WASFDN 01/06/2014 11 47 PM

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 07/01/12 **, and ending** 06/30/13

Name of foundation: THE WASILY FAMILY FOUNDATION

A Employer identification number: 13-3503227

Number and street (or P O box number if mail is not delivered to street address): 2711 CENTERVILLE ROAD, PMB 1041 Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code: WILMINGTON DE 19808

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 102,954,890

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

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

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

	Line	Description	(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)	41,505,824			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,168,778	2,168,778		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-8,765			
	b	Gross sales price for all assets on line 6a 15,771				
	7	Capital gain net income (from Part IV, line 2)		15,771		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	43,665,837	2,184,549	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	807,432	645,946		161,486
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	5,824	5,824		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 4	26,765	25,495		1,270
	24	**Total operating and administrative expenses.** Add lines 13 through 23	840,021	677,265	0	162,756
	25	Contributions, gifts, grants paid	2,420,000			2,420,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,260,021	677,265	0	2,582,756
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	40,405,816			
	b	**Net investment income** (if negative, enter -0-)		1,507,284		
	c	**Adjusted net income** (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,243,707	7,330,222	7,330,222
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) Stmt 5	196,800	413,538	419,938
	b	Investments – corporate stock (attach schedule) See Stmt 6	28,788,380	57,301,381	85,944,829
	c	Investments – corporate bonds (attach schedule) See Stmt 7	4,246,004	9,835,566	9,259,901
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	34,474,891	74,880,707	102,954,890
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	34,474,891	74,880,707	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	34,474,891	74,880,707	
	31	**Total liabilities and net assets/fund balances** (see instructions)	34,474,891	74,880,707	

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	34,474,891
2	Enter amount from Part I, line 27a	2	40,405,816
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	74,880,707
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	74,880,707

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	CLASS ACTION LITIGATION			
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	15,771			15,771
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				15,771
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** 15,771

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	2,330,606	42,652,106	0.054642
2010	2,361,394	42,614,024	0.055414
2009	2,317,837	38,493,879	0.060213
2008	2,268,022	35,191,561	0.064448
2007	2,206,935	46,344,904	0.047620

2	**Total** of line 1, column (d)	2	0.282337
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	0.056467
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	98,426,174
5	Multiply line 4 by line 3	5	5,557,831
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,073
7	Add lines 5 and 6	7	5,572,904
8	Enter qualifying distributions from Part XII, line 4	8	2,582,756

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	30,146
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	30,146
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	30,146
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,942		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	40,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	41,942
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	94
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,702
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 11,702 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ MR PATRICK MOLONEY Telephone no. ▶ 631-979-2142
2711 CENTERVILLE ROAD, PMB 1041
Located at ▶ WILMINGTON DE ZIP+4 ▶ 19808

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MR. PATRICK MOLONEY 2711 CENTERVILLE ROAD, PMB 1041	WILMINGTON DE 19808	PRESIDENT 15.00	0	0	0
MR. FRANK SUCHOMEL, JR. 2711 CENTERVILLE ROAD, PMB 1041	WILMINGTON DE 19808	TREASURER 5.00	0	0	0
MS. MARGARET MOLONEY 2711 CENTERVILLE ROAD, PMB 1041	WILMINGTON DE 19808	VICE PRESIDE 15.00	0	0	0
KENNETH GHENO 2711 CENTERVILLE ROAD, PMB 1041	WILMINGTON DE 19808	TRUSTEE 5.00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ALL OF THIS FOUNDATION'S ACTIVITIES ENTAIL MAKING GRANTS TO OTHER CHARITABLE ORGANIZATIONS.	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	92,349,990
b	Average of monthly cash balances		1b	7,575,060
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	99,925,050
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	99,925,050
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)		4	1,498,876
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	98,426,174
6	**Minimum investment return.** Enter 5% of line 5		6	4,921,309

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	4,921,309
2a	Tax on investment income for 2012 from Part VI, line 5	2a 30,146		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	30,146
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	4,891,163
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	4,891,163
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	4,891,163

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	2,582,756
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,582,756
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,582,756

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

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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				4,891,163
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			821,291	
b Total for prior years: 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 2,582,756				
a Applied to 2011, but not more than line 2a			821,291	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				1,761,465
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,129,698
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

DAA

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

MR PATRICK MOLONEY 631-979-2142
2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808

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

See Statement 9

c Any submission deadlines:

NO SPECIFIC DEADLINES

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

NO SPECIFIC RESTRICTIONS

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				
				2,420,000
Total			▶ 3a	2,420,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,168,778	
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			14	-8,765	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		2,160,013	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,160,013

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

SIGN HERE

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

[signature] 1/13/14 631-979-2142

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed
MICHAEL KULKOSKY	[signature]	01/06/14	

Firm's name ▶ Michael Kulkosky | PTIN P00225159

Firm's address ▶ 446 Valley Brook Dr Hockessin, DE 19707-9112 | Firm's EIN ▶ | Phone no 347-276-8405

DAA

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE WASILY FAMILY FOUNDATION	13-3503227

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE WASILY FAMILY FOUNDATION

Employer identification number: 13-3503227

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNE WASILY IRREVOCABLE TRUST PATRICK MOLONEY, TRUSTEE 181 SMITHTOWN BOULEVARD NESCONSET NY 11767	$ 33,327,206	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	ESTATE OF ANNE WASILY PATRICK MOLONEY, EXECUTOR 181 SMITHTOWN BOULEVARD NESCONSET NY 11767	$ 300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	ANNE WASILY IRREVOCABLE TRUST PATRICK MOLONEY, TRUSTEE 181 SMITHTOWN BOULEVARD NESCONSET NY 11767	$ 7,878,618	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE WASILY FAMILY FOUNDATION	13-3503227

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES - STATEMENT ATTACHED	$ 84,417,204	08/03/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Statement 8 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description

THE DELAWARE ATTORNEY GENERALY DOES NOT REQUIRE A COPY OF FORM 990PF. INSTEAD, IT ONLY REQUIRES AN ANNUAL FRANCHISE TAX REPORT.

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
NO SPECIFIC FORMAT, BUT PLEASE BE CERTAIN TO MAIL YOUR REQUESTS TO MR. PATRICK MOLONEY, C/O WASILY FAMILY FOUNDATION, 2711 CENTERVILLE ROAD, PMB 1041, WILMINGTON, DE 19808

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NO SPECIFIC DEADLINES

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NO SPECIFIC RESTRICTIONS

THE WASILY FAMILY FOUNDATION

-*3227

6/30/13

NO. OF SHARES	SECURITY TITLE	OPENING BALANCE		ACQ DATE	PURCHASE DATE	PURCHASE COST	RECD FR TR	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
1,600.000	3M	$24,055.09	S	12/14/1989						0	1,600.000	24,055.09
4,000.000	3M	$239,000.00	S	1/2/2001						0	4,000.000	239,000.00
0.000	3M	$0.00	S	4/20/2010	8/3/12	612,612.00	R			0	7,200.000	612,612.00
0.000	3M	$0.00	S		5/13/13	238,344.04				0	2,200.000	238,344.04
4,000.000	ABBOTT LABORATORIES	$22,379.89	S	1/23/1989		-11,643.12		SPINOFF ABBVIE		0	4,000.000	10,736.77
8,000.000	ABBOTT LABORATORIES	$364,331.42	S	1/2/2001		-189,543.06		SPINOFF ABBVIE		0	8,000.000	174,788.36
0.000	ABBOTT LABORATORIES	$0.00	S	4/20/2010	8/3/12	849,360.00	R			0	16,000.000	849,360.00
	ABB LAB- ABBVIE ADJUST	$0.00	S			-441,878.69		SPINOFF ABBVIE		0		-441,878.69
4,000.000	ABBVIE INC	$0.00	S	1/23/1989		11,643.12		S'OFF FR ABBOT		0	4,000.000	11,643.12
8,000.000	ABBVIE INC	$0.00	S	1/2/2001		189,543.06		S'OFF FR ABBOT		0	8,000.000	189,543.06
0.000	ABBVIE INC	$0.00	S	4/20/2010		441,878.69		S'OFF FR ABBOT		0	16,000.000	441,878.69
1,525.000	AGILENT	$34,077.60	S	12/13/1995						0	1,525.000	34,077.60
1,475.000	AGILENT	$70,090.81	S	10/2/2000						0	1,475.000	70,090.81
1,600.000	AGILENT	$83,019.13	S	12/5/2000						0	1,600.000	83,019.13
1,400 000	AGILENT	$72,971.51	S	12/5/2000						0	1,400.000	72,971.51
3,000.000	AGILENT	$145,481.57	S	1/2/2001						0	3,000.000	145,481.57
4,000.000	ALTRIA GROUP	$81,115.90	S	1/5/2007						0	4,000.000	81,115.90
0.000	ALTRIA GROUP	$0.00	S	4/20/2010	8/3/12	84,300.00	R			0	4,000.000	84,300.00
3,000.000	AMERICAN EXPRESS	$124,560.62	S	1/2/2001						0	3,000.000	124,560.62
5,000.000	AMERICAN EXPRESS	$207,601.03	S	1/30/2001						0	5,000.000	207,601.03
0.000	AMERICAN EXPRESS	$0.00	S	4/20/2010	8/3/12	229,525.00	R			0	5,000.000	229,525.00
0.000	AMER EXPRESS 1.55% 11/24/	$0.00	B		8/3/12	200,000.00	R			0	200,000.000	200,000.00
3,000.000	AMGEN DELAWARE	$215,928.90	S	1/2/2001						0	3,000.000	215,928.90
4,000.000	AMGEN DELAWARE	$287,905.20	S	2/16/2001						0	4,000.000	287,905.20
0.000	AMGEN DELAWARE	$0.00	S	4/20/2010	8/3/12	302,500.00	R			0	5,000.000	302,500.00
0.000	AMSOUTH BK 5.2% 4/1/15	$0.00	B		8/3/12	300,834.00	R			0	300,000.000	300,834.00
5,000.000	ANADARKO PETE	$320,100.00	S	11/18/2010						0	5,000.000	320,100.00
4,000.000	APPLE INC	$275,382.40	S	2/7/2006						0	4,000.000	275,382.40
3,000.000	APPLE INC	$203,693.70	S	5/1/2009						0	3,000.000	203,693.70
0.000	APPLE INC	$0.00	S	4/20/2010	8/3/12	1,722,717.50	R			0	7,000.000	1,722,717.50
0.000	APPLE INC	$0.00	S		10/24/12	614,430.50				0	1,000.000	614,430.50
0.000	APPLE INC	$0.00	S		3/1/13	434,360.50				0	1,000.000	434,360.50
0.000	ARCELORMITTAL 5.25% 8/5/2(	$0.00	B		8/3/12	298,798.20	R			0	300,000.000	298,798.20
0.000	ARCELORMITTAL 6.25% 2/25/:	$0.00	B		8/3/12	258,147.50	R			0	250,000.000	258,147.50
0.000	BAIDU INC ADR	$0.00	S		1/10/13	111,067.20				0	1,000.000	111,067.20
10,000.000	BAKER HUGHES	$292,700.00	S	10/23/2003						0	10,000.000	292,700.00
0.000	BAKER HUGHES	$0.00	S	4/20/2010	8/3/12	494,800.00	R			0	10,000.000	494,800.00
6,876.000	BANK OF AMERICA	$82,200.00	S	2/23/1995						0	6,876.000	82,200.00
3,438.000	BANK OF AMERICA	$263,625.00	S	1/2/2001						0	3,438.000	263,625.00
0.000	BANK OF AMERICA	$0.00	S	4/20/2010	8/3/12	160,167.83	R			0	8,595.000	160,167.83
300,000.000	BANK OF AMERICA 3.65%	$300,000.00	B	8/23/2010						0	300,000.000	300,000.00
0.000	BARCLAYS BANK PLC PFD	$0.00	S		7/30/12	250,000.00		2/4/13	250,015.00	15	0.000	0.00

THE WASILY FAMILY FOUNDATION
-*3227
6/30/13

NO. OF SHARES	SECURITY TITLE	OPENING BALANCE	ACQ DATE	PURCHASE DATE	PURCHASE COST	RECD FR TR	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
0.000	BARCLAYS BANK 4% 7/22/18	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
200,000.000	BARCLAYS 4.25%	$200,000.00 B	7/17/2010						0	200,000.000	200,000.00
0.000	BARCLAYS 4.25%	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
6,000.000	BAXTER INTL	$123,346.42 S	9/27/1996						0	6,000.000	123,346.42
4,000.000	BAXTER INTL	$178,750.00 S	1/2/2001						0	4,000.000	178,750.00
0.000	BAXTER INTL	$0.00 S	4/20/2010	8/3/12	357,720.00	R			0	6,000.000	357,720.00
3,500.000	BERKSHIRE HATHAWAY	$245,059.15 S	1/22/2010						0	3,500.000	245,059.15
0.000	BERKSHIRE HATHAWAY	$0.00 S	4/20/2010	8/3/12	279,020.00	R			0	3,500.000	279,020.00
0.000	BK OF AMERICA 5.1% 4/27/16	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
8,000.000	BK OF NY MELLON	$218,683.20 S	6/5/2003						0	8,000.000	218,683.20
0.000	BK OF NY MELLON	$0.00 S	4/20/2010	8/3/12	255,440.00	R			0	8,000.000	255,440.00
100,000.000	BMW BK NA CD 3%	$100,000.00 B	12/22/2009						0	100,000.000	100,000.00
0.000	BMW BK NA CD 3%	$0.00 B	4/20/2010	8/3/12	100,474.00	R			0	100,000.000	100,474.00
10,000.000	BOEING COMPANY	$319,000.00 S	2/5/2003						0	10,000.000	319,000.00
0.000	BOEING COMPANY	$0.00 S	4/20/2010	8/3/12	714,650.00	R			0	10,000.000	714,650 00
7,000.000	BP PLC - SPONS.ADR	$275,433.90 S	4/21/2003						0	7,000.000	275,433.90
3,000.000	BP PLC - SPONS.ADR	$144,369.00 S	2/13/2004						0	3,000.000	144,369.00
0.000	BP PLC - SPONS.ADR	$0.00 S	4/20/2010	8/3/12	302,475.00	R			0	5,000.000	302,475.00
10,000.000	BRISTOL MYERS SQUIBB	$257,372.06 S	11/8/2002						0	10,000.000	257,372.06
0.000	BRISTOL MYERS SQUIBB	$0.00 S	4/20/2010	8/3/12	256,187.50	R			0	10,000.000	256,187.50
3,500.000	BROADCOM CORP A	$119,236.60 S	6/2/2010						0	3,500.000	119,236.60
0.000	BROADCOM CORP A	$0.00 S		8/3/12	117,136.60	R			0	3,500.000	117,136.60
4,000.000	CATERPILLAR, INC	$307,872.40 S	10/6/2011						0	4,000.000	307,872.40
4,000.000	CISCO SYSTEMS	$256,200.00 S	2/18/2000						0	4,000.000	256,200.00
2,000.000	CISCO SYSTEMS	$109,040.00 S	11/8/2000						0	2,000.000	109,040.00
5,000.000	CISCO SYSTEMS	$177,812.50 S	1/2/2001						0	5,000.000	177,812.50
9,000.000	CISCO SYSTEMS	$242,550.00 S	11/9/2006						0	9,000.000	242,550.00
0.000	CISCO SYSTEMS	$0.00 S	4/20/2010	8/3/12	136,275.00	R			0	5,000.000	136,275.00
33.000	CITIGROUP INC	$11,248.45 S	7/7/1999						0	33.000	11,248.45
267.000	CITIGROUP INC	$109,348 23 S	1/25/2000						0	267.000	109,348.23
500.000	CITIGROUP INC	$260,853.18 S	1/2/2001						0	500.000	260,853.18
200.000	CITIGROUP INC	$104,393.44 S	2/7/2001						0	200.000	104,393.44
0.000	CLOVIS ONCOLOGY	$0.00 S		6/7/13	365,233.59				0	5,000.000	365,233.59
2,500.000	COCA COLA CO	$161,968.75 S	7/7/1999				2 X 1 SPLIT 8/13/12		0	5,000.000	161,968.75
5,500.000	COCA COLA CO	$336,015.63 S	1/2/2001				2 X 1 SPLIT 8/13/12		0	11,000.000	336,015.63
0.000	COCA COLA CO	$0.00 S	4/20/2010	8/3/12	328,830.00	R	2 X 1 SPLIT 8/13/12		0	12,000.000	328,830.00
8,000.000	COLGATE PALMOLIVE	$431,108.00 S	4/19/2005				2 X 1 SPLIT 5/16/13		0	16,000.000	431,108.00
0.000	COLGATE PALMOLIVE	$0.00 S	4/20/2010	8/3/12	673,920.00	R	2 X 1 SPLIT 5/16/13		0	16,000.000	673,920.00
9,000.000	CORNING, INC	$176,925.00 S	6/9/1999						0	9,000.000	176,925.00
6,000.000	CORNING, INC	$302,062.50 S	1/2/2001						0	6,000.000	302,062.50
0.000	CORNING, INC	$0.00 S	4/20/2010	8/3/12	179,910.00	R			0	9,000.000	179,910.00
0.000	CUMMINS INC	$0.00 S		8/3/12	358,892.00	R			0	4,000.000	358,892.00

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0.000	CVS/CAREMARK	$0.00	S		5/28/13	363,295.80				0	6,000.000	363,295.80
5,000.000	CYTEC INDUSTRIES	$301,589.00	S	4/5/2006						0	5,000.000	301,589.00
1,000.000	CYTEC INDUSTRIES	$54,570.00	S	3/25/2008						0	1,000.000	54,570.00
0.000	D.E. MASTER BLENDERS (US)	$0.00	S	6/29/2012		118,260.24		6/29/12	98,000.00	-20260.2399	0.000	0.00
0.000	D.E. MASTER BLENDERS (US)	$0.00	S	6/29/2012		39,489.11		6/29/12	98,000.00	58510.89378	0.000	0.00
			S					NONCASH OFF	-196,000.00	0		
0.000	D.E. MASTER BLENDERS (FGN)		S	6/29/2012		98,000.00				0	10,000.000	98,000.00
0.000	D.E. MASTER BLENDERS (FGN)		S	6/29/2012		98,000.00				0	10,000.000	98,000.00
			S			-196,000.00		NONCASH OFFSET		0		
0.000	DEERE & CO	$0.00	S		8/3/12	432,506.60	R			0	6,000.000	432,506.60
100,000.000	DEERE & CO INC 4.375%	$103,299.00	B	12/9/2009						0	100,000.000	103,299.00
0.000	DEERE & CO INC 4.375%	$0.00	B	4/20/2010	8/3/12	201,466.00	R			0	200,000.000	201,466.00
3,000.000	DEVON ENERGY	$222,500.40	S	5/7/2007						0	3,000.000	222,500.40
2,000.000	DEVON ENERGY	$172,537.40	S	2/5/2008						0	2,000.000	172,537.40
0.000	DEVON ENERGY	$0 00	S	4/20/2010	8/3/12	333,300.00	R			0	5,000.000	333,300 00
5,000.000	DISNEY, WALT	$152,475.91	S	11/25/1998						0	5,000.000	152,475.91
7,000.000	DISNEY, WALT	$235,045.96	S	1/25/2000						0	7,000 000	235,045.96
10,000.000	DISNEY, WALT	$276,528.28	S	1/2/2001						0	10,000.000	276,528.28
0.000	DISNEY, WALT	$0.00	S	4/20/2010	8/3/12	437,580.00	R			0	12,000.000	437,580.00
0.000	DOW CHEM 4.35% 9/15/21	$0.00	B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
6,500.000	DOVER CORP	$159,935.75	S	9/27/2002						0	6,500.000	159,935 75
5,000.000	DOVER CORP	$126,700.00	S	2/19/2003						0	5,000.000	126,700 00
0.000	DOVER CORP	$0.00	S	4/20/2010	8/3/12	507,150.00	R			0	10,500.000	507,150.00
5,000.000	DU PONT E I DE NEMOURS	$235,891.50	S	12/13/2006						0	5,000.000	235,891.50
3,000.000	DU PONT E I DE NEMOURS	$140,220.00	S	11/18/2010						0	3,000.000	140,220.00
0.000	DU PONT E I DE NEMOURS	$0.00	S	4/20/2010	8/3/12	197,050.00	R			0	5,000.000	197,050.00
0.000	DU PONT E I DE NEMOURS	$0.00	S		8/3/12	399,350.00	R			0	7,000.000	399,350.00
0.000	EATON CORP	$0.00	S		8/3/12	156,684.90	R	12/3/12	155,716.80	-968.1	0.000	0.00
			S					NONCASH OFFSET	-155,716.80	0		
0.000	EATON CORP, PLC	$0.00	S	exchange	12/3/12	155,716.80				0	3,000.000	155,716.80
			S			-155,716.80		NONCASH OFFSET		0		
5,000.000	ELI LILLY	$463,750.00	S	1/2/2001						0	5,000.000	463,750.00
0.000	ELI LILLY	$0.00	S	4/20/2010	8/3/12	182,775.00	R			0	5,000.000	182,775.00
1,000.000	EMC CORP MASS	$80,211.20	S	7/19/2000						0	1,000.000	80,211.20
2,000.000	EMC CORP MASS	$111,136.61	S	1/2/2001						0	2,000.000	111,136.61
3,000.000	EMC CORP MASS	$109,410.00	S	2/22/2001						0	3,000.000	109,410.00
10,000.000	EMERSON ELECTRIC	$257,861.50	S	1/15/2003						0	10,000.000	257,861.50
6,000.000	EMERSON ELECTRIC	$147,879.99	S	3/26/2003						0	6,000.000	147,879.99
4,000.000	EMERSON ELECTRIC	$127,999.80	S	11/2/2004						0	4,000.000	127,999.80
0.000	EMERSON ELECTRIC	$0.00	S	4/20/2010	8/3/12	1,039,900.00	R			0	20,000.000	1,039,900.00
500.000	ENGILITY HOLDINGS	$0.00	S	11/5/2004	SPINOFF FR L:	8,047.59		5/7/13	12,225.83	4178.243	0.000	0.00
500.000	ENGILITY HOLDINGS	$0.00	S		8/3/12	8,191.71	R	5/7/13	12,225.82	4034.11	0.000	0.00

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8,000.000	EXXON MOBIL	$315,506.80 S	7/27/2000						0	8,000.000	315,506.80
5,000.000	EXXON MOBIL	$219,843.75 S	1/2/2001						0	5,000.000	219,843.75
0.000	EXXON MOBIL	$0.00 S	4/20/2010	8/3/12	550,880.00	R			0	8,000.000	550,880.00
3,000.000	FEDEX CORP	$252,503.40 S	11/16/2009						0	3,000.000	252,503.40
0.000	FEDEX CORP	$0.00 S	4/20/2010	8/3/12	277,665.00	R			0	3,000.000	277,665.00
0.000	FEDEX CORP	$0.00 S		8/3/12	119,188.40	R			0	2,000.000	119,188.40
6,000.000	FAMILY DOLLAR STORES	$318,738.00 S	10/6/2011				7/12/12	410,958.98	92220.98	0.000	0.00
4,000.000	FLUOR CORP	$174,265.00 S	12/4/2006						0	4,000.000	174,265.00
0.000	FLUOR CORP	$0.00 S	4/20/2010	8/3/12	207,420.00	R			0	4,000.000	207,420.00
0.000	FORD MOTOR CREDIT 4.25%	$0.00 B		8/3/12	200,000.00	R	11/20/12	200,000.00	0	0.000	0.00
0.000	FREEPORT-MCMORAN C&G	$0.00 S		1/8/13	279,192.00				0	8,000.000	279,192.00
0.000	FREEPORT-MCMORAN C&G	$0.00 S		5/8/13	64,940.00				0	2,000.000	64,940.00
250,000.000	GEN ELEC CAP MTN 5.05%	$250,000.00 B	12/4/2006						0	250,000.000	250,000.00
0.000	GEN ELEC CAP MTN 5.05%	$0.00 B	4/20/2010	8/3/13	239,116.25	R			0	250,000.000	239,116 25
400,000 000	GEN ELEC CAP STEPS 4.25%	$398,000.00 B	10/8/2004				10/8/12	400,000.00	2000	0.000	0.00
0.000	GEN ELEC CAP STEPS 4.25%	$0.00 B	4/20/2010	8/3/12	402,374.00	R	10/8/12	400,000.00	-2374	0.000	0.00
15,000.000	GENERAL ELECTRIC	$98,718.75 S	1/29/1992						0	15,000.000	98,718.75
300,000.000	GENERAL ELECTRIC MTN 5.35°	$300,000.00 B	9/22/2003				12/15/12	300,000.00	0	0.000	0.00
0.000	GENERAL ELECTRIC MTN 5.35°	$0.00 B	4/20/2010	8/3/12	291,066.30	R	12/12/12	300,000.00	8933.7	0.000	0.00
0.000	GENERAL ELECTRIC 5% 12/15,	$0.00 B	4/20/2010	8/3/12	239,116.25	R			0	250,000.000	239,116.25
250,000.000	GOLDMAN SACHS 3.55%	$253,337.50 B	8/28/2010						0	250,000.000	253,337.50
0.000	GOLDMAN SACHS 3.00%	$0.00 B	4/20/2010	8/3/12	500,000.00	R	8/23/12	500,000.00	0	0.000	0.00
200,000.000	GOLDMAN SACHS GP 5.625%	$201,140.00 B	3/2/2007						0	200,000.000	201,140.00
200,000.000	GOLDMAN SACHS GP 5.625%	$191,638.00 B	6/13/2007						0	200,000.000	191,638.00
0.000	GOLDMAN SACHS GP 5.625%	$0.00 B	4/20/2010	8/3/12	301,437.90	R			0	300,000.000	301,437.90
2,000.000	GOLDMAN SACHS GROUP INC	$390,208.40 S	3/6/2007						0	2,000.000	390,208.40
1,000.000	GOLDMAN SACHS GROUP INC	$161,626.30 S	1/21/2010						0	1,000.000	161,626.30
8,000 000	HALLIBURTON	$308,623.20 S	2/7/2006						0	8,000.000	308,623.20
4,000.000	HALLIBURTON	$148,320.00 S	4/3/2009						0	4,000.000	148,320.00
0.000	HALLIBURTON	$0.00 S	4/20/2010	8/3/12	393,000.00	R			0	12,000.000	393,000.00
0.000	HEWLETT PACKARD 4.05%	$0.00 B		8/3/12	301,200.00	R			0	300,000.000	301,200.00
250,000.000	HOME DEPOT INC 5.4%	$243,410.00 B	1/24/2007						0	250,000.000	243,410.00
0.000	HOME DEPOT INC 5.4%	$0.00 B	4/20/2010	8/3/12	271,706.75	R			0	250,000.000	271,706.75
5,000.000	HONEYWELL INTL	$186,350.00 S	6/14/2001						0	5,000.000	186,350.00
5,000.000	HONEYWELL INTL	$116,125.50 S	3/6/2003						0	5,000.000	116,125.50
5,000.000	HONEYWELL INTL	$120,650.00 S	5/12/2003						0	5,000.000	120,650.00
0.000	HONEYWELL INTL	$0.00 S	4/20/2010	8/3/12	691,125.00	R			0	15,000.000	691,125.00
0.000	HOWARD HUGHES CORP	$0.00 S		3/1/13	386,343.50				0	5,000.000	386,343.50
0.000	HSBC BK USA 4.875% 8/24/2C	$0.00 B		8/3/12	145,470.60	R			0	150,000.000	145,470.60
0.000	HSBC FIN CORP 3.1% 9/15/15	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
100,000.000	HSBC FIN CORP 3.75%	$100,000.00 B	12/10/2009						0	100,000.000	100,000.00
0.000	HSBC FIN CORP 3.75%	$0.00 B	4/20/2010	8/3/12	97,124.60	R			0	100,000.000	97,124.60

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4,000.000	I B M	$60,475.00 S	7/21/1994						0	4,000.000	60,475.00
0.000	I B M	$0.00 S	4/20/2010	8/3/12	517,180.00	R			0	4,000.000	517,180.00
0.000	I B M	$0.00 S		5/8/13	409,572.00				0	2,000.000	409,572.00
5,000.000	INTEL CORP	$153,375.00 S	7/7/1999						0	5,000.000	153,375.00
2,000.000	INTEL CORP	$100,390.00 S	9/25/2000						0	2,000.000	100,390.00
3,000.000	INTEL CORP	$93,187.50 S	1/2/2001						0	3,000.000	93,187.50
0.000	INTEL CORP	$0.00 S	4/20/2010	8/3/12	120,375.00	R			0	5,000.000	120,375.00
2,500.000	ITT CORP	$56,867.17 S	1/5/2007				5/7/13	72,457.37	15590.2	0.000	0.00
0.000	ITT CORP	$0.00 S	4/20/2010	8/3/12	53,940.76	R	5/7/13	72,457.38	18516.62	0.000	0.00
5,000.000	ITT ELEXIS	$69,012.69 S	1/5/2007				5/7/13	56,627.23	-12385.46	0.000	0.00
0.000	ITT ELEXIS	$0.00 S	4/20/2010	8/3/12	65,461.27	R	5/7/13	56,627.23	-8834.04	0.000	0.00
12,080.000	J P MORGAN CHASE	$211,832.46 S	10/17/2002						0	12,080.000	211,832.46
7,920.000	J P MORGAN CHASE	$227,640.00 S	1/9/2003						0	7,920.000	227,640.00
0.000	J P MORGAN CHASE	$0.00 S	4/20/2010	8/3/12	687,825.00	R			0	15,000.000	687,825.00
0.000	J P MORGAN CHASE 3.15%	$0.00 B		8/3/12	250,000.00	R			0	250,000 000	250,000 00
152,000.000	J P MORGAN CHASE 3.7%	$154,704.08 B	11/20/2009						0	152,000.000	154,704.08
250,000.000	J P MORGAN CHASE 4.75%	$256,820.00 B	5/29/2009				5/1/13	250,000.00	-6820	0.000	0.00
0.000	J P MORGAN CHASE 4.75%	$0.00 B	4/20/2010	8/3/12	267,391.50	R	5/1/13	250,000.00	-17391.5	0.000	0.00
8,000.000	JACOBS ENGINEERING	$328,980.00 S	4/28/2006						0	8,000.000	328,980.00
0.000	JACOBS ENGINEERING	$0.00 S	4/20/2010	8/3/12	378,440.00	R			0	8,000.000	378,440.00
1,000.000	JOHNSON & JOHNSON	$48,539.15 S	8/15/2000						0	1,000.000	48,539.15
6,000.000	JOHNSON & JOHNSON	$309,375.00 S	1/2/2001						0	6,000.000	309,375.00
14,000.000	JOHNSON & JOHNSON	$721,875.00 S	1/2/2001						0	14,000.000	721,875.00
0.000	JOHNSON & JOHNSON	$0.00 S	4/20/2010	8/3/12	2,176,845.00	R			0	33,000.000	2,176,845.00
4,000.000	KIMBERLY CLARK CORP	$280,032.00 S	1/23/2007						0	4,000.000	280,032.00
0.000	KIMBERLY CLARK CORP	$0.00 S	4/20/2010	8/3/12	249,080.00	R			0	4,000.000	249,080.00
3,000.000	L-3 COMMUNICATIONS	$202,710.00 S	11/5/2004		-8,047.59		spinoff Engility		0	3,000.000	194,662.41
0.000	L-3 COMMUNICATIONS	$0.00 S	4/20/2010	8/3/12	288,660.00	R			0	3,000.000	288,660 00
0.000	LOWES COS	$0.00 S		11/19/12	341,756.00				0	10,000.000	341,756.00
2,500.000	MARTIN MARIETTA	$330,716.25 S	10/17/2007				5/8/13	272,566.39	-58149.86	0.000	0.00
5,000.000	MCDONALDS CORP	$297,611.50 S	7/22/2009						0	5,000.000	297,611.50
0.000	MCDONALDS CORP	$0.00 S	4/20/2010	8/3/12	351,350.00	R			0	5,000.000	351,350.00
0.000	MET TRANS AUTH NY 4.3%	$0.00 U	4/20/2010	8/3/12	216,738.00	R			0	200,000.000	216,738.00
10,000.000	MICROSOFT CORP	$284,250.00 S	9/18/1997						0	10,000.000	284,250.00
5,000.000	MICROSOFT CORP	$130,700.00 S	1/2/2001						0	5,000.000	130,700.00
3,000.000	MONSANTO CO	$371,868.90 S	5/15/2008				5/8/13	322,222.78	-49646.12	0.000	0.00
3,000.000	MORGAN STANLEY	$139,716.07 S	1/14/2005						0	3,000.000	139,716.07
0.000	MORGAN STANLEY	$0.00 S	4/20/2010	8/3/12	119,920.00	R			0	4,000.000	119,920.00
0.000	MORGAN STANLEY	$0.00 S		8/3/12	250,000.00	R			0	25,000.000	250,000.00
0.000	MORGAN STANLEY PFD	$0.00 S		10/23/12	500,000.00				0	50,000.000	500,000.00
215,000.000	MORGAN STANLEY INC 4.75%	$207,232.05 B	11/10/2006						0	215,000.000	207,232 05
200,000 000	MORGAN STANLEY 4%	$203,930.00 B	8/26/2010						0	200,000.000	203,930.00

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200,000.000	MORGAN STANLEY 5.375%	$199,702.00 B	2/15/2007						0	200,000.000	199,702.00
0.000	MORGAN STANLEY 5.375%	$0.00 B	4/20/2010	8/3/12	312,074.40	R			0	300,000 000	312,074 40
0.000	MORGAN STANLEY V/R 11/9/1!	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
100,000.000	NATL CITY BK INDIANA 4.25%	$96,648.00 B	12/3/2009						0	100,000.000	96,648.00
0.000	NATL CITY BK INDIANA 4.25%	$0.00 B	4/20/2010	8/3/12	94,251.20	R			0	100,000.000	94,251.20
0.000	NATL RURAL UTILITIES 2.35%	$0.00 B		8/3/12	300,000.00	R			0	300,000.000	300,000.00
8,000.000	NIKE CL B	$316,606.00 S	9/21/2005	2 x 1 split					0	16,000.000	316,606.00
0.000	NIKE CL B	$0.00 S	4/20/2010	8/3/12	609,920.00	R			0	8,000.000	609,920.00
5,000.000	NORFOLK SOUTHERN	$254,922.00 S	2/28/2006						0	5,000.000	254,922.00
4,000.000	NOVARTIS AG ADR	$220,551.60 S	11/24/2009						0	4,000.000	220,551.60
4,000.000	NOVARTIS AG ADR	$227,269.60 S	11/18/2010						0	4,000.000	227,269 60
0.000	NOVARTIS AG ADR	$0.00 S	4/20/2010	8/3/12	213,920.00	R			0	4,000.000	213,920.00
0.000	NOVARTIS AG ADR	$0.00 S		8/3/12	233,901.20	R			0	4,000.000	233,901.20
30,000.000	ORACLE SYSTEMS	$925,189.47 S	1/2/2001						0	30,000.000	925,189.47
0.000	OAK TREE CAPITAL GP, LLC	$0.00 S		7/20/12	360,931.00				0	10,000.000	360,931 00
7,000.000	PALL CORP	$199,949.40 S	1/13/2006						0	7,000.000	199,949.40
1,000 000	PALL CORP	$39,015.50 S	3/25/2008						0	1,000.000	39,015.50
4,000.000	PEPSICO	$266,451.20 S	12/16/2008						0	4,000.000	266,451.20
0.000	PEPSICO	$0.00 S	4/20/2010	8/3/12	264,240.00	R			0	4,000.000	264,240.00
0.000	PEPSICO	$0.00 S		8/3/12	62,669.20	R			0	1,000.000	62,669.20
4,000.000	PFIZER	$184,500.00 S	1/2/2001						0	4,000.000	184,500.00
4,000.000	PFIZER	$128,320.00 S	9/11/2003						0	4,000.000	128,320.00
4,000.000	PHILIP MORRIS INT'L	$184,837.87 S	1/5/2007						0	4,000.000	184,837.87
0.000	PHILIP MORRIS INT'L	$0.00 S	4/20/2010	8/3/12	210,140.00	R			0	8,000.000	210,140.00
3,000.000	PRECISION CASTPARTS	$337,347.60 S	2/5/2008						0	3,000.000	337,347.60
1,000.000	PRECISION CASTPARTS	$102,450.60 S	3/25/2008						0	1,000.000	102,450.60
11,700.000	PROCTER & GAMBLE	$425,625.00 S	1/2/2001						0	11,700.000	425,625.00
8,000.000	PROCTER & GAMBLE	$331,034.35 S	2/15/2002						0	8,000 000	331,034.35
2,000.000	PROCTER & GAMBLE	$96,289.50 S	11/13/2003						0	2,000.000	96,289.50
0.000	PROCTER & GAMBLE	$0.00 S	4/20/2010	8/3/12	1,619,456.00	R			0	25,600 000	1,619,456.00
2,000.000	QUALCOMM INC	$139,443.80 S	2/7/2000						0	2,000.000	139,443.80
4,000.000	QUALCOMM INC	$127,640.00 S	8/4/2000						0	4,000.000	127,640.00
2,000.000	QUALCOMM INC	$63,320.00 S	9/12/2000						0	2,000.000	63,320.00
2,000.000	QUALCOMM INC	$75,132.50 S	10/18/2000						0	2,000.000	75,132.50
10,000.000	QUALCOMM INC	$381,406.25 S	1/2/2001						0	10,000.000	381,406.25
3,000.000	RESEARCH IN MOTION	$205,776.30 S	10/13/2009						0	3,000.000	205,776.30
0.000	ROYAL BK OF CA-TORONTO V/I	$0.00 B		8/10/12	750,000.00				0	0.000	750,000.00
10,000.000	HILLSHIRE BRANDS (FORMERL	$170,921.00 S	5/10/2007		-118,260.24		Spinoff DE MAST BLENDERS		0	2,000.000	52,660.76
0.000	HILLSHIRE BRANDS (FORMERL	$0.00 S	4/20/2010	8/3/12	57,073.43	R			0	2,000.000	17,584.32
0.000	.	$0.00 S			-39,489.11		spinoff DE MASTER BLENDERS		0	0.000	0.00
14,000.000	SCHLUMBERGER	$318,640.00 S	5/12/2003						0	14,000.000	318,640.00
3,000.000	TENARIS ADR	$165,882.30 S	5/6/2008				5/8/13	130,819.56	-35062.74	0.000	0.00

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NO. OF SHARES	SECURITY TITLE	OPENING BALANCE	ACQ DATE	PURCHASE DATE	PURCHASE COST	RECD FR TR	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
2,000.000	TEREX CORP	$179,386.00 S	10/9/2007				5/8/13	63,989.16	-115396.84	0.000	0.00
5,000.000	TETRA TECH, INC	$79,720.00 S	8/12/2004						0	5,000.000	79,720.00
666.666	TIME WARNER	$96,669.37 S	1/25/2000						0	666.666	96,669.37
1,666.668	TIME WARNER	$138,791.87 S	11/21/2001						0	1,666.668	138,791.87
2,666.667	TIME WARNER	$117,233.57 S	5/22/2002						0	2,666.667	117,233.57
167.000	TIME WARNER CABLE	$25,536.41 S	1/25/2000						0	167.000	25,536.41
418.000	TIME WARNER CABLE	$36,663.59 S	11/21/2001						0	418.000	36,663.59
669.000	TIME WARNER CABLE	$30,968.70 S	5/22/2002						0	669.000	30,968.70
100,000.000	UBS AG 5.875%	$103,144.00 B	12/3/2009						0	100,000.000	103,144.00
0.000	UBS AG 5.875%	$0.00 B	4/20/2010	8/3/12	104,144.50	R			0	100,000.000	104,144.50
220,000.000	UNION PACIFIC 5.45%	$228,813.20 B	5/29/2009				11/30/12	221,889.16	-6924.04	0.000	0.00
4,000.000	UNION PACIFIC CORP COM	$357,512.80 S	10/6/2011						0	4,000.000	357,512.80
1,667.000	UNITED PARCEL SVC CL B	$95,227.38 S	1/2/2001						0	1,667.000	95,227.38
833.000	UNITED PARCEL SVC CL B	$47,585.13 S	1/2/2001						0	833.000	47,585.13
2,500 000	UNITED PARCEL SVC CL B	$185,415.00 S	2/14/2005						0	2,500.000	185,415.00
0.000	UNITED PARCEL SVC CL B	$0.00 S	4/20/2010	8/3/12	410,010.00	R			0	6,000.000	410,010.00
200,000.000	US TREASURY NOTES 3 125%	$196,800.00 U	12/3/2009						0	200,000.000	196,800.00
0.000	VODAFONE GP PLC ADR	$0.00 S		3/1/13	254,000.00				0	10,000.000	254,000.00
3,000.000	WATERS CORP	$12,446.25 S	12/14/1995						0	3,000.000	12,446.25
8,000.000	WATERS CORP	$55,700.00 S	2/21/1997						0	8,000.000	55,700.00
16,000.000	WATERS CORP	$1,295,500.00 S	1/2/2001						0	16,000.000	1,295,500.00
0.000	WATERS CORP	$0.00 S	4/20/2010	8/3/12	855,000.00	R			0	12,000.000	855,000.00
10,000.000	WATTS WATER TECH	$352,118.00 S	7/13/2005						0	10,000.000	352,118.00
2,000.000	WATTS WATER TECH	$64,175.00 S	8/17/2005						0	2,000.000	64,175.00
3,000.000	WATTS WATER TECH	$84,515.10 S	11/17/2005						0	3,000.000	84,515.10
0.000	WATTS WATER TECH	$0.00 S	4/20/2010	8/3/12	511,350.00	R			0	15,000.000	511,350.00
6,000.000	WELLS FARGO	$184,374.30 S	11/17/2005						0	6,000.000	184,374.30
0.000	WELLS FARGO	$0.00 S	4/20/2010	8/3/12	200,670.00	R			0	6,000.000	200,670.00
150,000.000	WELLS FARGO 5.125%	$154,186.50 B	12/10/2009						0	150,000.000	154,186.50
0.000	WELLS FARGO 5.125%	$0.00 B	4/20/2010	8/3/12	207,832.80	R			0		207,832.80
0.000	WELLS FARGO 5.2% PFD	$0.00 S		8/10/12	125,000.00				0	5,000.000	125,000.00
5,000.000	XYLEM INC	$171,076.64 S	1/5/2007				5/7/13	276,753.78	105677.14	0.000	0.00
0.000	XYLEM INC	$0.00 S		8/3/12	162,272.97	R			0	5,000.000	162,272.97
6,000.000	YUM! BRANDS	$304,902.60 S	11/18/2010						0	6,000.000	304,902.60
2,000.000	YUM! BRANDS	$98,595.80 S	10/6/2011						0	2,000.000	98,595.80
0.000	YUM! BRANDS	$0.00 S		8/3/12	406,536.80	R			0	8,000.000	406,536.80
	cash	$1,243,707.00									7,330,221.86
		$34,474,890.95			$39,175,672.55			$4,831,835.67	-$24,536.05		$74,880,706.64

The Wasily Family Foundation, Inc.
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Year Ended 6/30/13

Name and Address	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					
Adamant Music School Gene Pica, Treasurer P.O. Box 22 Adamant, VT 05640				50,000	7/5/12
Incarnation Children's Center 142 Audubon Avenue New York, NY 10032				25,000	7/5/12
AMERICARES Mr. Robert Macauley - Chairman Donor Relations 161 Cherry Street New Canaan, CT 06840				50,000 50,000 25,000	7/5/12 11/7/12 5/29/13
Camp AMERIKIDS 88 Hamilton Avenue Stamford, CT 06902				20,000	7/5/12
Arthritis Foundation 1330 West Peachtree Street- Suite 100 Atlanta, GA 30309				40,000	7/5/12
Autism Speaks 5455 Wilshire Boulevard - Suite 2250 Los Angeles, CA 90036				25,000	7/5/12
The Bowery Mission 132 Madison Avenue New York, NY 10016				40,000	7/5/12
Covenant House 346 Wrst 17th Street New York, NY 10011-5002				40,000	7/5/12
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601				20,000	7/5/12
Good Sheperd Family Services 305 Seventh Avenue New York, NY 10001				40,000 20,000	7/5/12 7/5/12

The Wasily Family Foundation, Inc.
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Name and Address	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					
Heartshare Wellness Clinic 12 Metrotech Center, 29th Fl Brooklyn, NY 11201				30,000	7/5/12
International Rescue Committee 122 East 42nd Street New York, NY 10168				50,000	7/5/12
Make a Wish Foundation 1111 Maecus Avenue, Suite LL22 Lake Success, NY 11042				15,000	7/5/12
Memorial Sloan Kettering 1275 York Avenue New York, NY 10021				40,000	7/5/12
Little Sisters of the Poor 110-30 221st Street Queens Village, NY 11429-2597				30,000	7/5/12
Paulist Church Homeless Banquets The Church os St. Paul the Apostle 415 West 59th Street New York, NY 10019				15,000	7/5/12
National Down Syndrome Society 666 Broadway, 8th Floor New York, NY 10012				40,000	7/5/12
New York Foundling Hospital 590 Avenue of the Americas New York, NY 10011				50,000	7/5/12
Lighthouse 111 East 59th Street New York, NY 10022-1202				40,000	7/5/12
Salvation Army 120 West 14th Street New York, NY 10011-7393				40,000 50,000	7/5/12 11/7/12

The Wasily Family Foundation, Inc.
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Name and Address	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					
Servants of Relief for Incurable Cancer 600 Linda avenue Hawthorne, NY 10532				50,000	7/5/12
Adamant Community Cultural Foundation 1241 Haggett Road Adamant, VT 05640				10,000	7/5/12
Meals on Wheels 415 East 93rd Street New York, NY 10128				25,000	7/5/12
Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203				25,000	7/5/12
NY Special Olympics 504 Balltown Road Schenectady, NY 12304-2290				20,000	7/5/12
NYU Hospitals Center 1275 York Avenue New York, NY 10021				40,000	7/5/12
Boys Club of NY 287 East 10th Street New York, NY 10009				40,000	7/5/12
Resource Center for Community Development Directors of Developments 421 East 155th Street P.O. Box 954 Bronx, NY 10455				15,000	7/5/12
ALS Foundation 27001 Agoura Road - Suite 150 Calabasas Hills, CA 91301-5104				30,000	7/5/12
Third Street Music School 235 East 11th Street New York, NY 10003				20,000	7/5/12

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Name and Address	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					
YWCA 610 Lexington Avenue New York, NY 10022-6053				40,000	7/5/12
Channel Thirteen 450 West 33rd Street New York, NY 10001				40,000	7/5/12
City Harvest 575 8th Avenue, 4th Floor New York, NY 10018				25,000 30,000	11/23/12 6/5/13
American Red Cross 150 Amsterdam Avenue New York, NY 10023				25,000 30,000	5/29/13 6/5/13
Alzheimer's Association 919 North Michigan Avenue - Suite 1100 Chicago, IL 60611 - 1676				40,000	6/5/13
National Children's Leukemia 7316 Avenue U Brooklyn, NY 11234				20,000	6/5/13
Calvary Hospital 1740 Eastchester Road New York, NY 10461				40,000	6/5/13
American Heart Association 122 East 42nd Street New York, NY 10168-1898				40,000	6/5/13
American Cancer Socierty 1599 Clifton Road, NE Atlanta, GA 30329 - 4251				40,000	6/5/13
Parkinson's Disease Foundation 710 West 168th Street New York, NY 10032				40,000	6/5/13

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Name and Address	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					
Franciscan Friars of Atonement Graymoor, Route 9 P. O. Box 300 Garrison, NY 10524 - 0300				50,000	6/5/13
St. Jude Children's Research 501 St. Judes Place Memphis, TN 38105				50,000	6/5/13
Alexander Graham Bell 3417 Volta Place Washington, DC 20007				25,000	6/5/13
Doctors Without Borders 6 East 39th Street, 8th Floor New York, NY 10016				50,000	6/5/13
One Heartland 4425 N. Port Washington Rd. - Suite 107 Milwaukee, WI 53212				30,000	6/5/13
Bishop Loughlin Memorial High School 357 Clermont Avenue Brooklyn, NY 11238				25,000	6/5/13
St. Dominic's Family Service 343 East 137th Street Bronx, NY 10454 - 3903				40,000	6/5/13
York Street Project Jersey City, NJ 89 York Street Jersey City, NJ 07302				20,000	6/5/13
Beacon of Hope Lighthouse 116 East 16th Street, 5th Floor New York, NY 10003				20,000	6/5/13
Spence Chapin Family Services 6 East 94th Street New York, NY 10128 - 0698				40,000	6/5/13

The Wasily Family Foundation, Inc.
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Year Ended 6/30/13

Name and Address	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					
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509				40,000	6/5/13
Metropolitan Hospice of Greater NY 6323 7th Avenue Brooklyn, NY 11220				20,000	6/5/13
American Lung Association 1740 Broadway New York, NY 10019				20,000	6/5/13
United Cerebral Palsy 80 Maiden Lane, 8th Floor New York, NY 10038				20,000	6/5/13
Cardinal MCCloskey Services 2 Holland Avenue White Plains, NY 10603				50,000	6/5/13
Padre PIO Shelter - St. Francis House 427 East 155th Street Bronx, NY 10455				25,000	6/5/13
Saint Francis Breadline 135 West 31st Street New York, NY 10001				30,000	6/5/13
UNICEF 333 East 38th Street New York, NY 10016				30,000	6/5/13
Guide Dog Foundation 371 East Jericho Turnpike Smithtown, NY 11787				10,000	6/5/13
The New York Society for the 161 William Street New York, NY 10038				25,000	6/5/13

The Wasily Family Foundation, Inc.
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Name and Address	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					
Food Bank for New York City 355 Found Center Drive Bronx, NY 10474				30,000	6/5/13
March of Dimes of Greater New York 1275 Mamaroneck Avenue White Plains, NY 10605				20,000	6/5/13
Medical Mission for Children 35 Getty Avenue Building 400 Paterson, NJ 07503				20,000	6/5/13
Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, MD 20814				20,000	6/5/13
Kids In Crisis One Salem Street Cos Cob, CT 06807				25,000	6/5/13
Intrepid Fallen Heroes Fund One Intrepid Square West 46th Street & 12th Avenue New York, NY 10036				50,000	6/5/13
Little Sisters of the Poor - Jeanne 110-30 221st Street Queens Village, NY 11429 - 2597				25,000	6/5/13
Christian Foundation for Children One Elmwood Avenue Kansas City, KS 66103				40,000	6/5/13
Fisher House Foundation, Inc. 1401 Rockville Pike - Suite 600 Rockville, MD 20852				20,000	6/5/13
The V Foundation 106 Towerview Court Cary, NC 27513				20,000	6/5/13
			TOTAL	2,420,000	

THE WASILY FAMILY FOUNDATION
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SCHEDULE B, FORM 990PF
COST AND MARKET VALUE OF SECURITIES CONTRIBUTED TO THE FOUNDATION

NO. OF SHARES	SECURITY TITLE	COST	MARKET VALUE
7,200.000	3M	$612,612	$666,720
16,000.000	ABBOTT LABORATORIES	$849,360	$1,046,400
4,000.000	ALTRIA GROUP	$84,300	$135,840
200,000.000	AMER. EXPRESS 1.55% 11/24/14	$200,000	$201,542
5,000.000	AMERICAN EXPRESS	$229,525	$291,500
5,000.000	AMGEN DELAWARE	$302,500	$419,600
300,000.000	AMSOUTH BK 5.2% 4/1/15	$300,834	$309,000
7,000.000	APPLE INC	$1,722,718	$4,656,680
300,000.000	ARCELORMITTAL 5.25% 8/5/20	$298,798	$288,750
250,000.000	ARCELORMITTAL 6.25% 2/25/22	$258,148	$243,125
10,000.000	BAKER HUGHES	$494,800	$456,000
8,595.000	BANK OF AMERICA	$160,168	$68,674
300,000.000	BARCLAYS 4.25%	$300,000	$306,054
300,000.000	BARCLAYS BANK 4% 7/22/18	$300,000	$298,653
6,000.000	BAXTER INTL	$357,720	$352,080
3,500.000	BERKSHIRE HATHAWAY	$279,020	$295,190
300,000.000	BK OF AMERICA 5.1% 4/27/16	$300,000	$296,901
8,000.000	BK OF NY MELLON	$255,440	$180,320
100,000.000	BMW BK NA CD 3%	$100,474	$103,993
10,000.000	BOEING COMPANY	$714,650	$714,000
5,000.000	BP PLC - SPONS.ADR	$302,475	$210,300
10,000.000	BRISTOL MYERS SQUIBB	$256,188	$330,100
3,500.000	BROADCOM CORP A	$117,137	$124,355
5,000.000	CISCO SYSTEMS	$136,275	$95,400
12,000.000	COCA COLA CO	$328,830	$448,800
16,000.000	COLGATE PALMOLIVE	$673,920	$1,700,960
9,000.000	CORNING, INC	$179,910	$107,910
4,000.000	CUMMINS INC	$358,892	$388,440
6,000.000	DEERE & CO	$432,507	$450,660
200,000.000	DEERE & CO INC 4.375%	$201,466	$233,050
5,000.000	DEVON ENERGY	$333,300	$289,150
12,000.000	DISNEY, WALT	$437,580	$593,640
10,500.000	DOVER CORP	$507,150	$607,005
300,000.000	DOW CHEMICAL 4.35% 9/15/21	$300,000	$300,891
7,000.000	DU PONT E I DE NEMOURS	$399,350	$348,250
5,000.000	DU PONT E I DE NEMOURS	$197,050	$248,750
3,000.000	EATON CORP	156,684.90	$134,160
5,000.000	ELI LILLY	$182,775	$224,550
20,000.000	EMERSON ELECTRIC	$1,039,900	$1,014,400
500.000	ENGILITY HOLDINGS	8,191.71	$9,255
8,000.000	EXXON MOBIL	$550,880	$698,400
3,000.000	FEDEX CORP	$277,665	$262,890

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SCHEDULE B, FORM 990PF
COST AND MARKET VALUE OF SECURITIES CONTRIBUTED TO THE FOUNDATION

NO. OF SHARES	SECURITY TITLE	COST	MARKET VALUE
2,000.000	FEDEX CORP	$119,188	$175,260
4,000.000	FLUOR CORP	$207,420	$206,000
200,000.000	FORD MOTOR CREDIT 4.25%	200,000.00	$199,486
400,000.000	GEN ELEC CAP STEPS 4.25%	402,374.00	$400,876
250,000.000	GENERAL ELECTRIC 5% 12/15/18	$239,116	$276,228
250,000.000	GEN ELEC CAP MTN 5.05%	$239,116	$276,228
300,000.000	GENERAL ELECTRIC MTN 5.35%	291,066.30	$300,471
300,000.000	GOLDMAN SACHS GP 5.625%	$301,438	$325,095
500,000.000	GOLDMAN SACHS 3.00%	500,000.00	$500,000
12,000.000	HALLIBURTON	$393,000	$393,120
300,000.000	HEWLETT PACKARD 4.05%	$301,200	$292,698
2,000.000	HILLSHIRE BRANDS (FORMERLY SARA LEE)	$57,073	$52,140
250,000.000	HOME DEPOT INC 5.4%	$271,707	$290,058
15,000.000	HONEYWELL INTL	$691,125	$876,750
150,000.000	HSBC BK USA 4.875% 8/24/20	$145,471	$159,276
300,000.000	HSBC FIN CORP 3.1% 9/15/15	$300,000	$302,511
100,000.000	HSBC FIN CORP 3.75%	$97,125	$100,238
4,000.000	I B M	$517,180	$779,400
5,000.000	INTEL CORP	$120,375	$124,150
2,500.000	ITT CORP	53,940.76	$49,750
5,000.000	ITT ELEXIS	65,461.27	$50,500
15,000.000	J P MORGAN CHASE	$687,825	$557,100
250,000.000	J P MORGAN CHASE 3.15%	$250,000	$264,665
250,000.000	J P MORGAN CHASE 4.75%	267,391.50	$256,730
8,000.000	JACOBS ENGINEERING	$378,440	$316,320
33,000.000	JOHNSON & JOHNSON	$2,176,845	$2,225,190
4,000.000	KIMBERLY CLARK CORP	$249,080	$20,823,088
3,000.000	L-3 COMMUNICATIONS	$288,660	$210,720
5,000.000	MCDONALDS CORP	$351,350	$447,450
200,000.000	MET TRANS AUTH NY 4.3%	$216,738	$209,312
25,000.000	MORGAN STANLEY	$250,000	$296,375
4,000.000	MORGAN STANLEY	$119,920	$60,000
300,000.000	MORGAN STANLEY 5.375%	$312,074	$315,849
300,000.000	MORGAN STANLEY V/R 11/9/18	$300,000	$27,561,000
100,000.000	NATL CITY BK INDIANA 4.25%	$94,251	$111,451
300,000.000	NATL RURAL UTILITIES 2.35%	$300,000	$306,072
8,000.000	NIKE CL B	$609,920	$778,880
4,000.000	NOVARTIS AG ADR	$213,920	$236,040
4,000.000	NOVARTIS AG ADR	$233,901	$236,040
4,000.000	PEPSICO	$264,240	$289,720
1,000.000	PEPSICO	$62,669	$72,430
8,000.000	PHILLIP MORRIS INTL	$210,140	$714,400

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SCHEDULE B, FORM 990PF
COST AND MARKET VALUE OF SECURITIES CONTRIBUTED TO THE FOUNDATION

NO. OF SHARES	SECURITY TITLE	COST	MARKET VALUE
25,600.000	PROCTER & GAMBLE	$1,619,456	$1,720,064
100,000.000	UBS AG 5.875%	$104,145	$108,550
6,000.000	UNITED PARCEL SVC CL B	$410,010	$442,860
12,000.000	WATERS CORP	$855,000	$962,280
15,000.000	WATTS WATER TECH	$511,350	$549,750
6,000.000	WELLS FARGO	$200,670	$204,180
200,000.000	WELLS FARGO 5.125%	$207,833	$226,906
5,000.000	XYLEM INC	$162,273	$121,450
8,000.000	YUM! BRANDS	$406,537	$509,760
		$33,327,206.02	$87,417,203.55

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
STATEMENT ATTACHED			Purchase				
			$	$ 24,536	$	$	$ -24,536
Total			$ 0	$ 24,536	$ 0	$ 0	$ -24,536

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGMT	$ 807,432	$ 645,946	$	$ 161,486
Total	$ 807,432	$ 645,946	$ 0	$ 161,486

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FGN TAX W/H FROM DIVIDENDS	$ 5,824	$ 5,824	$	$
Total	$ 5,824	$ 5,824	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
CUSTODY FEES	25,415	25,415		
STATUTORY REPRESENTATION	1,079			1,079
FILING FEES	191			191
ADR FEE	80	80		
Total	$ 26,765	$ 25,495	$ 0	$ 1,270

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 196,800	$ 413,538	Cost	$ 419,938
Total	$ 196,800	$ 413,538		$ 419,938

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 28,788,380	$ 57,301,381	Cost	$ 85,944,829
Total	$ 28,788,380	$ 57,301,381		$ 85,944,829

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 4,246,004	$ 9,835,566	Cost	$ 9,259,901
Total	$ 4,246,004	$ 9,835,566		$ 9,259,901

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐

• 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. THE WASILY FAMILY FOUNDATION, INC	Employer identification number (EIN) or 13-3503227
	Number, street, and room or suite no If a P.O. box, see instructions. 2711 CENTERVILLE ROAD, PMB 1041	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WILMINGTON, DE 19808	

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 ▶ MR, PATRICK MOLONEY, 2711 CENTERVILLE ROAD, WILMINGTON, DE 19808

Telephone No. ▶ 631-979-2142 FAX No. ▶ 631-979-2146

• 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 FEB 15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☑ tax year beginning JULY 1 , 20 12 , and ending JUNE 30 , 20 13 .

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	$ 40,000 00
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	$ 0 00
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	$ 40,000.00

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.

EFTPS Acknowledgment #
20959720 dated 11/14/2013