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

OMB No. 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012, or tax year beginning JUNE 01, 2012, and ending MAY 31, 20 13

Name of foundation  
**ARLENE & LOUISE WESSWICK FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**1445 UINTA BOX C**

City or town, state, and ZIP code  
**Green River WY 82935**

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization. ☒ 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)  
\$ **415,456** (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**84-1463861**

B Telephone number (see instructions)  
**(307) 362-4488**

C If exempt application is pending, check here ☐

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

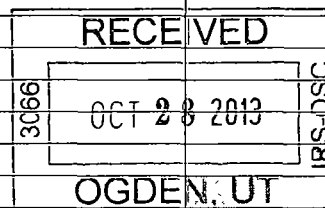
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments				
	4 Dividends and interest from securities	11,822	11,822	11,822	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	12,253			
	b Gross sales price for all assets on line 6a <b>149,448</b>				
	7 Capital gain net income (from Part IV, line 2)		12,253		
	8 Net short-term capital gain			353	
	9 Income modifications			0	
	10a Gross sales less returns & allowances	0			
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	24,075	24,075	12,175		
OPERATING & ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) #1	5,197			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,197	0	0	0
	25 Contributions, gifts, grants paid	21,000			21,000
26 Total exp. & disbursements. Add lines 24 and 25	26,197	0	0	21,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,122				
b Net investment income (if neg., enter -0-)		24,075			
c Adjusted net income (if neg., enter -0-)			12,175		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)



Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)			
		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 . . . . .	670	5,546	5,546
	3	Accounts receivable ▶ Less allowance for doubtful accts. ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accts. ▶			
	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 ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments -- U.S. and state govt. obligations (attach schedule)	3,946		
	b	Investments -- corporate stock (attach schedule) . . . . #2	251,186	240,326	280,600
	c	Investments -- corporate bonds (attach schedule) . . . . #3	107,156	115,740	116,988
	11	Investments -- land, buildings, and equipment basis . . . . ▶ Less accumulated depreciation (attach schedule) . . . . ▶			
	12	Investments -- mortgage loans . . . . .			
	13	Investments -- other (attach schedule) . . . . . #4	11,055	10,279	12,322
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) . . . . ▶			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers -- see the instructions. Also, see page 1, item I) . . . . .	374,013	371,891	415,456	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
FUND ASSETS AND FUND BALANCES	Foundations that follow SFAS 117, check here . . . . <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	374,013	371,891	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, ck. here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	374,013	371,891	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	374,013	371,891	

## 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	374,013
2	Enter amount from Part I, line 27a . . . . .	2	-2,122
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	371,891
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) -- Part II, column (b), line 30 . . . . .	6	371,891

**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.)
<b>1a</b> See attachment #5			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	12,253
<b>3</b> 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 . . . . .		<b>3</b>	353

**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.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	20,113	386,698	0.052012
2010	18,500	407,525	0.045396
2009	15,000	380,493	0.039423
2008	33,559	375,668	0.089332
2007	20,407	490,653	0.041592

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.267755
<b>3</b> 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 . . . . .	<b>3</b>	0.053551
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	<b>4</b>	396,571
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	21,237
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	241
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	21,478
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .	<b>8</b>	21,000

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see inst.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	482
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2 . . . . .		3	482
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	482
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	270	
b Exempt foreign organizations -- tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	270	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	212	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		
11 Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . . 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.		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0 (2) On foundation managers . . . ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		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 . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		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? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col. (c), & Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	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. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		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? . . . . . Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>See attachment #6</u> Telephone no ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> -- Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>			
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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years . . . . . ▶ 20 __, 20 __, 20 __, 20 __		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement -- see instructions.) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . . .	3b	X
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)? ☐ Yes ☒ No  
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? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
See attachment #7				

**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 avg hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000 ☐ 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments See instructions.	
3	
<b>Total.</b> Add lines 1 through 3. . . . . ▶	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	402,610
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	402,610
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	402,610
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,039
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	396,571
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19,829

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19,829
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	482
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	482
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	19,347
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	19,347
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	19,347

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. -- total from Part I, column (d), line 26	<b>1a</b>	21,000
<b>b</b>	Program-related investments -- total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	21,000
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	21,000

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				19,347
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			1,760	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>21,000</u>				
<b>a</b> Applied to 2011, but not more than line 2a			1,760	
<b>b</b> Applied to undistributed income of prior years (Election required -- see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required -- see instructions)				
<b>d</b> Applied to 2012 distributable amount . . . . .				19,240
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount -- see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount -- see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				107
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

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

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

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year -- see instructions.)**1 Information Regarding Foundation Managers:**

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

See attachment # 8

**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.

See attachment # 9

**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 attachment # 10

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See attachment #11				
<b>Total</b> . . . . .			<b>3a</b>	21,000
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

**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) Excl. code	(d) Amount	
<b>1</b> Program service revenue.					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees & contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities . . . . .					11,822
<b>5</b> Net rental income or (loss) from real estate.					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property . . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					12,253
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue. <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		0	24,075
<b>13 Total.</b> Add line 12, columns (b), (d), and (e) . . . . .				<b>13</b>	24,075

(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.)
	See attachment #12

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

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	<b>1a(1)</b>		X
(2) Other assets	<b>1a(2)</b>		X
<b>b</b> Other transactions			
(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
(4) Reimbursement arrangements	<b>1b(4)</b>		X
(5) Loans or loan guarantees	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b> 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

**2 a** 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.						
	<div style="display: flex; justify-content: space-between;"> <div> <i>Louise Messinick</i>  Signature of officer or trustee </div> <div> 10/16/2013  Date </div> <div> PRESIDENT  Title </div> <div> <div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> </div> </div>						
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Kerry W Richards		<i>Kerry W Richards</i>		10/17/2013		P00052403
	Firm's name ▶ KERRY RICHARDS					Firm's EIN ▶	
	Firm's address ▶ 725 NORTH FRONT STREET					Phone no 30736244880000	

## 990 SCHEDULE OF ACCOUNTING FEES

Attachment 1: page 1 - 990-PF Page 1, Part I, Line 16b

**Open to Public**

## Inspection

For calendar year 2012, or tax period beginning

06-01-2012, and ending

05-31-2013.

Name of Organization

Employer Identification Number

ARLENE & LOUISE WESSWICK FOUNDATION

84-1463861

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
EDWARD JONES BROKERAGE FEES	5,197			
Total:	5,197			

**990 SCHEDULE OF INVESTMENTS – CORPORATE STOCKS**

Attachment 2: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public Inspection	For calendar year 2012, or tax period beginning 06-01-2012, and ending 05-31-2013		
Name of Organization			Employer Identification Number
ARLENE & LOUISE WESSWICK FOUNDATION			84-1463861

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
EATON VANCE INCOME	X	X	7,829	8,359
COLUMBIA MID CAP VALUE	X	X	9,196	13,781
DODGE & COX INCOME	X	X	30,820	31,728
DODGE & COX INTL STOCK	X	X	18,516	22,146
HARTFORD DIVIDEND GROWTH	X	X	12,755	17,776
MFS VALUE	X	X	12,275	17,799
T ROWE PRICE DIVIDEND	X	X	11,851	17,623
THORNBURG	X	X	14,517	16,885
CREDIT SUISSE	X	X	13,327	10,555
T ROWE PRICE NEW INCOME FUND	X	X	23,550	23,559
MFS GROWTH	X	X	18,160	21,748
MFS INTL	X	X	17,959	21,533
MUNDER MID CAP	X	X	7,317	9,278
LEGG MASON	X	X	18,075	22,867
FRANKLIN HIGH INCOME	X	X	11,818	12,560
DREYFUS INTL STOCK FUND	X	X	12,361	12,403
Total:			240,326	280,600



**990 SCHEDULE OF INVESTMENTS – CORPORATE BONDS**

Attachment 3: page 1 - 990-PF Page 2, Part II, Line 10c

Open to Public

## Inspection

For calendar year 2012, or tax period beginning 06-01-2012, and ending 05-31-2013

Name of Organization

Employer Identification Number

ARLENE & LOUISE WESSWICK FOUNDATION

84-1463861

GREENE & LOUISE WEDDERICK FOUNDATION				
Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
JPM CORE BOND	X	X	32,117	32,787
LOOMIS SAYLES	X	X	19,736	20,118
OPPENHEIMER INTL BOND	X	X	8,076	7,863
METRO WEST	X	X	23,452	24,185
CAPITAL WORLD BOND	X	X	11,727	11,479
JPM SHORT DURATION BOND	X	X	20,632	20,556
Total:			115,740	116,988

## 990 SCHEDULE OF INVESTMENTS - OTHERS

Attachment 4: page 1 - 990-PF Page 2, Part II, Line 13

Open to Public

## Inspection

For calendar year 2012, or tax period beginning

06-01-2012, and ending

05-31-2013.

Name of Organization

Employer Identification Number

ARLENE & LOUISE WESSWICK FOUNDATION

84-1463861

Description	Cost	FMV at Year End	Book Value	Fair Market Value
ING GLOBAL REAL ESTATE	X	X	10,279	12,322
Total:			10,279	12,322

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 5: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public		Inspection		For calendar year 2012 or tax period beginning		06-01-2012, and ending		05-31-2013	
Name of Organization							Employer Identification Number		
ARLENE & LOUISE WESSWICK FOUNDATION							84-1463861		

	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brick Warehouse, or Common Stock, 200 shs MLC Co.)	(b) How Acquired P -- Purchase D -- Donation	(c) Date Acquired (mo., day, yr)	(d) Date Sold (mo., day, yr)
1	BAIRD AGGREGATE BOND	P	01-01-2011	06-22-2012
2	CREDIT SUISSE	P	08-30-2011	06-22-2012
3	COLUMBIA MID CAP	P	09-08-2010	06-22-2012
4	DODGE & COX INTL STOCK	P	09-08-2010	06-22-2012
5	DODGE & COX INCOME	P	08-09-2010	06-22-2012
6	EATON VANCE INC FUND	P	09-08-2010	06-22-2012
7	ING GLOBAL	P	09-08-2010	06-22-2012
8	HARTFORD DIVIDEND	P	09-08-2010	06-22-2012
9	JP MORGAN CORE BOND	P	09-08-2010	06-22-2012
10	LOOMIS SAYLES INV GRADE BD	P	09-08-2010	06-22-2012
11	LORD ABBETT TOTAL RETURN	P	09-08-2010	06-22-2012
12	METROPOLITAN WEST TTL RET BD	P	08-30-2011	06-22-2012
13	MFS VALUE	P	09-08-2010	06-22-2012
14	MANAGERS CADENCE	P	09-08-2010	06-22-2012
15	OPPENHEIMER INTL BD	P	09-08-2010	06-22-2012

	(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)
1	12,293		12,189	104
2	612		784	-172
3	8		7	1
4	13,273		14,096	-823
5	9,739		9,528	211
6	504		495	9
7	147		136	11
8	8,411		7,235	1,176
9	1,914		1,851	63
10	812		814	-2
11	711		741	-30
12	1,391		1,370	21
13	8,336		7,201	1,135
14	11,077		9,381	1,696
15	3,521		3,684	-163

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 if 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))
1				104
2				-172
3				1
4				-823
5				211
6				9
7				11
8				1,176
9				63
10				-2
11				-30
12				21
13				1,135
14				1,696
15				-163

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 5: page 2 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection		For calendar year 2012 or tax period beginning 06-01-2012, and ending 05-31-2013.	
Name of Organization <b>ARLENE &amp; LOUISE WESSWICK FOUNDATION</b>			Employer Identification Number <b>84-1463861</b>
(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 )
16 T ROWE PRICE DIVID GROWTH	P	09-08-2010	06-22-2012
17 T ROWE PRICE NEW INCOME	P	08-30-2011	06-22-2012
18 CAPITAL WORLD BOND	P	06-22-2012	10-19-2012
19 CREDIT SUISSE	P	08-30-2011	10-19-2012
20 COLUMBIA MID CAP	P	09-08-2010	10-19-2012
21 DODGE & COX INTL STOCK	P	09-08-2010	10-19-2012
22 DODGE & COX INCOME	P	09-08-2010	10-19-2012
23 EATON VANCE INC FUND	P	09-08-2010	10-19-2012
24 FRANKLIN HIGH INCOME	P	06-22-2012	10-19-2012
25 ING GLOBAL	P	09-08-2010	10-19-2012
26 HARTFORD DIVIDEND	P	09-08-2010	10-19-2012
27 LOOMIS SAYLES	P	09-08-2010	10-19-2012
28 LEGG MASON	P	06-22-2012	10-19-2012
29 LORD ABBETT	P	09-08-2010	10-19-2012
30 MFS GROWTH FUND	P	06-22-2012	10-19-2012
(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)
16 8,656		7,073	1,583
17 1,010		1,001	9
18 286		277	9
19 1,401		1,582	-181
20 1,003		800	203
21 2,353		2,219	134
22 391		376	15
23 239		228	11
24 560		536	24
25 1,016		871	145
26 1,300		1,044	256
27 751		722	29
28 1,090		1,010	80
29 126		128	-2
30 937		880	57
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col (j), if Any	
16			1,583
17			9
18			9
19			-181
20			203
21			134
22			15
23			11
24			24
25			145
26			256
27			29
28			80
29			-2
30			57

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 5: page 3 - 990-PF Page 3, Part IV, line 1

Open to Public			
Inspection	For calendar year 2012 or tax period beginning	06-01-2012, and ending	05-31-2013.
Name of Organization		Employer Identification Number	
ARLENE & LOUISE WESSWICK FOUNDATION		84-1463861	

	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brck 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)
31	MFS INTL	P	06-22-2012	10-19-2012
32	MUNDER MID CAP	P	06-22-2012	10-19-2012
33	METROPOLITAN WEST	P	08-30-2011	10-19-2012
34	MFS VALUE	P	09-08-2010	10-19-2012
35	MANAGERS CADENCE	P	09-08-2010	10-19-2012
36	OPPENHEIMER INTL BD	P	09-08-2010	10-19-2012
37	T ROWE PRICE DIVIDEND	P	09-08-2010	10-19-2012
38	T ROWE PRICE NEW INCOME	P	08-30-2011	10-19-2012
39	THORNBURG INTL	P	09-08-2010	10-19-2012
40	JPM CORE BOND	P	09-08-2010	02-12-2013
41	LORD ABBETT TTL RTN	P	01-01-2011	02-12-2013
42	MFS VALUE	P	09-08-2010	02-12-2013
43	MANAGER CADENCE	P	01-01-2011	02-12-2013
44	THORNBURG INTL VALUE	P	09-08-2010	02-12-2013
45	COLUMBIA MID CAP	P	09-08-2010	04-16-2013
	(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)
31	1,415		1,278	137
32	433		407	26
33	637		605	32
34	1,809		1,440	369
35	624		507	117
36	367		365	2
37	1,264		963	301
38	150		146	4
39	1,852		1,728	124
40	6,360		6,171	189
41	11,904		12,462	-558
42	4,582		3,438	1,144
43	12,523		9,533	2,990
44	8,747		7,599	1,148
45	296		208	88
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any	
31				137
32				26
33				32
34				369
35				117
36				2
37				301
38				4
39				124
40				189
41				-558
42				1,144
43				2,990
44				1,148
45				88

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 5: page 4 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection	For calendar year 2012 or tax period beginning	06-01-2012, and ending	05-31-2013.
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Name of Organization	Employer Identification Number
ARLENE & LOUISE WESSWICK FOUNDATION	84-1463861

	(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 )
46	DODGE & COX INTL STOCK	P	09-08-2010	04-16-2013
47	ING GLOBAL	P	09-08-2010	04-16-2013
48	HARTFORD DIVIDEND	P	09-08-2010	04-16-2013
49	CBA AG	P	06-22-2012	04-16-2013
50	MFS GROWTH FUND	P	06-22-2012	04-16-2013
51	MFS INTL VALUE	P	06-22-2012	04-16-2013
52	MFS VALUE	P	09-08-2010	04-16-2013
53	T ROWE PRICE DIVIDEND GROWTH	P	09-08-2010	04-16-2013
	(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)
46	420		362	58
47	379		291	88
48	249		187	62
49	402		337	65
50	152		131	21
51	468		392	76
52	273		196	77
53	274		190	84
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col. (j), if Any	
46				58
47				88
48				62
49				65
50				21
51				76
52				77
53				84

990 BOOKS ARE IN CARE OF

Attachment 6 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2012, or tax period beginning 06-01, and ending 05-31-2013
Name of Organization ARLENE & LOUISE WESSWICK FOUNDATION	Employer Identification Number 84-1463861
Part VII-A - Line 14	

Individual Name . . . . .  
or  
Business Name.  
KERRY W RICHARDS CPA

Street Address . . . . . 725 NORTH FRONT STREET

U S Address:

Zip code 82901 City Rock Springs State WY  
or

Foreign Address

City . . . . .

Province or State . . . . .

Country . . . . .

Postal code . . . . .

Phone Number . . . . . (307) 362-4488

Fax Number . . . . . (307) 362-4406

# 990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 7: page 1 - 990-PF Page 6, Part VIII

Open to Public Inspection	For calendar year 2012, or tax period beginning 06-01-2012, and ending 05-31-2013
Name of Organization <b>ARLENE &amp; LOUISE WESSWICK FOUNDATION</b>	Employer Identification Number <b>84-1463861</b>

(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def Comp	(E) Expense Account & Other Allowances
LOUISE WESSWICK 1445 UINTA BOX C Green River, WY 82935-	PRESIDENT 1.00			
DEBBIE CALLAS 1445 UINTA BOX C Green River, WY 82935-	VICE PRESIDENT 1.00			
RAVEN BEATTIE 1445 UINTA BOX C Green River, WY 82935-	SECRETARY 1.00			



## 990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 8: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2012, or tax period beginning	06-01-2012, and ending	05-31-2013
Name of Organization ARLENE & LOUISE WESSWICK FOUNDATION			Employer Identification Number 84-1463861

Contributing Manager

NONE

## 990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 9: page 1 - 990-PF Page 10, Part XV, line 1b

Open to Public Inspection	For calendar year 2012, or tax period beginning	06-01-2012, and ending	05-31-2013
Name of Organization			Employer Identification Number
ARLENE & LOUISE WESSWICK FOUNDATION			84-1463861

Shareholder Manager

NONE

# 990 APPLICATION SUBMISSION INFORMATION

Attachment 10: page 1 990-PF Page 10, Part XV, Line 2

Open to Public		For Calendar year 2012, or tax year period beginning 06-01-2012 and ending	
Name of Organization ARLENE & LOUISE WESSWICK FOUNDATION			Employer Identifi 84-146386
Name	Phone Number or e-mail	Info and Materials Included	Submission Deadlines
LOUISE WESSWICK 1445 UINTA BOX C GREEN RIVER, WY 8293	307-875-3688	A BRIEF LETTER EXPLAINING THE NEED, PROGRAM, BENEFICIARIES AND THE TAX STATUS OF THE ORGANIZATION	NONE

# 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 11: page 1 990-PF Page 11, Part XV Line 3a

Open to Public

Inspection For calendar year 2012, or tax period beginning 06-01-2012, and ending 05-31-2013.

Name of Organization

ARLENE & LOUISE WESSWICK FOUNDATION

Employer Identification Number

84-1463861

Recipient	If Recipient is an Individual, Show any Relationship to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
COLLEGE FOUNDATION 2500 COLLEGE DRIVE ROCK SPRINGS, WY 82901			EDUCATION	15,000
SWEETWATER COUNTY MUSEUM 3 E FLAMING GORGE WAY GREEN RIVER , WY 82935			EDUCATION	5,000
LOAVES AND FISHES 633 BRIDGER AVE ROCK SPRINGS, WY 82901			ASSISTANCE TO SOUP KITCHEN	1,000
Total:				21,000

**990 SCHEDULE OF RELATIONSHIP OF ACTIVITIES  
TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES**

Attachment 12: page 1 990-PF Page 12, Part XVI-B

Open to Public Inspection	For calendar year 2012, or tax period beginning	06-01-2012, and ending	05-31-2013.
Name of Organization <b>ARLENE &amp; LOUISE WESSWICK FOUNDATION</b>			Employer Identification Number <b>84-1463861</b>

Line Number	Briefly Describe How the Activity Reported In Column (E) of Part VII Specifically Contributed to the Accomplishment of The Organization's Exempt Purposes (other than by providing funds for such purposes).
4, 8	INVESTMENT INCOME INCLUDING DIVIDENDS, INTEREST, AND GAIN ON SECURITIES TO PROVIDE THE MEANS TO MAKE GRANTS TO OTHER CHARITABLE ORGANIZATIONS