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 , 2012, and ending , 20

Name of foundation: WHEELER FOUNDATION

A Employer identification number: 93-0553801

Number and street (or P O box number if mail is not delivered to street address): 900 WASHINGTON STREET, SUITE 900

Room/suite:

B Telephone number (see instructions): 360- 693-7442

City or town, state, and ZIP code: VANCOUVER, WA 98660

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 15,588,985.

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

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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STMT 1
	4 Dividends and interest from securities	493,159.	493,099.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,871,902.			
	b Gross sales price for all assets on line 6a 14,154,896.				
	7 Capital gain net income (from Part IV, line 2)		1,871,902.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,032.	2,032.		STMT 9
	12 **Total.** Add lines 1 through 11	2,367,098.	2,367,038.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,330.	15,082.		45,247.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 10	5,588.	559.	NONE	5,029.
	b Accounting fees (attach schedule) STMT 11	5,750.	575.	NONE	5,175.
	c Other professional fees (attach schedule) STMT 12	29,393.	23,514.		5,879.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 13	26,835.	10,102.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	127,896.	49,832.	NONE	61,330.
	25 Contributions, gifts, grants paid	774,335.			774,335.
	26 **Total expenses and disbursements** Add lines 24 and 25	902,231.	49,832.	NONE	835,665.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,464,867.			
	b **Net investment income** (if negative, enter -0-)		2,317,206.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,146,823.	927,706.	927,706.
3 Accounts receivable ▶			
Less. allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)	11,000,574.	8,794,214.	9,853,179.
c Investments - corporate bonds (attach schedule)	914,800.	4,778,659.	4,808,100.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,062,197.	14,500,579.	15,588,985.
Liabilities			
17 Accounts payable and accrued expenses		12,663.	
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)		12,663.	
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 and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	13,062,197.	14,487,916.	
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)	13,062,197.	14,487,916.	
31 Total liabilities and net assets/fund balances (see instructions)	13,062,197.	14,500,579.	

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	13,062,197.
2 Enter amount from Part I, line 27a	2	1,464,867.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	6,431.
4 Add lines 1, 2, and 3	4	14,533,495.
5 Decreases not included in line 2 (itemize) ▶ ADJ FOR TRANSACTIONS POSTED IN 2013 TAXABLE IN 201	5	45,579.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,487,916.

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	PUBLICLY TRADED SECURITIES			
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	14,154,896.		12,282,994.	1,871,902.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,871,902.
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** 1,871,902.

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	748,086.	15,318,002.	0.048837
2010	714,632.	14,764,524.	0.048402
2009	645,702.	13,158,614.	0.049071
2008	866,989.	15,683,004.	0.055282
2007	844,159.	18,502,588.	0.045624

2	**Total** of line 1, column (d)	2	0.247216
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	0.049443
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,475,019.
5	Multiply line 4 by line 3	5	765,131.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,172.
7	Add lines 5 and 6	7	788,303.
8	Enter qualifying distributions from Part XII, line 4	8	835,665.

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	23,172.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	23,172.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	23,172.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 10,372.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 12,663.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	23,035.
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	137.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	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?	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) ▶ OR			
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)*

		Line	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 ▶ Riverview Asset Management Corp Telephone no ▶ (360)693-7442

Located at ▶ 900 WASHINGTON ST, STE. 900, VANCOUVER, WA ZIP+4 ▶ 98660

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 |

		Line	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.

		Line	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		
	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)	2b		X
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)*	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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		60,330.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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	15,710,679.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	15,710,679.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,710,679.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,660.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,475,019.
6	**Minimum investment return.** Enter 5% of line 5	6	773,751.

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	773,751.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23,172.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,172.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	750,579.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	750,579.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	750,579.

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	835,665.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	835,665.
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	23,172.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	812,493.

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				750,579.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20____,20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 . . . . . . NONE				
b	From 2008 . . . . . . 60,427.				
c	From 2009 . . . . . . NONE				
d	From 2010 . . . . . . NONE				
e	From 2011 . . . . . . NONE				
f	**Total** of lines 3a through e	60,427.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 835,665.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				750,579.
e	Remaining amount distributed out of corpus	85,086.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	145,513.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	145,513.			
10	Analysis of line 9				
a	Excess from 2008 . . . 60,427.				
b	Excess from 2009 . . . NONE				
c	Excess from 2010 . . . NONE				
d	Excess from 2011 . . . NONE				
e	Excess from 2012 . . . 85,086.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the 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).)

NONE

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 ▶ ☐ 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:

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE ATTACHED STATEMENT 18				774,335.
Total . . . . ▶ **3a**				774,335.
b *Approved for future payment*				
SEE ATTACHED				
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			14	5.	
4 Dividends and interest from securities			14	493,159.	
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			18	1,871,902.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b THE BLACKSTONE GRO			14	565.	
c ENERGY TRANSFER EQ			14	625.	
d ENTERPRISE PRODUCT			14	842.	
e					
12 Subtotal. Add columns (b), (d), and (e)				2,367,098.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,367,098.

(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.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
	11/08/2013	DIRECTOR

WHEELER FOUNDATION

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS		11/08/2013		P00260194

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 22 THOMSON PLACE, MS 36T1
BOSTON, MA 02210 Phone no 617-856-2811

Riverview ASSET MANAGEMENT CORP

Form 990-PF, Part II Balance Sheet

EIN 93-0553801

WHEELER FOUNDATION - RAMC

Schedule 1 of 2:

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST (Book)	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
CASH		0 00	0 00	0 00		
TOTAL CASH		**$ 0.00**	**$ 0.00**	**$ 0.00**	**$ 0.00**	**0.00%**
CASH EQUIVALENTS						
INSURED TRUST FUNDS		0 00 1 00	0 00 0 00	0 00		
TRUST LIQUIDITY BANK FUND A	245,000	245,000 00 1 00	245,000 00 1 00	0 00	1,347 00	0 55%
TRUST LIQUIDITY BANK FUND B	245,000	245,000.00 1 00	245,000 00 1 00	0 00	612 00	0.25%
TRUST LIQUIDITY BANK FUND C	245,000	245,000 00 1 00	245,000 00 1 00	0 00	857 00	0 35%
TRUST LIQUIDITY BANK FUND D	157,383 28	157,383 28 1 00	157,383 28 1 00	0 00	393 00	0 25%
TOTAL CASH EQUIVALENTS		**$ 892,383.28**	**$ 892,383.28**	**$ 0.00**	**$ 3,209.00**	**0.36%**
TOTAL CASH & EQUIVALENTS		**$ 892,383.28**	**$ 892,383.28**	**$ 0.00**	**$ 3,209.00**	**0.36%**

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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FIXED INCOME						
MUNICIPAL BONDS						
CALIFORNIA STATE GO GEN PURP/PUB IMP 6 875% DUE 11/01/2026 BUILD AMERICA BONDS - TAXABLE	30,000	39,171 60 130 57	30,885 07 102 95	8,286.53	2,062.00	5 27%
CHICAGO, IL BOARD OF ED GO 5.182% DUE 12/01/2021 BUILD AMERICA BONDS - TAXABLE	50,000	55,089 00 110 18	50,872 05 101 74	4,216.95	2,591 00	4.70%
COOK COUNTY IL SCH DIST LTGO 5 70% DUE 12/1/25 CALLABLE 12/1/19 BUILD AMERICA BONDS - TAXABLE	50,000	55,448.50 110 90	50,971 48 101 94	4,477 02	2,850 00	5 14%
CROSWELL & LEXINGTON MI CMNTY SCHS 6 05% DUE 5/1/2029 CALLABLE 5/1/2019 BUILD AMERICA BONDS - TAXABLE	50,000	54,458.50 108 92	51,046.58 102 09	3,411.92	3,025 00	5 55%
DEARBORN MI SCH DIST FAC GO 7 30% DUE 5/1/2039 CALLABLE 5/1/2019 BUILD AMERICA BONDS - TAXABLE	50,000	54,392 00 108 78	52,820 96 105 64	1,571 04	3,650 00	6 71%
MICHIGAN FIN AUTH REV 6 246% 9/1/23 SCH LOAN REVOLVING FUND TAXABLE BOND	30,000	36,823.80 122 75	30,576.65 101 92	6,247 15	1,873 00	5 09%
TOTAL MUNICIPAL BONDS		**$ 295,383.40**	**$ 267,172.79**	**$ 28,210.61**	**$ 16,051.00**	**5.43%**
CORPORATE BONDS						

Part II, Sch. I
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PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
AMERICAN EXPRESS CR CORP MED TERM NT 7.300% DUE 08/20/2013	50,000	52,148.00 104.30	49,564 74 99 13	2,583.26	3,650.00	7.00%
CITIGROUP 5 000% DUE 04/15/2026 CALLABLE 04/15/2016 STEP UP NOTE STEPS TO 5 5% 4/15/16, 6.0% 4/15/26	100,000	97,751 00 97 75	100,000 00 100 00	-2,249 00	5,000.00	5 12%
COMCAST CABLE COMMUNICATIONS 7 125% 06/15/13	30,000	30,882 30 102 94	29,984 40 99 95	897 90	2,137 00	6 92%
HEALTH CARE PPTY INVS INC NT 6.300% DUE 09/15/2016 CALLABLE AT MAKE WHOLE	25,000	28,847 50 115 39	25,333 42 101 33	3,514 08	1,575 00	5 46%
MEDTRONIC INC CONVERTIBLE SR NT 1.625% 04/15/13	30,000	30,093.90 100.31	25,996 70 86 66	4,097 20	487.00	1 62%
MORGAN STANLEY 4 00% DUE 09/22/2020 CALLABLE 09/22/2013 STEP-UP NOTE STEPS TO 5% 9/22/13, 7 5% 9/22/17	100,000	100,549.00 100 55	100,000 00 100 00	549 00	4,000 00	3 98%
TOTAL CORPORATE BONDS		**$ 340,271.70**	**$ 330,879.26**	**$ 9,392.44**	**$ 16,849.00**	**4.95%**
MUTUAL FUNDS - FIXED TAXABLE						
AMERICAN INDEPENDENCE US INFLATION INDEXED FUND	64,234 645	721,355 06 11 23	748,251 66 11 65	-26,896 60	8,029 00	1 11%
FEDERATED TOTAL RETURN BOND FD INSTL	97,764 67	1,117,450 18 11 43	1,117,261 70 11 43	188 48	28,944 00	2 59%

Part II, Sch.I
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
METWEST TOTAL RETURN BOND FD I	68,514 233	746,120 00 10 89	739,573 13 10 79	6,546 87	24,347.00	3.26%
PIMCO TOTAL RETURN INST'L CLASS	65,551.744	736,801 60 11 24	760,780.98 11 61	-23,979 38	14,952.00	2.03%
TEMPLETON GLOBAL BOND FUND ADV SHS	63,772.003	850,718 52 13.34	814,739 77 12 78	35,978 75	37,816.00	4 45%
TOTAL MUTUAL FUNDS - FIXED TAXABLE		**$ 4,172,445.36**	**$ 4,180,607.24**	**$ -8,161.88**	**$ 114,088.00**	**2.73%**
TOTAL FIXED INCOME		**$ 4,808,100.46**	**$ 4,778,659.29**	**$ 29,441.17**	**$ 146,988.00**	**3.06%**
EQUITIES						
COMMON STOCK						
AGL RESOURCES, INC	944	37,731 68 39.97	37,786 90 40 03	-55.22	1,736.00	4.60%
AMERICAN ELECTRIC POWER CO, INC	880	37,558 40 42 68	33,753.81 38 36	3,804 59	1,654.00	4.40%
AUTOMATIC DATA PROCESSING	450	25,618.50 56 93	20,967 22 46 59	4,651 28	783.00	3.06%
BRINKER INTERNATIONAL, INC	687	21,290 13 30 99	21,743 48 31 65	-453 35	549 00	2 58%

Part II, Sch. 1
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
BRISTOL-MYERS SQUIBB CO	1,100	35,849 00 32 59	32,942.94 29 95	2,906 06	1,540.00	4 30%
CHEVRON CORP NEW	449	48,554 86 108 14	23,408.84 52 14	25,146 02	1,616.00	3 33%
CISCO SYS INC	1,748	34,347 15 19.65	33,439 24 19.13	907.91	978 00	2 85%
COCA COLA CO	910	32,987 50 36 25	24,187 17 26 58	8,800 33	928.00	2 81%
CONOCOPHILLIPS	935	54,220.65 57 99	49,121 62 52 54	5,099 03	2,468 00	4 55%
DUKE ENERGY CORP NEW	516	32,920 80 63 80	31,300 46 60 66	1,620 34	1,578.00	4 80%
ENTERPRISE PRODUCT PARTNERS L P	904	45,272.32 50 08	43,505 85 48 13	1,766 47	2,350.00	5 19%
INTEL CORP	1,650	34,023.00 20 62	33,885 87 20 54	137 13	1,485 00	4 36%
INTERNATIONAL PAPER COMPANY	887	35,338 08 39 84	31,377 54 35 38	3,960 54	1,064.00	3 01%
JOHNSON & JOHNSON	900	63,090 00 70 10	44,489 39 49 43	18,600 61	2,196 00	3 48%

Part II, Sch. 1
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
LILLY ELI & CO	890	43,894 80 49 32	35,608 81 40 01	8,285 99	1,744 00	3.97%
MEDTRONIC INC	934	38,312 68 41 02	39,611.13 42 41	-1,298 45	971 00	2.54%
MERCK & CO. COM NEW	1,350	55,269 00 40 94	45,274.04 33 54	9,994 96	2,322 00	4 20%
MICROSOFT CORP	1,380	36,859 39 26 71	35,636 93 25 82	1,222.46	1,269 00	3 44%
NUCOR CORP	513	22,141 08 43 16	21,068.86 41 07	1,072 22	754 00	3 41%
PEPSICO INC	540	36,952 20 68 43	35,659 32 66 04	1,292 88	1,161 00	3 14%
PFIZER INC	1,350	33,857 06 25 08	23,256 58 17 23	10,600.48	1,296 00	3 83%
PG&E CORP	890	35,760 20 40 18	38,329 41 43.07	-2,569.21	1,619 00	4 53%
PHILLIPS 66	535	28,408 50 53 10	18,716 66 34 98	9,691 84	535 00	1 88%
SPECTRA ENERGY CORP COM	930	25,463 40 27 38	25,723 71 27 66	-260 31	1,134 00	4 46%

Part II, Sch. 1
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
STATE AUTO FINANCIAL CORP	2,560	38,246 40 14 94	35,679 23 13 94	2,567.17	1,024.00	2.68%
THE BLACKSTONE GROUP LP	2,825	44,041.75 15 59	33,023 12 11 69	11,018.63	1,130.00	2.57%
TIME WARNER INC NEW	920	44,003 60 47.83	31,252 31 33 97	12,751.29	956 00	2 17%
VERIZON COMMUNICATIONS	1,065	46,082 55 43 27	43,963 09 41 28	2,119.46	2,193 00	4.76%
TOTAL COMMON STOCK		**$ 1,068,094.68**	**$ 924,713.53**	**$ 143,381.15**	**$ 39,033.00**	**3.66%**
MUTUAL FUNDS - BALANCED						
FRANKLIN INCOME FUND CLASS A	71,447 898	160,043 29 2 24	112,887 68 1 58	47,155.61	9,859 00	6.16%
PIMCO ALL-ASSET ALL-AUTHORITY FUND	76,816.367	851,893 51 11 09	790,536 15 10 29	61,357 36	46,166 00	5 42%
TOTAL MUTUAL FUNDS - BALANCED		**$ 1,011,936.80**	**$ 903,423.83**	**$ 108,512.97**	**$ 56,025.00**	**5.54%**
MUTUAL FUNDS - LARGE CAP						
T ROWE PRICE NEW AMERICA GROWTH FUND	16,636 206	597,572 52 35 92	550,658 42 33 10	46,914 10	3,160 00	0.53%

Part II, Sch 1
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PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
VANGUARD DIVIDEND GROWTH INV	54,910	913,702.40 16 64	868,676 20 15.82	45,026 20	20,206.00	2 21%
TOTAL MUTUAL FUNDS - LARGE CAP		**$ 1,511,274.92**	**$ 1,419,334.62**	**$ 91,940.30**	**$ 23,366.00**	**1.55%**
MUTUAL FUNDS - MID CAP						
NICHOLAS EQUITY INCOME I	55,889 475	881,377 02 15 77	826,605 34 14.79	54,771 68	26,044 00	2 95%
TOTAL MUTUAL FUNDS - MID CAP		**$ 881,377.02**	**$ 826,605.34**	**$ 54,771.68**	**$ 26,044.00**	**2.95%**
MUTUAL FUNDS - SMALL CAP						
COLUMBIA SMALL CAP GROWTH I CLASS Z	15,227 354	418,295.41 27 47	421,645 43 27 69	-3,350 02	15,227.00	3 64%
HEARTLAND VALUE PLUS INST'L SHS	15,293 459	453,298.12 29 64	425,311 09 27 81	27,987 03	6,912 00	1 52%
TOTAL MUTUAL FUNDS - SMALL CAP		**$ 871,593.53**	**$ 846,956.52**	**$ 24,637.01**	**$ 22,139.00**	**2.54%**
MUTUAL FUNDS - DEVELOPED INT'L						
HARBOR INTERNATIONAL FUND	26,640 99	1,654,938 30 62 12	1,386,397 12 52 04	268,541 18	33,461.00	2 02%
TOTAL MUTUAL FUNDS - DEVELOPED INT'L		**$ 1,654,938.30**	**$ 1,386,397.12**	**$ 268,541.18**	**$ 33,461.00**	**2.02%**
MUTUAL FUNDS EMERGING MKTS						

Part II, Sch I
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 10/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
LAZARD EMERGING MARKETS EQUITY PORT INSTL CLASS	28,956 447	565,808 97 19 54	501,236.10 17 31	64,572 87	10,308 00	1 82%
TOTAL MUTUAL FUNDS EMERGING MKTS		**$ 565,808.97**	**$ 501,236.10**	**$ 64,572.87**	**$ 10,308.00**	**1.82%**
MUTUAL FUNDS - COMMODITY						
PIMCO COMMODITY REAL RETURN INST'L CLASS	82,631 545	548,673.46 6 64	503,226 11 6 09	45,447.35	14,543 00	2 65%
TOTAL MUTUAL FUNDS - COMMODITY		**$ 548,673.46**	**$ 503,226.11**	**$ 45,447.35**	**$ 14,543.00**	**2.65%**
MUTUAL FUNDS - REAL ESTATE						
ING GLOBAL REAL ESTATE FUND CLASS I	31,819 096	574,334 68 18 05	513,560 21 16 14	60,774 47	24,309 00	4 23%
TOTAL MUTUAL FUNDS - REAL ESTATE		**$ 574,334.68**	**$ 513,560.21**	**$ 60,774.47**	**$ 24,309.00**	**4.23%**
TOTAL EQUITIES		**$ 8,688,032.36**	**$ 7,825,453.38**	**$ 862,578.98**	**$ 249,228.00**	**2.87%**
TOTAL MARKET VALUE		**$ 14,388,516.10**	**$ 13,496,495.95**	**$ 892,020.15**	**$ 399,425.00**	**2.78%**
		(Market)	(Book)			

(Schedule 1 of 2)

Part II, Sch 1
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Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

Form 990-PF, Part II
Balance Sheet
Schedule 2 of 2:

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST (Book)	UNREALIZED GAIN/LOSS	EST INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
CASH		0 00	0 00	0 00		
TOTAL CASH		$ 0.00	$ 0.00	$ 0.00	$ 0.00	0.00%
CASH EQUIVALENTS						
TRUST LIQUIDITY BANK FUND A	35 323 15	35,323 15 1 00	35,323 15 1 00	0 00	194 00	0 55%
TOTAL CASH EQUIVALENTS		$ 35,323.15	$ 35,323 15	$ 0.00	$ 194 00	0.55%
TOTAL CASH & EQUIVALENTS		$ 35,323 15	$ 35,323 15	$ 0.00	$ 194 00	0 55%
EQUITIES						
COMMON STOCK						
ABBOTT LABS	500	32,750 00 65 50	24,292 23 48 58	8,457 77	280 00	0 85%
ALLEGHENY TECHNOLOGIES INC	400	12,144 00 30 36	12,042 95 30 11	101 05	288 00	2 37%

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Riverview
ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
APPLE COMPUTER INC	100	53,217 29 532 17	60,718 95 607 19	-7,501 66	1,060 00	1 99%
AT&T INC	1,000	33,710 00 33 71	34,022 56 34 02	-312 56	1,800 00	5 34%
BRISTOL-MYERS SQUIBB CO	500	16,295 00 32 59	16,642 95 33 29	-347 95	700 00	4 30%
CHEVRON CORP NEW	600	64,884 00 108 14	40 488 95 67 48	24,395 05	2,160 00	3 33%
CISCO SYS INC	1,000	19,649 40 19 65	24,263 14 24 26	-4,613 74	560 00	2 85%
COSTCO WHOLESALE CORP NEW	400	39,492 00 98 73	17,567 20 43 92	21,924 80	440 00	1 11%
DISNEY WALT CO	600	29,874 00 49 79	14,999 05 25 00	14,874 95	450 00	1 51%
DU PONT E I DE NEMOURS & CO	1 200	53,974 20 44 98	47 271 58 39 39	6,702 62	2 064 00	3 82%
EMERSON ELECTRIC CO	300	15,888 00 52 96	14,050 00 46 83	1 838 00	492 00	3 10%
EXPRESS SCRIPTS HOLDING COMPANY	200	10,800 00 54 00	12,212 93 61 07	-1,412 93		

Part II, Sch 2
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Riverview
ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FIRSTENERGY CORP	500	20,880 00 41 76	21,802 70 43 61	-922 70	1,100 00	5 27%
INTEL CORP	2 600	53,612 00 20 62	57 902 65 22 27	-4,290 65	2,340 00	4 36%
JOHNSON & JOHNSON	800	56,080 00 70 10	49,360 73 61 70	6,719 27	1,952 00	3 48%
JP MORGAN CHASE & CO	800	35,175 28 43 97	33,911 83 42 39	1,263 45	960 00	2 73%
MARATHON OIL CORP	800	24 528 00 30 66	17,943 43 22 43	6,584 57	544 00	2 22%
MARATHON PETROLEUM CORP	200	12,600 00 63 00	5,183 37 25 92	7 416 63	280 00	2 22%
MCDONALDS CORP	400	35 284 00 88 21	22,843 07 57 11	12,440 93	1 232 00	3 49%
MEDTRONIC INC	600	24,612 00 41 02	20,909 97 34 85	3,702 03	624 00	2 54%
MICROSOFT CORP	500	13,354 85 26 71	14,726 90 29 45	1,372 05	460 00	3 44%
NEWMONT MINING CORP	400	18,576 00 46 44	17,934 91 44 84	641 09	560 00	3 01%

Part II, Sch 2
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Riverview
ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/12 - 12/31/12

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR YIELD
NORTHWEST NATURAL GAS COMPANY	300	13,260 00 44 20	13,034 96 43 45	225 04	546 00	4 12%
PEPSICO INC	400	27,372 00 68 43	26,124 15 65 31	1 247 85	860 00	3 14%
PFIZER INC	1,400	35,111 02 25 08	32,580 89 23 27	2,530 13	1,344 00	3 83%
PHILIP MORRIS INT'L INC	800	66,912 00 83 64	40 122 60 50 15	26,789 40	2,720 00	4 07%
PRECISION CAST PARTS CORP	250	47,355.00 189 42	28,746 30 114 99	18 608 70	30 00	0 06%
PROCTER & GAMBLE CO	500	33,945 00 67 89	31 200 20 62 40	2,744 80	1,124 00	3 31%
QUALCOMM INC	800	49,487 68 61 86	36 987 06 46 23	12 500 62	800 00	1 62%
STONE ENERGY CORP	600	12,312 00 20 52	13 236 89 22 06	-924 89		
VALERO ENERGY CORP NEW	700	23,884 00 34 12	15 778 05 22 54	8,105 95	490 00	2 05%
VERIZON COMMUNICATIONS	800	34 616 00 43 27	27 123 67 33 91	7,492 33	1,648 00	4 76%

Part II, Sch 2
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PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST INCOME	CUR YIELD
3M COMPANY	400	37,140 00 92 85	23,981 28 59 95	13,158 72	944 00	2 54%
TOTAL COMMON STOCK		**$ 1,058,774.72**	**$ 870,008.10**	**$ 188,766.62**	**$ 30,852.00**	**2.91%**
FOREIGN EQUITIES						
BP PLC SPONSORED ADR	500	20,820 00 41 64	19 260 70 38 52	1,559 30	1 080 00	5 19%
ENSCO PLC CLASS A	600	35,568 00 59 28	27 050 62 45 08	8,517 38	900 00	2 53%
ROYAL DUTCH SHELL A ADR F	400	27,580 00 68 95	19,694 99 49 24	7,885 01	1,169 00	4 24%
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	600	22,404 00 37 34	32,746 22 54 58	-10,342 22	482 00	2 15%
TOTAL FOREIGN EQUITIES		**$ 106,372.00**	**$ 98,752 53**	**$ 7,619 47**	**$ 3,631.00**	**3.41%**
TOTAL EQUITIES		**$ 1,165,146.72**	**$ 968,760.63**	**$ 196,386 09**	**$ 34,483.00**	**2.96%**
TOTAL MARKET VALUE		**$ 1,200,469.87**	**$ 1,004,083.78**	**$ 196,386 09**	**$ 34,677.00**	**2.89%**
		(Market)	(Book)			

Schedule 2 of 2

Part II, Sch 2
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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNION BANK OF CALIF BANK ACCT		5.	5.
	TOTAL	5.	5.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	1,475.	1,475.
AGL RESOURCES, INC.	434.	434.
AT&T INC.	2,244.	2,244.
ABBOTT LABS	1,406.	1,406.
ABERDEEN ASIA-PACIFIC INCOME FUND	179.	179.
ACTIVISION BLIZZARD, INC	965.	965.
ALBANY INTERNATIONAL CORP.	88.	88.
ALLERGAN INC.	158.	158.
AMERICAN ELECTRIC POWER CO, INC.	827.	827.
AMERICAN EXPRESS CO	360.	360.
AMERICAN EXPRESS CR CORP MED TERM NT 7.3	3,650.	3,650.
AMERISOURCEBERGEN CORP.	156.	156.
ANALOG DEVICES INC.	190.	190.
APPLE COMPUTER INC.	437.	437.
ARCHER-DANIELS-MIDLAND	333.	333.
AUTOMATIC DATA PROCESSING	474.	474.
BASF SE	328.	328.
BP PLC SPONSORED ADR	990.	990.
BAKER HUGHES INC	488.	488.
BANCROFT FUND LTD.	137.	137.
CR BARD INC.	67.	67.
BAXTER INTERNATIONAL, INC.	109.	109.
BLACKROCK INC.	377.	377.
BOEING CO	788.	788.
FIDELITY 1099	7,437.	7,437.
1099 FROM UBS FINANCIAL SERVICES	857.	857.
BRISTOL-MYERS SQUIBB CO.	1,088.	1,088.
BROADCOM CORP CLASS A	264.	264.
BROADRIDGE FINANACIAL SOLUTIONS, INC.	144.	144.
CBOE HOLDINGS INC	360.	360.
CSX CORP. NOTE 5.500% DUE 08/01/2013	1,195.	1,195.
C V S CORP	132.	132.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CALIFORNIA STATE GO GEN PURP/PUB IMP 6.8	2,063.	2,063.
CAMPBELL SOUP COMP.	58.	58.
CANADIAN NATIONAL RAILWAY COMP	638.	638.
CATERPILLAR INC.	1,196.	1,196.
CHEUNG KONG HOLDINGS LTD.	305.	305.
CHEVRON CORP NEW	5,193.	5,193.
CHICAGO, IL BOARD OF ED GO 5.182% DUE 12	2,591.	2,591.
CISCO SYS INC	1,112.	1,112.
CITIGROUP INC. NEW COM	8.	8.
CITIGROUP 5.000% DUE 04/15/2026 CALLABLE	5,000.	5,000.
CLOROX COMPANY	360.	360.
COCA COLA CO	1,655.	1,655.
COMCAST CABLE COMMUNICATIONS 7.125% 06/1	2,138.	2,138.
CONOCOPHILLIPS	1,063.	1,063.
COOK COUNTY IL SCH DIST LTGO 5.70% DUE 1	2,850.	2,850.
COSTCO WHOLESALE CORP NEW	3,226.	3,226.
CROSWELL & LEXINGTON MI CMNTY SCHS 6.05%	3,025.	3,025.
DARDEN RESTAURANTS INC.	535.	535.
DEARBORN MI SCH DIST FAC GO 7.30% DUE 5/	3,650.	3,650.
DEUTSCHE TELEKOM AG	425.	425.
DIAGEO PLC	1,051.	1,051.
DISNEY WALT CO.	450.	450.
DOMINION RESOURCES INC VA NEW	633.	633.
R. R. DONNELLEY & SONS COMP.	208.	208.
DOW CHEMICAL COMPANY	615.	615.
DOW CHEMICAL CO. NOTE 6.000% DUE 10/01/2	1,500.	1,500.
DU PONT E I DE NEMOURS & CO	2,208.	2,208.
ELLSWORTH FUND LTD.	411.	411.
EMERSON ELECTRIC CO.	483.	483.
ENSCO PLC	225.	225.
EXELON CORPORATION	1,086.	1,086.
EXELIS INC.	62.	62.
AMERICAN INDEPENDENCE US INFLATION INDEX	2,405.	2,405.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED TOTAL RETURN BOND FD INSTL	21,950.	21,950.
FEDEX CORP	282.	282.
FIRST CITIZENS BANCORP INC.	95.	95.
FIRST TRUST SENIOR FLOATING RATE	825.	825.
FIRSTENERGY CORP	1,403.	1,403.
FOMENTO ECON	836.	836.
FORD MOTOR COMPANY	890.	890.
FRANKLIN INCOME FUND CLASS A	19,018.	19,018.
FRONTIER COMMUNICATIONS CORP COM.	152.	120.
GENERAL ELECTRIC COMPANY	363.	363.
GE CAPITAL INTERNOTES 4.850% DUE 09/15/2	970.	970.
GENERAL MILLS INC	519.	519.
GENUINE PARTS CO	198.	198.
GLAXOSMITHKLINE PLC SPONSORED ADR	3,426.	3,426.
HSBC HOLDINGS PLC SPONSORED ADR NEW	1,610.	1,610.
HARBOR INTERNATIONAL FUND	37,462.	37,462.
HASBRO INC.	198.	198.
HAWKINS INC.	192.	192.
HEALTH CARE PPTY INVS INC NT 6.300% DUE	1,575.	1,575.
HEARTLAND VALUE PLUS INST'L SHS	6,919.	6,919.
HEINZ H J CO	478.	478.
HEWLETT-PACKARD CO GLOBAL 5.25% 03/01/12	2,628.	2,628.
HOME DEPOT INC	290.	290.
HONDA MOTOR LTD. AMERICAN SHS	91.	91.
ING GLOBAL REAL ESTATE FUND CLASS I	22,371.	22,371.
ITT CORP. NEW	27.	27.
ILLINOIS TOOL WORKS INC	22.	22.
INFOSYS TECHNOLOGIES LTD.	110.	110.
ING GROEP NV	450.	450.
INTEL CORP	7,598.	7,598.
INTEGRYS ENERGY GROUP	734.	734.
INTERNATIONAL BUSINESS MACHINES CORP	355.	355.
INTERNATIONAL PAPER COMPANY	788.	788.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES TIPS BOND ETF	462.	462.
ISHARES RUSSELL MIDCAP GROWTH INDEX	38.	38.
ISHARES RUSSELL 2000 VALUE INDEX	51.	51.
ISHARES S&P DEV EX-US PROPERTY INDEX	63.	35.
ISHARES INT'L DEVEL REAL ESTATE ETF	96.	96.
JP MORGAN CHASE & CO.	1,070.	1,070.
JOHN BEAN TECHNOLOGIES CORP.	350.	350.
JOHNSON & JOHNSON	5,953.	5,953.
KONINKLIJKE PHILIPS ELECTR INC. NV REGIS	2,458.	2,458.
KRAFT FOODS INC.	392.	392.
KROGER COMPANY	276.	276.
L-3 COMMUNICATIONS HLDGS INC	675.	675.
LAZARD EMERGING MARKETS EQUITY PORT INST	12,303.	12,303.
LILLY ELI & CO	872.	872.
LOWES COS INC	153.	153.
MDU RESOURCES GROUP INC.	1,441.	1,441.
MARATHON OIL CORP.	544.	544.
MARATHON PETROLEUM CORP.	480.	480.
MCDONALDS CORP	1,369.	1,369.
MEDTRONIC INC	1,109.	1,109.
MEDTRONIC INC CONVERTIBLE SR NT 1.625% 0	488.	488.
MERCK & CO. COM NEW	2,562.	2,562.
METWEST TOTAL RETURN BOND FD I	12,069.	12,069.
MICHIGAN FIN AUTH REV 6.246% 9/1/23 SCH	1,874.	1,874.
MICROSOFT CORP	2,417.	2,417.
MOLSON COORS BREWING CO	256.	256.
MONSANTO CO NEW	231.	231.
MORGAN STANLEY 4.00% DUE 09/22/2020 CALL	4,000.	4,000.
NATIONAL PRESTO INDUSTRIES INC.	1,476.	1,476.
NESTLE S A SPONSORED ADR	1,880.	1,880.
NEW YORK COMMUNITY BANCORP INC	750.	750.
NEW CORP.	85.	85.
NICHOLAS EQUITY INCOME I	21,341.	21,341.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIKE, INC. CL B	1,908.	1,908.
NORTHEAST UTILITIES	270.	270.
NORTHROP GRUMMAN CORP	315.	315.
NOVARTIS AG	2,856.	2,856.
NSTAR	270.	270.
OCCIDENTAL PETROLEUM CORP	270.	270.
OMNICOM GROUP INC.	594.	594.
ORACLE CORP	35.	35.
PG&E CORP	2,129.	2,129.
PIMCO TOTAL RETURN INST'L CLASS	9,884.	9,884.
PEGASYSTEMS INC.	21.	21.
PEPSICO INC	1,347.	1,347.
PETROLEUM & RESOURCES CORP.	62.	62.
PETROLEO BRASILEIRO	307.	307.
PETROLEO BRASILEIRO	276.	276.
PFIZER INC	5,104.	5,104.
PHILIP MORRIS INT'L INC.	2,220.	2,220.
PHILLIPS 66	198.	198.
PIMCO COMMODITY REAL RETURN INST'L CLASS	10,296.	10,296.
PIMCO ALL-ASSET ALL-AUTHORITY FUND	45,095.	45,095.
PIMCO ENHANCED SHORT TERM MATURITY STRGY	188.	188.
PITNEY BOWES INC GLOBAL MED TERM NTS 3.8	482.	482.
POWERSHARES FTSE RAFI US 1000	92.	92.
PRECISION CAST PARTS CORP.	57.	57.
PROCTER & GAMBLE CO	4,839.	4,839.
QUALCOMM INC	1,295.	1,295.
QUALITY SYSTEMS INC.	49.	49.
REYNOLDS AMERICAN, INC. SR NOTE 7.250% D	906.	906.
TRUST LIQUIDITY BANK FUND A	1,614.	1,614.
TRUST LIQUIDITY BANK FUND B	1,186.	1,186.
TRUST LIQUIDITY BANK FUND C	957.	957.
TRUST LIQUIDITY BANK FUND D	677.	677.
INSURED TRUST FUNDS	904.	904.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRUST INSURED MMA #001	98.	98.
PREMIER INSURED MMA #001	92.	92.
TRUST INSURED MMA #003	102.	102.
T. ROWE PRICE NEW AMERICA GROWTH FUND	3,161.	3,161.
ROYAL DUTCH SHELL A ADR F	4,088.	4,088.
ROYCE VALUE TRUST INC.	68.	68.
ROYCE MICRO-CAP TRUST INC.	56.	56.
SM ENERGY COMP.	15.	15.
ST. JUDE MEDICAL INC.	92.	92.
SASOL LTD. JOHANNESBURG, SOUTH AFRICA	251.	251.
J. M. SMUCKERS, INC.	192.	192.
SONOCO PRODUCTS COMP.	590.	590.
THE SOUTHERN COMPANY	289.	289.
SOUTHWEST AIRLINES CO.	64.	64.
SPECTRA ENERGY CORP COM	544.	544.
STAPLES INC	517.	517.
STARBUCKS CORP	118.	118.
STATE AUTO FINANCIAL CORP	640.	640.
STRYKER CORP.	462.	462.
SUNCOR ENERGY INC. NEW	261.	261.
SYNGENTA AG	2,506.	2,506.
SYSCO CORP	945.	945.
TARGET CORP.	1,789.	1,789.
TEMPLETON GLOBAL BOND FUND ADV SHS	33,035.	33,035.
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	858.	858.
THERMO FISHER SCIENTIFIC INC	270.	270.
3M COMPANY	944.	944.
TIME WARNER INC. NEW	478.	478.
TITANIUM METALS CORP.	113.	113.
TOTAL FINA ELF S A SPONSORED ADR	228.	228.
TRACTOR SUPPLY COMP.	86.	86.
UGI CORP.	137.	137.
US BANCORP NEW	195.	195.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
URS CORP. NEW	54.	54.
UNION PACIFIC CORP.	120.	120.
UNITED PARCEL SERVICE INC CL B	228.	228.
UNITED TECHNOLOGIES CORP	1,324.	1,324.
VALERO ENERGY CORP. NEW	395.	395.
VALERO ENERGY CORP NEW NOTE 6.875% DUE 0	859.	859.
VANGUARD DIVIDEND GROWTH INV	20,207.	20,207.
VANGUARD HIGH DIVIDEND YIELD IDX ETF	656.	656.
VANGUARD UTILITIES ETF	354.	354.
VANGUARD SMALL CAP GROWTH EFT	1.	1.
VANGUARD TOTAL STOCK MARKET ETF	308.	308.
VERIZON COMMUNICATIONS	2,293.	2,293.
VISA INC. CL. A	485.	485.
WAL MART STORES INC	318.	318.
WASTE MANAGEMENT INC, NEW	213.	213.
WELLS FARGO & CO NEW SUB NOTE 5.125% DUE	564.	564.
WISDOMTREE EMERGING MARKETS SMALLCAP DIV	11.	11.
XYLEM INC.	61.	61.
YARA INTERNATIONAL ASA	229.	229.
BRITISH COLUMBIA PROV OF CANADA 3.700% D	1,535.	1,535.
CHINOOK CAPITAL SCHWAB ACCT	3,491.	3,491.
EDWARD JONES BROKERAGE ACCOUNT	10,589.	10,589.
ACCENTURE PLC	2,722.	2,722.
ENSCO PLC CLASS A	675.	675.
SEAGATE TECHNOLOGY PLC	475.	475.
MENGIS SCHWAB ACCOUNT	4,031.	4,031.
TOTAL	493,159.	493,099.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE BLACKSTONE GROUP LP		565.	565.
ENERGY TRANSFER EQUITY LP		625.	625.
ENTERPRISE PRODUCT PARTNERS L.P.		842.	842.
	TOTALS	2,032.	2,032.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NON-ALLOCABLE LEGAL FEES	4,453.	445.		4,007.
OTHER NONALLOCABLE EXPENSES -	1,135.	114.		1,022.
TOTALS	5,588.	559.	NONE	5,029.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	5,750.	575.		5,175.
TOTALS	5,750.	575.	NONE	5,175.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	5,805.	4,644.	1,161.
OTHER NON-ALLOCABLE EXPENSE -	23,588.	18,870.	4,718.
TOTALS	29,393.	23,514.	5,879.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,100.	3,100.
OTHER TAXES	10.	
FEDERAL TAX PAYMENT - PRIOR YE	6,351.	
FEDERAL ESTIMATES - INCOME	5,216.	
FEDERAL ESTIMATES - PRINCIPAL	5,156.	
FOREIGN TAXES ON QUALIFIED FOR	2,904.	2,904.
FOREIGN TAXES ON NONQUALIFIED	4,098.	4,098.
TOTALS	26,835.	10,102.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT - MENGIS & CHINOOK ASSETS	2,082.
ADJ FOR TRANSACTIONS AT BROKER	4,349.
TOTAL	6,431.

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

OFFICER NAME:
RIVERVIEW ASSET MANAGMENT
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
MANAGER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 60,330.

OFFICER NAME:
JOHN C. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
CHARLES B. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
THOMAS K. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

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

OFFICER NAME:
EDWARD T. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

TOTAL COMPENSATION: 60,330.
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WHEELER FOUNDATION 93-0553801
FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
WHEELER FOUNDATION
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
FORM, INFORMATION AND MATERIALS:
LETTER STATING PURPOSE OF GRANT AND
INCLUDE A COPY OF 501C(3) DETERMINATION LETTER
NONE
CANNOT MAKE GRANTS TO INDIVIDUALS-GEOGRAPHIC AREA-OREGON

#	CharityName	Amount	DateApproved	Date Paid
1	BodyVox	$5,000.00	3/20/2012	5/2/2012
2	Claremont McKenna College aka CMC	$5,000.00	3/20/2012	10/19/2012
3	Daybreak Youth Services	$5,000.00	3/20/2012	5/3/2012
4	Dougy Center	$9,000.00	3/20/2012	5/3/2012
5	Dress for Success Oregon	$7,500.00	3/20/2012	5/3/2012
6	Fort Vancouver National Trust	$5,000 00	3/20/2012	5/3/2012
7	Friends of Menucha Foundation	$2,500 00	3/20/2012	5/3/2012
8	Friends of Seaside Library	$2,500.00	3/20/2012	5/3/2012
9	Impact NW	$10,000.00	3/20/2012	5/3/2012
10	Junior Achievement	$2,000.00	3/20/2012	5/3/2012
11	Library Foundation	$5,000 00	3/20/2012	5/3/2012
12	Northwest Youth Corps.	$5,000.00	3/20/2012	5/3/2012
13	Oregon Coast Aquarium	$3,500.00	3/20/2012	5/3/2012
14	Oregon Mentors	$5,000 00	3/20/2012	5/3/2012
15	Our House	$5,000.00	3/20/2012	5/3/2012
16	Roessler-Chadwick Foundation dba Chadwick School	$10,000.00	3/20/2012	10/23/2012
17	Stanford University	$7,000.00	3/20/2012	10/18/2012
18	University Club	$15,000.00	3/20/2012	5/3/2012
19	World Forestry Center	$10,000.00	3/20/2012	5/3/2012
20	Albertina Kerr	$10,000.00	6/20/2012	7/24/2012
21	Arthritis Foundation	$3,000.00	6/20/2012	7/24/2012
22	Boy Scouts of America - Cascade Pacific Council	$2,500.00	6/20/2012	7/24/2012
23	CASA Lane County (Court Appointed Special Advocates) for Chi	$5,000.00	6/20/2012	7/24/2012
24	French American International School (FAIS)	$1,035.00	6/20/2012	7/24/2012
25	George Fox University	$5,000.00	6/20/2012	7/24/2012
26	Loaves & Fishes Centers; now Meals on Wheels People	$5,000.00	6/20/2012	7/24/2012
27	Morrison Child & Family Services	$5,000.00	6/20/2012	7/24/2012
28	Portland Rescue Mission	$4,000.00	6/20/2012	7/24/2012
29	Schoolhouse Supplies	$2,500.00	6/20/2012	7/24/2012
30	Sisters of the Road	$4,000.00	6/20/2012	7/24/2012
31	Volunteers of America Oregon	$8,000.00	6/20/2012	7/24/2012
32	YWCA Camp Westwind	$7,500 00	6/20/2012	7/24/2012
33	Bradley Angle	$10,000.00	9/19/2012	9/27/2012
34	Central Catholic High School	$11,700.00	9/19/2012	9/27/2012
35	Chamber Music NW, Inc.	$10,000.00	9/19/2012	9/27/2012
36	CODA, Inc.	$15,000.00	9/19/2012	9/28/2012
37	Dental Lifeline Network	$5,000.00	9/19/2012	9/27/2012
38	F.C. Portland Soccer Academy	$2,000.00	9/19/2012	9/27/2012
39	Friends of the Children	$5,000.00	9/19/2012	9/27/2012
40	Lifeworks NW	$10,000 00	9/19/2012	9/27/2012
41	Marylhurst University	$50,000 00	9/19/2012	9/28/2012
42	Neskowin Valley School	$3,600.00	9/19/2012	9/27/2012
43	Oregon Coast Community Action	$2,000.00	9/19/2012	9/28/2012
44	Oregon Historical Society	$30,000.00	9/19/2012	9/27/2012
45	Pickleberry Pie Incorporated	$5,000.00	9/19/2012	9/27/2012
46	Portland State University Foundation	$10,000.00	9/19/2012	9/27/2012

STATEMENT 18

#	CharityName	Amount	DateApproved	Date Paid
47	Providence Foundations	$10,000.00	9/19/2012	9/27/2012
48	Serenity Home of Oregon	$10,000.00	9/19/2012	9/27/2012
49	SOLVE	$5,000.00	9/19/2012	9/27/2012
50	YMCA of Columbia-Willamette	$10,000.00	9/19/2012	9/27/2012
51	Youth, Rights & Justice	$10,000.00	9/19/2012	10/1/2012
52	All Classical Public Media, Inc (FM 89.9)	$5,000.00	12/14/2012	12/21/2012
53	American Field Services (AFS-USA, Inc.)	$10,000.00	12/14/2012	12/21/2012
54	Big Brothers Big Sisters (Columbia Northwest)	$5,000 00	12/14/2012	12/21/2012
55	CASA for Children Multnomah/Washington Counties (Court Ap	$5,000 00	12/14/2012	12/21/2012
56	Children's Relief Nursery	$10,000.00	12/14/2012	12/21/2012
57	Community Partners for Affordable Housing (CPAH)	$5,000.00	12/14/2012	12/21/2012
58	Good Samaritan Foundation	$10,000.00	12/14/2012	12/21/2012
59	Habitat for Humanity Portland/Metro East	$15,000.00	12/14/2012	12/21/2012
60	High Desert Museum	$5,000.00	12/14/2012	12/21/2012
61	Lincoln City Cultural Center	$500 00	12/14/2012	12/21/2012
62	Lower Nehalem Community Trust	$5,000 00	12/14/2012	12/21/2012
63	Northwest Association for Blind Athletes	$7,000 00	12/14/2012	12/21/2012
64	Oregon Community Foundation	$1,000.00	12/14/2012	12/21/2012
65	Oregon State University - OSU Foundation	$50,000.00	12/14/2012	12/21/2012
66	Oregon Tech Foundation (OR Institute of Technology)	$5,000.00	12/14/2012	12/21/2012
67	Pathfinders of Oregon	$5,000.00	12/14/2012	12/21/2012
68	Portland Homeless Family Solutions	$1,000.00	12/14/2012	12/21/2012
69	Providence Child Center Foundation	$5,000.00	12/14/2012	12/21/2012
70	Special Olympics Oregon	$15,000.00	12/14/2012	12/21/2012
71	St. Edwards University	$20,000.00	12/14/2012	12/21/2012
72	Washington County Museum	$5,000.00	12/14/2012	12/21/2012
73	American Field Services (AFS-USA, Inc)	$5,000.00	12/21/2012	12/24/2012
74	ASU Foundation (Arizona State University)	$20,000.00	12/21/2012	12/24/2012
75	Black Parent Initiative	$1,000.00	12/21/2012	12/21/2012
76	Boy Scouts of America - LA Area Council	$5,000.00	12/21/2012	12/24/2012
77	Child Crisis Center	$5,000.00	12/21/2012	12/21/2012
78	Children's Institute	$5,000.00	12/21/2012	12/21/2012
79	Farmers Ending Hunger	$1,000 00	12/21/2012	12/21/2012
80	Forest Park Conservancy	$3,000 00	12/21/2012	12/21/2012
81	French American International School (FAIS)	$5,000.00	12/21/2012	12/21/2012
82	Friends of Timberline	$3,000.00	12/21/2012	12/21/2012
83	Girls Inc of NW Oregon	$1,000.00	12/21/2012	12/21/2012
84	Human Solutions Inc	$2,500.00	12/21/2012	12/21/2012
85	Lewis & Clark Law School	$5,000.00	12/21/2012	12/24/2012
86	Loaves & Fishes Centers; now Meals on Wheels People	$5,000.00	12/21/2012	12/21/2012
87	Nature Conservancy	$5,000.00	12/21/2012	12/24/2012
88	New Avenues for Youth	$5,000.00	12/21/2012	12/21/2012
89	Ocean Park Community Center - Sojourn Services	$5,000.00	12/21/2012	12/21/2012
90	OPAL Community Land Trust	$5,000 00	12/21/2012	12/24/2012
91	Orcas Island Childrens House	$5,000.00	12/21/2012	12/24/2012
92	Orcas Medical Foundation	$5,000.00	12/21/2012	12/24/2012

#	CharityName	Amount	DateApproved	Date Paid
93	Oregon Children's Foundation	$5,000.00	12/21/2012	12/24/2012
94	Oregon Coast Aquarium	$5,000.00	12/21/2012	12/21/2012
95	Oregon Coast Community Action	$5,000.00	12/21/2012	12/24/2012
96	Oregon Food Bank	$6,500.00	12/21/2012	12/21/2012
97	Portland Rescue Mission	$5,000.00	12/21/2012	12/24/2012
98	Portland Schools Foundation - All Hands Raised	$5,000.00	12/21/2012	12/21/2012
99	Portland Youth Philharmonic	$5,000.00	12/21/2012	12/21/2012
100	Self Enhancement Inc.	$5,000.00	12/21/2012	12/21/2012
101	United Way - Deschutes	$5,000.00	12/21/2012	12/21/2012
102	University of Chicago - Booth Business School	$5,000.00	12/21/2012	12/21/2012
103	University of Southern California	$20,000.00	12/21/2012	12/24/2012
104	White Bird	$1,000.00	12/21/2012	12/21/2012
105	World Affairs Council of Oregon	$10,000.00	12/21/2012	12/21/2012
106	World Forestry Center	$10,000.00	12/21/2012	12/24/2012
		$774,335.00		

STATEMENT 18

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					58,066.
(See Attached)					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	64,376.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	122,442.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					137,730.
(See Attached)					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,611,730.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,749,460.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			122,442.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,749,460.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,871,902.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100000. BRITISH COLUMBIA P CANADA 3.700% DUE 12/18/202	07/22/2011	03/30/2012	105,367.00	107,081.00	-1,714.00
842. TALEO CORP	08/24/2011	04/10/2012	38,732.00	19,988.00	18,744.00
.2 NORTHEAST UTILITIES	04/10/2012	04/26/2012	7.00	5.00	2.00
924. BODY CENTRAL CORP.	12/14/2011	06/01/2012	13,361.00	19,722.00	-6,361.00
1271. BRAVO BRIO RESTAURAN	11/17/2011	06/01/2012	20,323.00	21,887.00	-1,564.00
233. CAMERON INTERNATIONAL	12/13/2011	06/01/2012	10,368.00	11,650.00	-1,282.00
930. CROCS INC.	10/31/2011	06/01/2012	14,982.00	16,752.00	-1,770.00
300. HASBRO INC.	09/13/2011	06/01/2012	10,481.00	10,847.00	-366.00
1337. K12 INC	07/13/2011	06/01/2012	28,732.00	44,803.00	-16,071.00
72. NATIONAL PRESTO INDUST	07/12/2011	06/01/2012	4,810.00	7,323.00	-2,513.00
891. SHUTTERFLY INC.	12/20/2011	06/01/2012	22,711.00	28,446.00	-5,735.00
781. TARGET CORP.	08/11/2011	06/01/2012	44,743.00	37,092.00	7,651.00
2488. US AUTO PARTS NETWOR	08/03/2011	06/01/2012	9,927.00	18,495.00	-8,568.00
769. VERA BRADLEY INC.	01/04/2012	06/01/2012	15,349.00	24,358.00	-9,009.00
363. ZUMIEZ INC	06/24/2011	06/01/2012	12,719.00	8,949.00	3,770.00
1998. ARUBA NETWORKS INC	12/20/2011	06/04/2012	25,514.00	43,743.00	-18,229.00
251. BLACKROCK INC.	10/21/2011	06/04/2012	41,691.00	38,786.00	2,905.00
51.08 WILLIAM BLAIR INTERN GROWTH	12/15/2011	06/04/2012	980.00	950.00	30.00
746. CATALYST HEALTH SOLUT	12/01/2011	06/04/2012	64,117.00	37,277.00	26,840.00
423. CITIGROUP INC. NEW CO	12/13/2011	06/04/2012	10,513.00	11,713.00	-1,200.00
2368. DICE HOLDINGS INC	11/17/2011	06/04/2012	22,569.00	25,626.00	-3,057.00
43. GOOGLE INC CLASS A	07/06/2011	06/04/2012	24,665.00	23,110.00	1,555.00
96.413 OAKMARK INTERNATION	12/15/2011	06/04/2012	1,545.00	1,549.00	-4.00
886. HEALTHSTREAM INC	08/31/2011	06/04/2012	18,872.00	10,676.00	8,196.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1256. HIGHER ONE INC	07/12/2011	06/04/2012	14,359.00	22,723.00	-8,364.00
2918. HOLOGIC INC	08/08/2011	06/04/2012	47,572.00	45,073.00	2,499.00
62. ILLINOIS TOOL WORKS IN	08/03/2011	06/04/2012	3,368.00	3,031.00	337.00
2967. IMMERSION CORP	07/21/2011	06/04/2012	15,950.00	26,078.00	-10,128.00
2608. KONINKLIJKE PHILIPS NV REGISTRY SHARES NEW 2000	12/13/2011	06/04/2012	45,253.00	51,583.00	-6,330.00
282. LOGMEIN INC	07/07/2011	06/04/2012	8,753.00	11,101.00	-2,348.00
5310. MERGE HEALTHCARE INC	12/28/2011	06/04/2012	12,054.00	25,434.00	-13,380.00
787. NORTHEAST UTILITIES	04/10/2012	06/04/2012	28,662.00	18,619.00	10,043.00
4164. NVIDIA CORP.	08/22/2011	06/04/2012	48,968.00	49,938.00	-970.00
709. PEGASYSTEMS INC.	11/10/2011	06/04/2012	22,000.00	20,677.00	1,323.00
400. ST. JUDE MEDICAL INC.	08/23/2011	06/04/2012	14,973.00	17,309.00	-2,336.00
4400. SOUTHWEST AIRLINES C	08/11/2011	06/04/2012	38,984.00	36,436.00	2,548.00
400. STRYKER CORP.	08/23/2011	06/04/2012	19,868.00	18,384.00	1,484.00
858. TRAVELZOO INC	11/17/2011	06/04/2012	19,553.00	39,382.00	-19,829.00
2777. TRIQUINT SEMICONDUCT	08/02/2011	06/04/2012	14,281.00	21,461.00	-7,180.00
3905. TRIQUINT SEMICONDUCT	12/20/2011	06/04/2012	14,939.00	18,779.00	-3,840.00
1229. UNITED TECHNOLOGIES	08/11/2011	06/04/2012	87,694.00	85,521.00	2,173.00
2000. VANGUARD HIGH DIVIDE ETF	09/13/2011	06/04/2012	90,259.00	83,030.00	7,229.00
1393. VOCUS INC	11/01/2011	06/04/2012	21,536.00	27,029.00	-5,493.00
763. VOLTERRA SEMICONDUCTO	07/12/2011	06/04/2012	19,818.00	17,511.00	2,307.00
494. WEBMD HEALTH CORP.	11/28/2011	06/04/2012	11,233.00	15,789.00	-4,556.00
143. WISDOMTREE EMERGING M SMALLCAP DIVIDEND FUND ETF	11/01/2011	06/04/2012	5,969.00	6,123.00	-154.00
7922. ZIX CORP	08/10/2011	06/04/2012	19,482.00	27,323.00	-7,841.00
10. FIRST TRUST SENIOR FLO	01/17/2012	06/07/2012	137.00	142.00	-5.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 288. ZOLL MEDICAL CORP	07/12/2011	06/08/2012	26,784.00	16,530.00	10,254.00
35100. FEDERATED TOTAL RET INSTL	06/06/2012	06/11/2012	401,193.00	400,140.00	1,053.00
720. DU PONT E I DE NEMOUR	06/04/2012	06/14/2012	35,474.00	33,725.00	1,749.00
155. HEINZ H J CO	06/04/2012	08/02/2012	8,450.00	8,144.00	306.00
312. MCDONALDS CORP	06/04/2012	08/20/2012	27,487.00	26,998.00	489.00
1483. SEAGATE TECHNOLOGY P	06/14/2012	09/13/2012	44,696.00	35,231.00	9,465.00
15369.532 TEMPLETON GLOBAL ADV SHS	06/06/2012	10/01/2012	205,030.00	191,043.00	13,987.00
550. FIRSTENERGY CORP	06/04/2012	11/02/2012	24,552.00	25,748.00	-1,196.00
225. KRAFT FOODS GROUP, IN	06/04/2012	11/02/2012	10,111.00	8,887.00	1,224.00
675. MONDELEZ INTERNATIONA	06/04/2012	11/02/2012	17,934.00	16,439.00	1,495.00
3277.646 COLUMBIA SMALL CA CLASS Z	06/06/2012	11/09/2012	95,019.00	90,758.00	4,261.00
8021.01 HARBOR INTERNATION	06/05/2012	11/09/2012	468,988.00	417,413.00	51,575.00
3151.541 HEARTLAND VALUE P SHS	06/06/2012	11/09/2012	90,859.00	87,644.00	3,215.00
3190.904 ING GLOBAL REAL E CLASS I	06/06/2012	11/09/2012	55,458.00	51,501.00	3,957.00
3623.553 LAZARD EMERGING M EQUITY PORT INSTL CLASS	06/06/2012	11/09/2012	69,355.00	62,724.00	6,631.00
12935.525 NICHOLAS EQUITY	06/06/2012	11/09/2012	201,924.00	191,316.00	10,608.00
6509.455 PIMCO COMMODITY R INST'L CLASS	06/01/2012	11/09/2012	44,199.00	39,643.00	4,556.00
9623.794 T. ROWE PRICE NEW GROWTH FUND	06/06/2012	11/09/2012	332,406.00	318,548.00	13,858.00
535. DARDEN RESTAURANTS IN	06/04/2012	11/21/2012	28,127.00	26,061.00	2,066.00
1193. EXELON CORPORATION	09/13/2012	11/21/2012	34,594.00	44,360.00	-9,766.00
500. TITANIUM METALS CORP.	07/02/2012	11/21/2012	8,323.00	5,600.00	2,723.00
540. INTEGRYS ENERGY GROUP	06/04/2012	12/13/2012	28,684.00	28,907.00	-223.00
500. TITANIUM METALS CORP.	07/02/2012	12/27/2012	8,250.00	5,600.00	2,650.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 64,376.00

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WHEELER FOUNDATION

Employer identification number

93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. BROKERAGE ACCOUNT	12/09/2010	01/03/2012	861,253.00	603,953.00	257,300.00
430. VOLTERRA SEMICONDUCTO	02/23/2009	01/04/2012	10,737.00	3,274.00	7,463.00
50000. HEWLETT-PACKARD CO 03/01/12	10/17/2008	03/01/2012	48,685.00	48,685.00	
.05 EXPRESS SCRIPTS HOLDIN	03/21/2007	04/02/2012	3.00	3.00	
1105. MEDCO HEALTH SOLUTIO	03/21/2007	04/02/2012	70,274.00	38,450.00	31,824.00
382. SONO SITE INC	07/28/2009	04/02/2012	20,628.00	7,629.00	12,999.00
25000. VALERO ENERGY CORP 6.875% DUE 04/15/2012	10/28/2008	04/15/2012	25,000.00	24,944.00	56.00
1000. ABERDEEN ASIA-PACIFI FUND	05/28/2003	06/01/2012	7,320.00	5,292.00	2,028.00
675. ALBANY INTERNATIONAL	03/10/2009	06/01/2012	12,104.00	13,307.00	-1,203.00
600. AMERISOURCEBERGEN COR	06/03/2009	06/01/2012	21,785.00	11,268.00	10,517.00
1627. BAKER HUGHES INC	08/23/2010	06/01/2012	66,286.00	64,111.00	2,175.00
1074. BANCROFT FUND LTD.	05/04/2011	06/01/2012	16,736.00	19,177.00	-2,441.00
405. C V S CORP	05/04/2011	06/01/2012	17,667.00	14,713.00	2,954.00
3038. CALGON CARBON CORP	02/12/2010	06/01/2012	40,131.00	39,796.00	335.00
200. CAMPBELL SOUP COMP.	06/03/2009	06/01/2012	6,267.00	5,726.00	541.00
300. CLOROX COMPANY	10/10/2008	06/01/2012	20,837.00	16,494.00	4,343.00
3288. ELLSWORTH FUND LTD.	05/04/2011	06/01/2012	22,029.00	25,555.00	-3,526.00
8900. FORD MOTOR COMPANY	11/03/2009	06/01/2012	89,889.00	67,385.00	22,504.00
1400. GENERAL MILLS INC	08/25/2009	06/01/2012	53,115.00	40,197.00	12,918.00
300. GENERAL MILLS INC	04/21/2011	06/01/2012	11,382.00	11,367.00	15.00
400. GENUINE PARTS CO	06/21/2010	06/01/2012	24,397.00	16,622.00	7,775.00
600. HAWKINS INC.	02/10/2005	06/01/2012	18,891.00	7,199.00	11,692.00
300. HOME DEPOT INC	04/21/2011	06/01/2012	14,408.00	11,337.00	3,071.00
200. HOME DEPOT INC	12/09/2010	06/01/2012	9,605.00	6,870.00	2,735.00
1500. INTERNATIONAL PAPER	11/23/2010	06/01/2012	42,134.00	37,050.00	5,084.00

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1200. KROGER COMPANY	11/08/2006	06/01/2012	25,980.00	26,645.00	-665.00
545. LOWES COS INC	05/04/2011	06/01/2012	14,403.00	14,006.00	397.00
400. MOLSON COORS BREWING	06/30/2005	06/01/2012	15,325.00	12,395.00	2,930.00
771. MONSANTO CO NEW	10/22/2008	06/01/2012	58,656.00	58,659.00	-3.00
174. NATIONAL PRESTO INDUS	05/04/2011	06/01/2012	11,624.00	18,823.00	-7,199.00
1000. NEW CORP.	01/01/2000	06/01/2012	18,760.00	18,406.00	354.00
2650. NIKE, INC. CL B	12/08/2009	06/01/2012	277,465.00	136,979.00	140,486.00
500. OCCIDENTAL PETROLEUM	01/13/2011	06/01/2012	39,216.00	49,579.00	-10,363.00
1980. OMNICOM GROUP INC.	02/01/2010	06/01/2012	91,922.00	71,416.00	20,506.00
25000. REYNOLDS AMERICAN, 7.250% DUE 06/01/2012	05/06/2011	06/01/2012	25,000.00	25,770.00	-770.00
1800. RUSH ENTERPRISES INC	12/02/2003	06/01/2012	23,698.00	8,268.00	15,430.00
300. SM ENERGY COMP.	06/05/2007	06/01/2012	15,122.00	11,684.00	3,438.00
350. SEACOR HOLDINGS INC.	04/21/2011	06/01/2012	29,865.00	33,360.00	-3,495.00
200. J. M. SMUCKERS, INC.	01/16/2008	06/01/2012	14,969.00	9,260.00	5,709.00
1000. SONOCO PRODUCTS COMP	01/05/2011	06/01/2012	30,063.00	34,866.00	-4,803.00
897. STAPLES INC	05/04/2011	06/01/2012	11,437.00	18,843.00	-7,406.00
3799. STAPLES INC	10/17/2007	06/01/2012	48,437.00	78,904.00	-30,467.00
346. STARBUCKS CORP	05/04/2011	06/01/2012	18,054.00	12,563.00	5,491.00
3500. SYSCO CORP	02/08/2011	06/01/2012	96,563.00	99,366.00	-2,803.00
2200. TARGET CORP.	12/08/2009	06/01/2012	126,035.00	102,322.00	23,713.00
268. TRACTOR SUPPLY COMP.	05/04/2011	06/01/2012	24,013.00	15,809.00	8,204.00
400. WAL MART STORES INC	10/26/2010	06/01/2012	26,205.00	21,256.00	4,949.00
735. ZUMIEZ INC	03/30/2011	06/01/2012	25,752.00	18,408.00	7,344.00
3060. ROWAN COMPANIES INC	01/25/2007	06/01/2012	90,058.00	75,321.00	14,737.00
1900. AFLAC INC	05/24/2007	06/04/2012	72,957.00	100,516.00	-27,559.00

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93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 335. AFLAC INC	05/04/2011	06/04/2012	12,864.00	18,659.00	-5,795.00
2100. AT&T INC.	11/05/2003	06/04/2012	71,777.00	49,789.00	21,988.00
656. ABBOTT LABS	05/04/2010	06/04/2012	39,497.00	32,092.00	7,405.00
5359. ACTIVISION BLIZZARD,	02/05/2009	06/04/2012	62,485.00	51,964.00	10,521.00
1426. ADVENT SOFTWARE INC	06/01/2011	06/04/2012	35,461.00	39,351.00	-3,890.00
1580. ALLERGAN INC.	05/14/2008	06/04/2012	139,398.00	82,105.00	57,293.00
1799. ALLSCRIPTS HEALTHCAR INC	11/22/2010	06/04/2012	19,069.00	32,239.00	-13,170.00
1800. AMERICAN EXPRESS CO	01/13/2011	06/04/2012	96,910.00	81,747.00	15,163.00
316. ANALOG DEVICES INC.	05/04/2011	06/04/2012	11,233.00	12,668.00	-1,435.00
961. ANCESTRY.COM INC	06/25/2010	06/04/2012	20,806.00	17,051.00	3,755.00
93. ANCESTRY.COM INC	03/16/2011	06/04/2012	2,013.00	2,912.00	-899.00
54. APPLE COMPUTER INC.	05/04/2011	06/04/2012	30,011.00	18,821.00	11,190.00
150. ARCHER-DANIELS-MIDLAN	06/15/2010	06/04/2012	4,605.00	3,867.00	738.00
100. BASF SE	04/21/2011	06/04/2012	6,686.00	9,606.00	-2,920.00
176. CR BARD INC.	05/04/2011	06/04/2012	16,720.00	18,791.00	-2,071.00
325. BAXTER INTERNATIONAL,	05/04/2011	06/04/2012	16,288.00	18,827.00	-2,539.00
500. BERKSHIRE HATHAWAY IN	08/19/2003	06/04/2012	39,373.00	24,886.00	14,487.00
2360. BIO-REFERENCE LABORA	03/07/2011	06/04/2012	43,896.00	53,750.00	-9,854.00
16173.875 WILLIAM BLAIR IN GROWTH	07/06/2004	06/04/2012	310,377.00	296,075.00	14,302.00
895. BOEING CO	01/25/2007	06/04/2012	60,458.00	42,957.00	17,501.00
1319. BROADCOM CORP CLASS	02/01/2010	06/04/2012	42,234.00	36,292.00	5,942.00
900. BROADRIDGE FINANACIAL INC.	10/26/2010	06/04/2012	18,351.00	18,915.00	-564.00
734. CBOE HOLDINGS INC	01/10/2011	06/04/2012	18,540.00	17,247.00	1,293.00
764. CBOE HOLDINGS INC	11/08/2010	06/04/2012	19,298.00	17,780.00	1,518.00
1700. CANADIAN NATIONAL RA	06/17/2008	06/04/2012	134,042.00	85,710.00	48,332.00

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1300. CATERPILLAR INC.	03/31/2009	06/04/2012	109,059.00	36,709.00	72,350.00
1412. CELGENE CORP.	05/22/2009	06/04/2012	91,933.00	56,310.00	35,623.00
1000. CHEUNG KONG HOLDINGS	01/04/2005	06/04/2012	11,100.00	9,900.00	1,200.00
625. CHEVRON CORP NEW	07/22/2010	06/04/2012	60,289.00	55,467.00	4,822.00
1087. CISCO SYS INC	05/14/2011	06/04/2012	17,370.00	21,965.00	-4,595.00
1245. COCA COLA CO	03/17/2010	06/04/2012	91,306.00	68,036.00	23,270.00
180. COCA COLA CO	05/04/2011	06/04/2012	13,201.00	12,148.00	1,053.00
2023. COMSCORE INC	02/12/2010	06/04/2012	36,748.00	22,897.00	13,851.00
779. CREE INC. COM	11/12/2010	06/04/2012	17,956.00	41,776.00	-23,820.00
1198. DEALER TRACK HOLDING	06/09/2010	06/04/2012	31,335.00	20,890.00	10,445.00
500. DEUTSCHE TELEKOM AG	02/16/2006	06/04/2012	4,883.00	8,100.00	-3,217.00
1000. DIAGEO PLC	03/31/2011	06/04/2012	93,472.00	77,455.00	16,017.00
1388. DICE HOLDINGS INC	05/18/2011	06/04/2012	13,229.00	20,191.00	-6,962.00
628. DICE HOLDINGS INC	05/23/2010	06/04/2012	5,985.00	9,160.00	-3,175.00
600. DOMINION RESOURCES IN	01/23/2007	06/04/2012	31,012.00	24,228.00	6,784.00
400. R. R. DONNELLEY & SON	10/26/2010	06/04/2012	4,273.00	7,292.00	-3,019.00
900. DOW CHEMICAL COMPANY	01/25/2007	06/04/2012	27,170.00	33,189.00	-6,019.00
1000. ENERGY TRANSFER EQUI	11/09/2005	06/04/2012	34,632.00	19,961.00	14,671.00
300. EXELIS INC.	12/09/2010	06/04/2012	2,912.00	3,561.00	-649.00
895. EXPRESS SCRIPTS HOLDI	03/21/2007	06/04/2012	45,734.00	38,448.00	7,286.00
1147. EZCORP INC	10/11/2010	06/04/2012	25,667.00	23,360.00	2,307.00
2173. FEDEX CORP	08/23/2010	06/04/2012	185,288.00	214,870.00	-29,582.00
35. FIRST CITIZENS BANCORP	02/01/2010	06/04/2012	16,618.00	14,525.00	2,093.00
205. FISERV INC.	05/04/2011	06/04/2012	13,500.00	12,685.00	815.00
1200. FOMENTO ECON	05/24/2006	06/04/2012	92,890.00	33,352.00	59,538.00

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6a 300. FORESTAR GROUP INC.	02/01/2005	06/04/2012	3,686.00	6,221.00	-2,535.00
1522. FRONTIER COMMUNICATI COM.	07/20/2010	06/04/2012	5,327.00	10,215.00	-4,888.00
2135. GENERAL ELECTRIC COM	01/25/2007	06/04/2012	39,006.00	74,652.00	-35,646.00
977. GILEAD SCIENCES INC.	08/29/2007	06/04/2012	48,106.00	34,825.00	13,281.00
2500. GLAXOSMITHKLINE PLC ADR	02/08/2011	06/04/2012	108,773.00	98,457.00	10,316.00
2085. GLOBE SPECIALTY META	04/20/2011	06/04/2012	24,311.00	47,030.00	-22,719.00
2170. H&Q LIFE SCIENCES IN	05/04/2011	06/04/2012	28,951.00	27,741.00	1,210.00
1400. HSBC HOLDINGS PLC SP NEW	03/07/2011	06/04/2012	54,375.00	75,429.00	-21,054.00
12335.649 OAKMARK INTERNAT	04/30/2009	06/04/2012	197,617.00	179,707.00	17,910.00
1000. HILLTOP HOLDINGS INC	12/09/2010	06/04/2012	10,281.00	10,080.00	201.00
500. HONDA MOTOR LTD. AMER	12/09/2010	06/04/2012	15,193.00	14,879.00	314.00
50. HUNTINGTON INGALLS IND	10/20/2009	06/04/2012	1,812.00	1,484.00	328.00
150. ITT CORP. NEW	12/09/2010	06/04/2012	2,915.00	2,861.00	54.00
198. INFOSYS TECHNOLOGIES	05/04/2011	06/04/2012	8,410.00	12,626.00	-4,216.00
500. ING GROEP NV	07/15/2008	06/04/2012	10,631.00	7,942.00	2,689.00
6987. INTEL CORP	11/08/2010	06/04/2012	175,650.00	160,503.00	15,147.00
2300. INTEL CORP	03/07/2011	06/04/2012	57,821.00	49,289.00	8,532.00
801. INTERCONTINENTAL EXCH	08/23/2010	06/04/2012	94,628.00	77,775.00	16,853.00
122. INTERNATIONAL BUSINES CORP	05/04/2011	06/04/2012	23,041.00	20,797.00	2,244.00
100. INTERNATIONAL BUSINES CORP	10/26/2010	06/04/2012	18,886.00	14,063.00	4,823.00
5000. ISHARES MSCI SINGAPO	11/18/2004	06/04/2012	56,899.00	35,908.00	20,991.00
2000. ISHARES MSCI JAPAN I	09/16/2005	06/04/2012	17,340.00	23,260.00	-5,920.00
300. ISHARES S&P GLOBAL TE	10/20/2009	06/04/2012	16,361.00	16,145.00	216.00
323. ISHARES RUSSELL MIDCA INDEX	05/04/2011	06/04/2012	18,094.00	19,935.00	-1,841.00
171. ISHARES RUSSELL 2000	05/04/2011	06/04/2012	11,189.00	12,724.00	-1,535.00

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6a 356. ISHARES S&P DEV EX-US INDEX	05/04/2011	06/04/2012	10,229.00	12,544.00	-2,315.00
390. ISHARES INT'L DEVEL R ETF	05/04/2011	06/04/2012	10,282.00	12,564.00	-2,282.00
1167. JP MORGAN CHASE & CO	01/29/2008	06/04/2012	24,687.00	51,412.00	-26,725.00
2500. JOHN BEAN TECHNOLOGI	11/20/2008	06/04/2012	33,403.00	16,513.00	16,890.00
1587. JOHNSON & JOHNSON	10/26/2010	06/04/2012	98,630.00	85,638.00	12,992.00
3711. KIT DIGITAL INC	12/02/2010	06/04/2012	10,002.00	44,306.00	-34,304.00
1777. KIT DIGITAL INC	04/21/2011	06/04/2012	4,789.00	21,103.00	-16,314.00
675. L-3 COMMUNICATIONS HL	01/25/2007	06/04/2012	45,217.00	37,166.00	8,051.00
2036. LIVE PERSON INC	05/17/2011	06/04/2012	34,509.00	21,530.00	12,979.00
802. LOGMEIN INC	05/27/2011	06/04/2012	24,894.00	34,380.00	-9,486.00
8600. MDU RESOURCES GROUP	01/06/2009	06/04/2012	187,673.00	174,828.00	12,845.00
2500. MFRI INC.	11/17/2005	06/04/2012	17,453.00	15,645.00	1,808.00
484. MSCI INC	05/16/2011	06/04/2012	16,021.00	17,852.00	-1,831.00
767. MSCI INC	06/08/2010	06/04/2012	25,388.00	21,553.00	3,835.00
788. MASIMO CORP	05/05/2010	06/04/2012	14,554.00	18,947.00	-4,393.00
1524. MEDIDATA SOLUTIONS I	03/18/2011	06/04/2012	41,513.00	36,682.00	4,831.00
850. MERCK & CO. COM NEW	03/31/2011	06/04/2012	31,696.00	28,506.00	3,190.00
1890. METLIFE INC	12/05/2008	06/04/2012	52,919.00	51,752.00	1,167.00
371. METLIFE INC	05/04/2011	06/04/2012	10,388.00	17,021.00	-6,633.00
2892. MICROSOFT CORP	02/08/2011	06/04/2012	82,420.00	82,600.00	-180.00
1983. NIC INC	03/30/2009	06/04/2012	21,655.00	9,826.00	11,829.00
750. NESTLE S A SPONSORED	01/19/2007	06/04/2012	42,292.00	26,790.00	15,502.00
150. NESTLE S A SPONSORED	04/21/2011	06/04/2012	8,458.00	9,158.00	-700.00
300. NORTHROP GRUMMAN CORP	10/20/2009	06/04/2012	17,252.00	13,456.00	3,796.00
800. NOVARTIS AG	03/07/2007	06/04/2012	41,215.00	41,102.00	113.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
WHEELER FOUNDATION

Employer identification number
93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 352. NOVARTIS AG	05/04/2011	06/04/2012	18,135.00	21,243.00	-3,108.00
975. OSI SYSTEMS INC	05/26/2010	06/04/2012	60,654.00	24,336.00	36,318.00
2957. OMICELL INC	11/24/2010	06/04/2012	39,791.00	34,329.00	5,462.00
578. ORACLE CORP	05/04/2011	06/04/2012	15,142.00	20,401.00	-5,259.00
2010. PG&E CORP	04/09/2010	06/04/2012	87,855.00	86,564.00	1,291.00
500. POSCO ADR	04/26/2005	06/04/2012	37,632.00	23,460.00	14,172.00
443. PETROLEUM & RESOURCES	05/04/2011	06/04/2012	9,812.00	13,103.00	-3,291.00
6100. PFIZER INC	11/08/2010	06/04/2012	131,697.00	132,479.00	-782.00
701. POLYPORE INTERNATIONA	04/19/2011	06/04/2012	24,247.00	38,552.00	-14,305.00
500. POWERSHARES FTSE RAFI	04/21/2011	06/04/2012	27,117.00	29,739.00	-2,622.00
1048. PRECISION CAST PARTS	10/28/2008	06/04/2012	170,565.00	51,967.00	118,598.00
2819. PROCTER & GAMBLE CO	05/04/2010	06/04/2012	172,519.00	166,975.00	5,544.00
1425. QUALCOMM INC	11/02/2009	06/04/2012	78,929.00	59,210.00	19,719.00
280. QUALITY SYSTEMS INC.	05/04/2011	06/04/2012	7,886.00	12,611.00	-4,725.00
1600. ROYAL DUTCH SHELL A	01/13/2011	06/04/2012	98,005.00	91,490.00	6,515.00
860. ROYCE VALUE TRUST INC	05/04/2011	06/04/2012	10,337.00	12,903.00	-2,566.00
1319. ROYCE MICRO-CAP TRUS	05/04/2011	06/04/2012	11,000.00	12,901.00	-1,901.00
32. SXC HEALTH SOLUTIONS C	03/11/2011	06/04/2012	2,826.00	1,631.00	1,195.00
693. SXC HEALTH SOLUTIONS	01/25/2010	06/04/2012	61,193.00	16,608.00	44,585.00
349. SASOL LTD. JOHANNESBU AFRICA	05/04/2011	06/04/2012	14,482.00	18,979.00	-4,497.00
173. HENRY SCHEIN INC.	05/04/2011	06/04/2012	12,523.00	12,541.00	-18.00
1323. SOLAR WINDS INC	12/06/2010	06/04/2012	56,252.00	24,852.00	31,400.00
1369. SOURCEFIRE INC	11/08/2010	06/04/2012	67,911.00	34,106.00	33,805.00
300. THE SOUTHERN COMPANY	11/16/2006	06/04/2012	13,820.00	10,844.00	2,976.00
425. STRYKER CORP.	05/04/2011	06/04/2012	21,109.00	25,189.00	-4,080.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

WHEELER FOUNDATION

Employer identification number

93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1349. STRYKER CORP.	12/12/2008	06/04/2012	67,003.00	53,958.00	13,045.00
1100. SUNCOR ENERGY INC. N	01/13/2011	06/04/2012	28,632.00	42,795.00	-14,163.00
2807. SUPER MICRO COMPUTER	05/24/2011	06/04/2012	41,393.00	44,211.00	-2,818.00
1471. SYNGENTA AG	05/04/2010	06/04/2012	90,890.00	38,145.00	52,745.00
460. TEVA PHARMACEUTICAL I LTD ADR	05/27/2010	06/04/2012	17,845.00	23,935.00	-6,090.00
2080. THERMO FISHER SCIENT	01/25/2007	06/04/2012	101,772.00	63,993.00	37,779.00
985. THORATEC CORP	12/03/2010	06/04/2012	29,267.00	26,365.00	2,902.00
304. TOTAL FINA ELF S A SP	05/04/2011	06/04/2012	12,892.00	18,881.00	-5,989.00
2905. TRIQUINT SEMICONDUCT	04/07/2011	06/04/2012	14,939.00	36,714.00	-21,775.00
525. UGI CORP.	12/30/2005	06/04/2012	14,877.00	10,824.00	4,053.00
1000. US BANCORP NEW	10/26/2010	06/04/2012	28,939.00	23,774.00	5,165.00
270. URS CORP. NEW	09/17/2003	06/04/2012	9,219.00	4,276.00	4,943.00
967. ULTRATECH INC	02/22/2011	06/04/2012	27,976.00	22,045.00	5,931.00
100. UNION PACIFIC CORP.	04/21/2011	06/04/2012	10,657.00	9,605.00	1,052.00
200. UNITED PARCEL SERVICE	04/21/2011	06/04/2012	14,601.00	14,643.00	-42.00
150. UNITED TECHNOLOGIES C	10/05/2010	06/04/2012	10,703.00	10,891.00	-188.00
517. VANGUARD EMERGING MAR	05/04/2011	06/04/2012	19,194.00	25,152.00	-5,958.00
1500. VANGUARD ENERGY ETF	12/09/2010	06/04/2012	134,005.00	116,475.00	17,530.00
300. VANGUARD INFO TECHNOL	06/21/2010	06/04/2012	19,375.00	16,213.00	3,162.00
200. VANGUARD INFO TECHNOL	04/21/2011	06/04/2012	12,917.00	12,997.00	-80.00
500. VANGUARD UTILITIES ET	10/20/2009	06/04/2012	38,027.00	31,296.00	6,731.00
1914. VARIAN MEDICAL SYSTE	10/17/2007	06/04/2012	109,519.00	69,659.00	39,860.00
218. VANGUARD SMALL CAP GR	05/04/2011	06/04/2012	16,689.00	18,738.00	-2,049.00
1000. VANGUARD TOTAL STOCK	10/10/2008	06/04/2012	65,259.00	42,400.00	22,859.00
1102. VISA INC. CL. A	05/02/2011	06/04/2012	124,413.00	87,211.00	37,202.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1500. VODAFONE GROUP PLC	03/12/2010	06/04/2012	40,124.00	34,737.00	5,387.00
1157. VOLTERRA SEMICONDUCT	12/03/2010	06/04/2012	30,051.00	23,217.00	6,834.00
600. WASTE MANAGEMENT INC,	10/26/2010	06/04/2012	19,277.00	20,995.00	-1,718.00
300. XYLEM INC.	12/09/2010	06/04/2012	7,313.00	8,311.00	-998.00
1000. YAHOO INC	04/08/2010	06/04/2012	14,970.00	17,210.00	-2,240.00
200. YARA INTERNATIONAL AS	11/12/2003	06/04/2012	7,349.00	985.00	6,364.00
4033. ACCENTURE PLC	01/14/2008	06/04/2012	224,166.00	130,888.00	93,278.00
1000. NABORS INDUSTRIES, L	03/04/2011	06/04/2012	12,630.00	28,291.00	-15,661.00
700. PETROLEO BRASILEIRO	05/10/2004	06/05/2012	13,139.00	3,917.00	9,222.00
2148. FIRST TRUST SENIOR F	05/04/2011	06/07/2012	29,528.00	32,584.00	-3,056.00
297. ISHARES TIPS BOND ETF	05/04/2011	06/07/2012	35,647.00	32,997.00	2,650.00
400. PIMCO ENHANCED SHORT MATURITY STRGY ETF	10/27/2010	06/07/2012	40,408.00	40,432.00	-24.00
524. ZOLL MEDICAL CORP	09/17/2010	06/08/2012	48,732.00	15,385.00	33,347.00
25000. CSX CORP. NOTE 5.50 08/01/2013	05/06/2011	06/11/2012	26,133.00	27,013.00	-880.00
25000. PITNEY BOWES INC GL TERM NTS 3.875% DUE 06/15/2	05/06/2011	06/11/2012	25,514.00	25,859.00	-345.00
300. PETROLEO BRASILEIRO	05/20/2011	06/26/2012	5,180.00	9,098.00	-3,918.00
400. PETROLEO BRASILEIRO	12/27/2010	06/26/2012	7,104.00	13,930.00	-6,826.00
500. PETROLEO BRASILEIRO	02/02/2011	06/26/2012	8,880.00	19,163.00	-10,283.00
1000. TRIQUINT SEMICONDUCT	05/13/2010	06/27/2012	5,230.00	7,347.00	-2,117.00
200. DU PONT E I DE NEMOUR	04/06/2005	07/02/2012	9,847.00	10,245.00	-398.00
600. CISCO SYS INC	05/02/2007	07/09/2012	9,983.00	16,361.00	-6,378.00
800. ARCHER-DANIELS-MIDLAN	06/15/2010	07/18/2012	21,976.00	21,217.00	759.00
1500. NEW YORK COMMUNITY B	12/14/2009	07/18/2012	19,065.00	20,247.00	-1,182.00
200. HEINZ H J CO	04/21/2011	08/02/2012	10,903.00	10,112.00	791.00
200. HEINZ H J CO	06/03/2009	08/02/2012	10,903.00	7,420.00	3,483.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 565. PROCTER & GAMBLE CO	07/26/2004	08/02/2012	35,810.00	30,333.00	5,477.00
685. DOW CHEMICAL COMPANY	04/01/2003	08/20/2012	20,563.00	19,193.00	1,370.00
158. MCDONALDS CORP	05/04/2010	08/20/2012	13,920.00	11,204.00	2,716.00
100. ABBOTT LABS	02/16/2010	08/21/2012	6,526.00	5,454.00	1,072.00
200. MEDTRONIC INC	02/01/2011	08/21/2012	8,211.00	7,718.00	493.00
600. MERCK & CO. COM NEW	12/10/2009	08/21/2012	25,853.00	22,694.00	3,159.00
200. PEPSICO INC	05/12/2011	08/23/2012	14,529.00	14,120.00	409.00
200. PHILIP MORRIS INT'L I	03/04/2010	08/23/2012	17,749.00	10,146.00	7,603.00
11000. WELLS FARGO & CO NE 5.125% DUE 09/01/2012	05/06/2011	09/01/2012	11,000.00	11,452.00	-452.00
100. ABBOTT LABS	02/16/2010	09/14/2012	6,804.00	5,454.00	1,350.00
20000. GE CAPITAL INTERNOT DUE 09/15/2012	05/06/2011	09/15/2012	20,000.00	20,786.00	-786.00
25000. DOW CHEMICAL CO. NO DUE 10/01/2012	05/06/2011	10/01/2012	25,000.00	26,222.00	-1,222.00
100. ABBOTT LABS	02/16/2010	10/10/2012	7,019.00	5,454.00	1,565.00
200. MEDTRONIC INC	10/27/2010	10/10/2012	8,499.00	7,178.00	1,321.00
86779.95 FRANKLIN INCOME F	01/01/2000	11/09/2012	189,180.00	137,112.00	52,068.00
200. MARATHON PETROLEUM CO	07/28/2008	11/26/2012	11,793.00	6,954.00	4,839.00
126. CHEVRON CORP NEW	10/26/2005	12/13/2012	13,572.00	7,260.00	6,312.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 1,611,730.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

COLUMBIA SMALL CAP GROWTH I CLASS Z	1,118.00	
AMERICAN INDEPENDENCE US INFLATION INDEXED FU	25,527.00	
FEDERATED TOTAL RETURN BOND FD INSTL	2,131.00	
H&Q LIFE SCIENCES INVESTORS	209.00	
H&Q LIFE SCIENCES INVESTORS	985.00	
HEARTLAND VALUE PLUS INST'L SHS	3,191.00	
METWEST TOTAL RETURN BOND FD I	10,444.00	
PIMCO TOTAL RETURN INST'L CLASS	10,152.00	
PETROLEUM & RESOURCES CORP.	4.00	
PIMCO COMMODITY REAL RETURN INST'L CLASS	4,077.00	
ROYCE VALUE TRUST INC.	31.00	
ROYCE VALUE TRUST INC.	4.00	
ROYCE MICRO-CAP TRUST INC.	83.00	
ROYCE MICRO-CAP TRUST INC.	3.00	
TEMPLETON GLOBAL BOND FUND ADV SHS	36.00	
TEMPLETON GLOBAL BOND FUND ADV SHS	72.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		58,066.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	10.00
COLUMBIA SMALL CAP GROWTH I CLASS Z	43,357.00
AMERICAN INDEPENDENCE US INFLATION INDEXED FU	7,618.00
FEDERATED TOTAL RETURN BOND FD INSTL	13,720.00
HEARTLAND VALUE PLUS INST'L SHS	9,292.00
LAZARD EMERGING MARKETS EQUITY PORT INSTL CLA	18,504.00
METWEST TOTAL RETURN BOND FD I	4,608.00
NICHOLAS EQUITY INCOME I	20,046.00
PIMCO TOTAL RETURN INST'L CLASS	7,451.00
PETROLEUM & RESOURCES CORP.	22.00
PIMCO COMMODITY REAL RETURN INST'L CLASS	1,655.00
T. ROWE PRICE NEW AMERICA GROWTH FUND	166.00
ROYCE VALUE TRUST INC.	224.00
ROYCE MICRO-CAP TRUST INC.	201.00
TEMPLETON GLOBAL BOND FUND ADV SHS	10,853.00

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STATEMENT 1

FEDERAL CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	137,730.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	137,730.00

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STATEMENT 2

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. WHEELER FOUNDATION	Employer identification number (EIN) or 93-0553801
	Number, street, and room or suite no. If a P.O. box, see instructions. 900 WASHINGTON STREET, SUITE 900	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. VANCOUVER, WA 98660	

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

- The books are in the care of ▶ Riverview Asset Management Corp

Telephone No. ▶ (360)693-7442 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 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

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	$ 23,035
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	$ 10,372
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	$ 12,663.

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

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

• 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. WHEELER FOUNDATION 670015015	Employer identification number (EIN) or 93-0553801
	Number, street, and room or suite no. If a P O. box, see instructions 900 WASHINGTON STREET, SUITE 900	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions VANCOUVER, WA 98660	

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	[illegible]	[illegible]
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 ▶ Riverview Asset Management Corp

Telephone No. ▶ (360)693-7442 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

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

7 State in detail why you need the extension The foundation closed five active brokerage accounts during 2012. Additional time is needed to reconcile all assets and book values for the year-end.

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	$ 23,173.
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	$ 23,035.
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	$ 138

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 ▶ Riverview Asset Management Corp, ttee Title ▶ Date ▶ 08/14/2013

By: S Barham

Susan K. Barham

Vice President / Trust Officer

JSA
2F8055 2 000

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