFT FOUNDATION INC
1175 CENTER POINT DR
HENDERSON NV 89074-8816

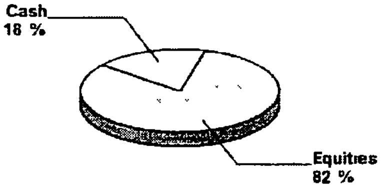
YOUR FINANCIAL ADVISOR:
THE KULHAVI TEAM
FA # 4069
(888) 273-1093

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

Office Serving Your Account:
32255 NORTHWESTERN HWY STE 260
FARMINGTON HILL MI48334

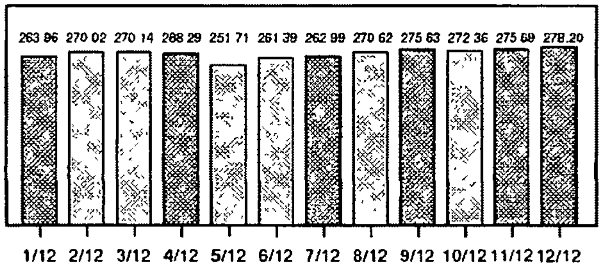
Account Value as of December 31, 2012
$278,201.04

Asset Allocation Summary



* May not reflect all holdings

Total Value Comparison (in $ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (12/12)	Prior Fiscal Year (12/11)
Short Term	1 790.00	(5 748 79)
Long Term	21 961 45	8,027.70

* - Excludes transactions for which we have insufficient data

Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (12/12)	Prior Fiscal Year (12/11)
Short Term	4,440 67	(3,877.09)
Long Term	39,203 09	46,717 62

* - Excludes transactions for which we have insufficient data

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FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
	Income Total		ML Bus Deposit Program			2 00
			Sub Total			24.34
			Net Total			**7,569.63**

Other Activity

Date	Transaction	Quantity	Description	Price	Debit	Credit
01/10/12	Journal Entry		PIA ADVISORY FEE		919.74 Ⓐ	
02/08/12	Journal Entry		TR TO 64202074		670.00	
03/26/12	Fgn Div Tax		SUNCOR ENERGY INC NEW		Ⓑ 3 32	
04/10/12	Journal Entry		PIA ADVISORY FEE		1,006 44 Ⓐ	
04/17/12	Fgn Div Tax		SILVER WHEATON CORP		Ⓑ 2.70	
04/20/12	Journal Entry		TR TO 64202074		517.03	
06/25/12	Fgn Div Tax		SUNCOR ENERGY INC NEW		Ⓑ 3 78	
07/10/12	Journal Entry		PIA ADVISORY FEE		978 71 Ⓐ	
09/25/12	Fgn Div Tax		SUNCOR ENERGY INC NEW		Ⓑ 3 98	
10/09/12	Journal Entry		PIA ADVISORY FEE		1,013 91 Ⓐ	
12/24/12	Fgn Div Tax		SUNCOR ENERGY INC NEW		Ⓑ 3.92	
12/28/12	Fgn Div Tax		CNH GLOBAL NV		Ⓑ 150 00	
			Net Total		**5,273.53**	

Σ Ⓑ = 167,70

Σ Ⓐ = 3918 80

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1 0000	CALL TUP JAN 00060.00	01/12/12	12/13/11	57 99	9 43	48 56 ST
1 0000	CALL CVX JAN 00110 00	01/12/12	11/29/11	57.99	13 98	44 01 ST
1 0000	CALL FCX FEB 00048 00	01/09/12	11/30/11	56 99	6 00	50 99 ST
2 0000	CALL BA JAN 00072.50	01/18/12	11/08/11	193 99	576 54	(382.55) ST
3 0000	CALL ADBE JAN 00030 00	01/10/12	08/23/11	148 31	67 20	81 11 ST
300.0000	ADOBE SYS DEL PV$ 0 001	12/20/10	01/10/12	8,748.61	8,794 89	(46 28) LT
100 0000	CELGENE CORP COM	12/11/07	01/23/12	7,219.29	5,079 99	2,139 30 LT
200 0000	INTL PAPER CO	10/26/10	01/23/12	6,109.70	4,724 84	1,384 86 LT
200 0000	MCDONALDS CORP COM	01/28/08	01/13/12	19,207 41	10,122.00	9,085 41 LT
2 0000	CALL VZ MAR 00040.00	02/22/12	12/13/11	103 12	10 00	93 12 ST
2 0000	CALL JNJ APR 00070 00	02/21/12	11/30/11	121.99	12.58	109 41 ST

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1 0000	CALL TUP FEB 00060 00	02/17/12	01/12/12	105 92	132 45	(26 53) ST
2 0000	CALL MDT FEB 00039 00	02/14/12	12/13/11	95 24	148 00	(52 76) ST
1 0000	CALL BTU JUN 00050.00	02/08/12	01/06/12	61 00	35 00	26 00 ST
1 0000	CALL MOS MAR 00070 00	02/23/12	11/30/11	55 99	7 38	48 61 ST
1.0000	CALL DIS FEB 00038 00	02/10/12	12/19/11	56.19	331.24	(275 05) ST
2 0000	CALL DOV FEB 00060 00	02/13/12	12/19/11	271 92	1,097 58	(825 66) ST
1 0000	CALL CVX FEB 00110 00	02/01/12	01/12/12	100 97	9 00	91 97 ST
1 0000	CALL CAT FEB 00105 00	02/13/12	01/03/12	79 81	766 57	(686 76) ST
1 0000	CALL APC FEB 00087.50	02/17/12	12/29/11	67 99	50 38	17 61 ST
100.0000	PEABODY ENERGY CORP COM	05/25/11	02/08/12	3,685 51	5,871 00	(2,185 49) ST
2 0000	CALL AFL MAY 00055 00	03/09/12	01/25/12	149 99	11 58	138 41 ST
2 0000	CALL SLW APR 00039 00	03/28/12	03/12/12	93 99	14 00	79 99 ST
2 0000	CALL CLX APR 00072 50	03/09/12	12/12/11	92 33	15 20	77 13 ST
2 0000	CALL SLW MAR 00039 00	03/12/12	12/16/11	91 46	8 00	83 46 ST
1 0000	CALL NEM MAR 00062 50	03/08/12	01/24/12	79 71	5 00	74 71 ST
1 0000	CALL BTU JUN 00050.00	03/05/12	01/06/12	60 99	5 00	55 99 ST
2 0000	CALL SU MAR 00036 00	03/13/12	11/28/11	116 16	13 22	102.94 ST
1 0000	CALL MOS MAR 00070 00	02/27/12	03/01/12	1 99	5 00	(3 01) ST
2.0000	CALL HON MAR 00060 00	03/14/12	12/15/11	137 99	155 30	(17 31) ST
1 0000	CALL CNH MAR 00045 00	03/06/12	12/15/11	90 12	8 51	81.61 ST
1 0000	CALL APC MAR 00095 00	03/13/12	02/17/12	106.13	9 00	97 13 ST
100 0000	PEABODY ENERGY CORP COM	10/26/11	03/12/12	3,045 40	4,066.56	(1,021 16) ST
200.0000	SUNCOR ENERGY INC NEW	11/22/10	02/29/12	6,519 87	6,822 84	(302 97) LT
2 0000	CALL SU JUN 00038.00	04/26/12	03/13/12	144 51	16 00	128 51 ST
2.0000	CALL SLW JUN 00039 00	04/17/12	03/28/12	90 73	40 00	50.73 ST
1.0000	CALL MOS JUN 00070 00	04/24/12	02/23/12	82 05	5 25	76.80 ST
1 0000	CALL APC MAY 00095.00	04/26/12	03/13/12	111 94	5 00	106 94 ST
2 0000	CALL VZ MAY 00040 00	04/13/12	02/22/12	61 99	10 14	51 85 ST
1 0000	CALL TUP APR 00065.00	04/16/12	02/21/12	77 05	10 04	67 01 ST
2 0000	CALL QCOM APR 00060 00	04/20/12	01/11/12	282 67	650 00	(367 33) ST
2 0000	CALL ORCL JUN 00032 00	04/26/12	02/14/12	92 09	20 80	71 29 ST
1 0000	CALL WLP APR 00070 00	04/20/12	02/24/12	76 29	84 00	(7 71) ST
1.0000	CALL NEM APR 00060.00	04/10/12	03/08/12	81 31	6 00	75 31 ST
1 0000	CALL BAX MAY 00057 50	04/26/12	12/16/11	43 99	12 00	31 99 ST
1 0000	CALL FCX MAY 00048.00	04/09/12	01/09/12	78 99	6 00	72 99 ST
2.0000	CALL MDT MAY 00043 00	04/03/12	02/14/12	107 99	14 42	93 57 ST
1 0000	CALL CNH APR 00045.00	04/17/12	03/07/12	34 99	35 42	(0 43) ST
2.0000	CALL AXP APR 00052 50	04/02/12	12/19/11	181 03	1,098 68	(917 65) ST
200.0000	SILVER WHEATON CORP	07/19/11	04/17/12	6,050 51	7,678 00	(1,627 49) ST
1 0000	CALL CAT JUN 00110 00	05/22/12	05/01/12	112 99	6 00	106 99 ST

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1 0000	CALL TUP MAY 00065 00	05/04/12	04/16/12	57 49	10 00	47 49 ST
2 0000	CALL HON JUN 00065 00	05/14/12	03/14/12	145 39	10 40	134 99 ST
1 0000	CALL FCX AUG 00047 00	05/22/12	04/09/12	53.99	5 00	48 99 ST
1 0000	CALL CAT MAY 00115 00	05/01/12	02/13/12	552 27	8 97	543 30 ST
1 0000	CALL NEM JUN 00057 50	05/10/12	04/10/12	50 99	9.00	41 99 ST
3 0000	CALL MSFT MAY 00033 00	05/10/12	02/24/12	158 99	9 00	149 99 ST
2 0000	CALL DOV JUN 00070 00	05/04/12	02/13/12	378 08	17 98	360 10 ST
1 0000	CALL CVX JUN 00110 00	05/23/12	02/01/12	220 99	4 00	216 99 ST
2 0000	CALL BA MAY 00080.00	05/04/12	01/18/12	399 47	18 00	381 47 ST
2 0000	CALL BAX MAY 00055 00	05/14/12	12/20/11	175 99	18 00	157.99 ST
4 0000	CALL GE JUN 00021 00	05/10/12	02/21/12	103 99	20 00	83 99 ST
2.0000	CALL AFL MAY 00049 00	05/10/12	03/09/12	110 11	21.22	88.89 ST
1 0000	CALL CNH JUN 00050 00	05/25/12	04/17/12	66.70	15 00	51 70 ST
100 0000	NEWMONT MINING CORP	01/24/12	05/10/12	4,618 25	5,816.64	(1,198 39) ST
5.0000	CALL CHK JUN 00020 00	06/04/12	05/10/12	239 99	36.90	203 09 ST
1 0000	CALL WLP JUN 00075 00	06/11/12	04/20/12	96.99	10.00	86 99 ST
1 0000	CALL CAT AUG 00110 00	06/22/12	05/22/12	66.35	7 00	59.35 ST
1 0000	CALL TUP JUL 00065 00	06/19/12	05/04/12	64.99	15.00	49 99 ST
2.0000	CALL QCOM JUL 00070 00	06/05/12	04/20/12	129 99	11.96	118 03 ST
2.0000	CALL CHK JUL 00020 00	06/27/12	06/04/12	80 02	66.00	14 02 ST
1 0000	CALL CTL JUL 00040.00	06/13/12	01/18/12	59 99	5 55	54 44 ST
2.0000	CALL MDT AUG 00043 00	06/19/12	04/03/12	108 81	13.86	94 95 ST
1 0000	CALL BAX AUG 00057 50	06/19/12	04/26/12	101 44	8 99	92.45 ST
2 0000	CALL BAX AUG 00057 50	06/19/12	05/14/12	111 99	18.01	93 98 ST
2.0000	CALL AFL AUG 00049 00	06/04/12	05/10/12	121 99	28 00	93 99 ST
3 0000	CALL MSFT JUL 00033 00	06/15/12	05/10/12	92 99	30 00	62 99 ST
200 0000	AFLAC INC COM	01/25/12	06/04/12	7,720 35	9,751 16	(2,030 81) ST
400 0000	GENERAL ELECTRIC	05/11/93	06/04/12	7,296.88	3,144 15	4,152 73 LT
1 0000	CALL WLP JUL 00075 00	07/05/12	06/11/12	123 99	6.00	117 99 ST
2 0000	CALL LVS JUL 00049.00	07/10/12	06/04/12	137 99	10 00	127 99 ST
1 0000	CALL FCX JUL 00037.00	07/12/12	05/22/12	54 76	5 00	49 76 ST
1.0000	CALL CVX JUL 00105 00	07/18/12	05/23/12	97 99	255 00	(157.01) ST
2 0000	CALL HD AUG 00057 50	07/13/12	04/17/12	105 99	10 00	95 99 ST
2.0000	CALL BA AUG 00082 50	07/06/12	05/04/12	160 99	12.10	148 89 ST
2.0000	CALL SU SEP 00038 00	07/13/12	04/26/12	133 15	12.00	121 15 ST
2 0000	CALL LLY JUL 00044 00	07/18/12	05/10/12	95 99	130 00	(34 01) ST
2 0000	CALL JNJ JUL 00067 50	07/18/12	02/21/12	167 99	371 72	(203 73) ST
3 0000	CALL CHK JUL 00020.00	07/17/12	06/04/12	120 02	15.00	105 02 ST
2 0000	CALL HON SEP 00065 00	07/10/12	05/14/12	152 77	15 50	137 27 ST
2 0000	CALL AXP JUL 00060 00	07/19/12	04/02/12	349 43	2 00	347 43 ST

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2.0000	CALL DOV SEP 00070 00	07/10/12	05/04/12	97 11	18.00	79.11 ST
200 0000	CHESAPEAKE ENERGY OKLA	05/10/12	06/27/12	3,592 92	3,433 10	159 82 ST
200 0000	CLOROX CO DEL COM	10/05/09	07/23/12	14,589 67	11,370 00	3,219 67 LT
100 0000	DISNEY (WALT) CO COM STK	06/24/11	07/23/12	4,495 83	3,769 98	725 85 LT
200 0000	VERIZON COMMUNICATNS COM	08/25/11	07/06/12	8,053 81	7,172 84	880 97 ST
100 0000	WELLPOINT INC	02/24/12	07/05/12	6,128 86	6,620 77	(491 91) ST
1 0000	CALL APC SEP 00077 50	08/30/12	08/02/12	69.37	6 70	62 67 ST
2 0000	CALL LLY SEP 00047 00	08/24/12	08/14/12	87 99	12 00	75 99 ST
1 0000	CALL TUP AUG 00060 00	08/03/12	06/19/12	52 49	11 10	41 39 ST
1 0000	CALL NKE AUG 00100 00	08/03/12	07/05/12	58 99	11 00	47 99 ST
3 0000	CALL CHK AUG 00021 00	08/13/12	07/17/12	118 70	12 12	106 58 ST
2.0000	CALL LLY AUG 00047 00	08/14/12	07/18/12	137 99	22 00	115 99 ST
2 0000	CALL LVS SEP 00050 00	07/31/12	07/10/12	91 99	10 00	81 99 ST
1 0000	CALL CVX SEP 00110 00	08/14/12	07/18/12	164 99	415 00	(250 01) ST
1 0000	CALL APC AUG 00085 00	08/01/12	04/26/12	140 73	5 00	135 73 ST
3 0000	CALL CHK OCT 00022 00	08/15/12	08/13/12	155 99	120 00	35 99 ST
300 0000	CHESAPEAKE ENERGY OKLA	05/10/12	08/15/12	5,693 87	5,149 65	544 22 ST
1 0000	CALL NKE SEP 00100 00	09/20/12	08/03/12	75 99	12 33	63 66 ST
1 0000	CALL IBM SEP 00205.00	09/19/12	07/31/12	141 99	225 00	(83 01) ST
2 0000	CALL ORCL SEP 00033 00	09/20/12	04/26/12	95 99	80 00	15 99 ST
1 0000	CALL MOS SEP 00065 00	09/13/12	04/27/12	70 33	8 00	62 33 ST
2 0000	CALL QCOM OCT 00067 50	09/27/12	06/05/12	173 57	44 00	129 57 ST
2 0000	CALL HON SEP 00060.00	09/19/12	07/10/12	106 25	262 55	(156 30) ST
1 0000	CALL CTL OCT 00040.00	09/06/12	06/14/12	39 99	300.00	(260 01) ST
2 0000	CALL AXP OCT 00060 00	09/27/12	07/19/12	209 99	30 00	179 99 ST
1 0000	CALL CNH SEP 00050 00	09/12/12	05/25/12	139 99	5 00	134 99 ST
1 0000	CALL NKE NOV 00100 00	10/26/12	10/03/12	87 99	5.00	82 99 ST
1 0000	CALL MOS DEC 00065 00	10/22/12	09/13/12	130 99	5 00	125 99 ST
1 0000	CALL TIF NOV 00065 00	10/26/12	07/05/12	64 99	73 89	(8 90) ST
2 0000	CALL BA NOV 00080 00	10/24/12	07/06/12	239 05	12.00	227.05 ST
1 0000	CALL APC NOV 00077.50	10/24/12	08/30/12	128 81	16 00	112 81 ST
1 0000	CALL CAT NOV 00105 00	10/08/12	06/25/12	69 99	5 00	64 99 ST
1.0000	CALL NKE OCT 00105 00	10/03/12	09/20/12	65 99	2 61	63 38 ST
3 0000	CALL MSFT OCT 00033.00	10/08/12	06/15/12	158 99	9 00	149 99 ST
2 0000	CALL JNJ OCT 00070 00	10/12/12	07/18/12	238 85	10 00	228 85 ST
1 0000	CALL CTL JAN 00045 00	10/16/12	09/06/12	44 99	5 00	39 99 ST
200 0000	ELI LILLY & CO	05/10/12	10/22/12	9,313 78	8,353 46	960 32 ST
2 0000	CALL LVS DEC 00048 00	11/26/12	08/02/12	119 99	36 00	83 99 ST
2 0000	CALL SU DEC 00036 00	11/19/12	07/13/12	98 89	22.00	76.89 ST
2.0000	CALL ORCL DEC 00034 00	11/13/12	09/20/12	167 99	9 64	158 35 ST

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	CALL CVX DEC 00115 00	11/19/12	08/14/12	330 99	5 00	325 99 ST
1 0000	CALL CTL JAN 00041 00	11/21/12	10/16/12	34 99	5 00	29 99 ST
1 0000	CALL UTX NOV 00077 50	11/14/12	07/26/12	141 99	13 00	128.99 ST
2 0000	CALL MDT NOV 00042 00	11/15/12	06/19/12	120 55	5 94	114 61 ST
1 0000	CALL FCX NOV 00040 00	11/12/12	07/18/12	49 99	18 35	31.64 ST
2 0000	CALL QCOM JAN 00070 00	11/23/12	09/27/12	239 99	22 98	217.01 ST
1 0000	CALL IBM JAN 00220 00	11/27/12	09/19/12	252 99	7.93	245.06 ST
3 0000	CALL MSFT JAN 00032.50	11/21/12	10/10/12	77 99	6 00	71 99 ST
100 0000	BAXTER INTERNTL INC	11/04/11	11/19/12	5,603 86	5,377 37	226 49 LT
100 0000	BAXTER INTERNTL INC	12/06/11	11/19/12	5,603 88	5,196 50	407 38 ST
100 0000	BAXTER INTERNTL INC	12/20/11	11/19/12	5,603 88	4,891.30	712 58 ST
200 0000	HOME DEPOT INC	04/17/12	11/19/12	11,259 74	10,399 10	860 64 ST
1 0000	CALL UTX DEC 00080 00	12/19/12	11/14/12	55 99	332 00	(276 01) ST
2 0000	CALL MDT DEC 00042 00	12/12/12	11/15/12	132 01	174.24	(42 23) ST
2.0000	CALL BA DEC 00077.50	12/07/12	10/24/12	139 99	24 00	115 99 ST
2 0000	CALL ORCL DEC 00032 00	12/19/12	11/13/12	59 99	460 52	(400.53) ST
2 0000	CALL HON DEC 00062 50	12/19/12	09/19/12	351.93	301 50	50 43 ST
1 0000	CALL FCX JAN 00044 00	12/05/12	11/12/12	53 63	5 00	48 63 ST
1 0000	CALL TIF JAN 00067.50	12/10/12	10/26/12	174 88	7 00	167 88 ST
100.0000	CNH GLOBAL NV	05/25/11	12/24/12	4,125.35	3,957 00	168 35 LT
200.0000	DOVER CORP	12/20/11	12/24/12	12,214.72	11,594.00	620 72 LT
100 0000	TUPPERWARE BRANDS CORP	10/19/11	12/17/12	6,054 86	5,467 54	587 32 LT