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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

7/1/2012

, and ending

6/30/2013

Name of foundation

THE BLUEYES FOUNDATION

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

8597 SE COCONUT STREET

City or town, state, and ZIP code

HOBE SOUND

FL

33455

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c),
line 16) ▶ \$

2,203,968

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

22-3771326

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☐D 1. Foreign organizations, check here ▶ ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ▶ ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	99,824			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	54,077	54,077	54,077	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	25,845			
	b	Gross sales price for all assets on line 6a 1,190,074				
	7	Capital gain net income (from Part IV, line 2)		25,845		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances 4,460				
Operating and Administrative Expenses	b	Less Cost of goods sold 3,550				
	c	Gross profit or (loss) (attach schedule)	910		910	
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	180,656	79,922	54,987	
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	21,000	21,000	21,000	21,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	678	678	678	678
	19	Depreciation (attach schedule) 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	21,678	21,678	21,678	21,678
	25	Contributions, gifts, grants paid	102,850			102,850
	26	Total expenses and disbursements. Add lines 24 and 25	124,528	21,678	21,678	124,528
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	56,128			
	b	Net investment income (if negative, enter -0-)		58,244		
	c	Adjusted net income (if negative, enter -0-)			33,309	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	4,036	2,445	2,445
	2 Savings and temporary cash investments	370,918	60,907	60,907
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,723,958	2,091,687	2,140,616
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,098,912	2,155,039	2,203,968
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	2,098,912	2,155,039	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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)	2,098,912	2,155,039	
	31 Total liabilities and net assets/fund balances (see instructions)	2,098,912	2,155,039	

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	2,098,912
2	Enter amount from Part I, line 27a	2	56,128
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,155,040
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,155,039

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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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 of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

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	25,845
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	-34,140

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	132,042	2,141,052	0.061672
2010	91,577	2,151,182	0.042571
2009	61,039	1,680,142	0.036330
2008	109,855	1,531,483	0.071731
2007	96,456	1,825,452	0.052840

2 Total of line 1, column (d)	2	0.265144
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	0.053029
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,214,254
5 Multiply line 4 by line 3	5	117,420
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	582
7 Add lines 5 and 6	7	118,002
8 Enter qualifying distributions from Part XII, line 4 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	8	124,528

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 instructions)		1	582
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	582
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	582
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	3	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	585	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

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 Instructions for the 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 Form 1120-POL 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. \$ (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		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 Form 990-T 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 year? If "Yes," complete Part II, col (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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 ► N/A	13	X	
14	The books are in care of ► DAVID AND KAREN TOWNSEND Telephone no ► Located at ► 8597 SE COCONUT STREET HOBE SOUND FL ZIP+4 ► 33455			
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			
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 X	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? (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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
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? <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	N/A
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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)?

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?

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

☐ Yes ☐ No**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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A

6b X

7b N/A

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
KAREN TOWNSEND 8597 SE COCONUT STREET HOBE SOUND, F	TRUSTEE	0		
DAVID TOWNSEND 8597 SE COCONUT STREET HOBE SOUND, F	TRUSTEE	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

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

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

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

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

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,983,176
b	Average of monthly cash balances	1b	264,798
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,247,974
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,247,974
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,720
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,214,254
6	Minimum investment return. Enter 5% of line 5	6	110,713

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	110,713
2a	Tax on investment income for 2012 from Part VI, line 5	2a	582
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	582
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,131
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	110,131
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	110,131

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	124,528
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	124,528
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	582
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,946

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				110,131
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
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			2,992	
e From 2011			26,345	
f Total of lines 3a through e	29,337			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 124,528				
a Applied to 2011, but not more than line 2a				
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				110,131
e Remaining amount distributed out of corpus	14,397			
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	43,734			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
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	43,734			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010			2,992	
d Excess from 2011			26,345	
e Excess from 2012			14,397	

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 BLUEYES FOUNDATION

22-3771326

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 BLUEYES FOUNDATION

Employer identification number
22-3771326

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	DAVID AND KAREN TOWNSEND 8597 SE COCONUT STREET HOBE SOUND FL 33455 Foreign State or Province _____ Foreign Country _____	\$ 99,824	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE BLUEYES FOUNDATION

Employer identification number
22-3771326

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	583 SH VANGUARD CAPITAL OPPORTUNITY FD 2000 SH SCHWAB 100 FUND	\$ 99,824	11/29/2012
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization
THE BLUEYES FOUNDATION

Employer identification number
22-3771326

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations

total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc.,

contributions of \$1,000 or less for the year. (Enter this information once See instructions)

► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PSU NITTANY LION CLUB

Street

ONE OLD MAIN

City

UNIVERSITY CITY

State

PA

Zip Code

16802

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

1,000

Name

SUSAN G KOMEN FOR THE CURE

Street

5005 LBJ FREEWAY, SUITE 250

City

DALLAS

State

TX

Zip Code

75244

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

2,000

Name

CONSERVE WILDLIFE FOUNDATION

Street

501 E STATE STREET

City

TRENTON

State

NJ

Zip Code

08609

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

200

Name

STRATHMERE UNITED METHODIST CHURCH

Street

109 S COMMONWEALTH AVENUE

City

STRATHMERE

State

NJ

Zip Code

08248

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

10,450

Name

CHILDRENS HOSPITAL OF PHILADELPHIA

Street

34TH STREET & CIVIC CENTER BLVD

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

1,000

Name

COMMUNITY FOOD BANK OF NJ

Street

6735 BLACK HORSE PIKE

City

EGG HARBOR TWP

State

NJ

Zip Code

08234

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NJ ACADEMY OF AQUATIC SCIENCES

Street

1 RIVER DRIVE

City

CAMDEN

State

NJ

Zip Code

08103

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

500

Name

TRINITY PRESBYTERIAN CHURCH

Street

499 MARLTON PIKE EAST

City

CHERRY HILL

State

NJ

Zip Code

08034

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

6,000

Name

WATER FOR WASLALA

Street

2000 FRIEDENBURG ROAD

City

READING

State

PA

Zip Code

19606

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

500

Name

PENN STATE SOUTHERN NJ CHAPTER

Street

704 SWEETWATER DR

City

CINNAMINSON

State

NJ

Zip Code

08077

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution****Amount**

100

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 10 (990-PF) - Gross Profit

		4,460	3,550	910
Inventory Type		Gross Sales Less Returns and Allowances	Cost of Goods Sold	Gross Profit or Loss
1	PHOTOGRAPHS	4,460	3,550	910

Part I, Line 16c (990-PF) - Other Professional Fees

		21,000	21,000	21,000	21,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	PINNACLE FINANCIAL ADVISORS, LLC	21,000	21,000	21,000	21,000

Part I, Line 18 (990-PF) - Taxes

		678	678	678	678
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Income Tax	678	678	678	678

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		1,723,958	2,091,687	1,731,406	2,140,616
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description		Num. Shares/ Face Value			
1	ARBITRAGE FUND		101,084	101,075	
2	ABERDEEN EMERGING MARKETS		0	0	215,284
3	BBH CORE SELECT		0	0	191,710
4	DOUBLELINE TOTAL RETURN BOND		107,840	107,253	114,832
5	IPATH S&P 500		112,823	92,581	
6	ISHARES DJ US OIL EQUIP		42,886	34,911	
7	ISHARES MSCI CANADA INDEX		58,093	59,096	
8	LEUTHOLD GLOBAL		84,960	87,448	
9	LONGLEAF PARTNERS FUND		47,078	62,046	
10	LOOMIS SAYLES BOND		62,382	86,311	66,546
11	MATTHEWS ASIA PACIFIC EQUITY		80,480	82,718	265,644
12	MORGAN STANLEY FRONTIER EMERGING		126,425	118,356	
13	PIMCO ALL ASSET ALL AUTHORITY		42,621	40,436	
14	PIMCO EMERGING LOCAL MARKETS		141,636	144,866	94,910
15	PIMCO GLOBAL ADVANTAGE STRATEGY		105,484	107,532	124,570
16	PIMCO SENIOR FLOATING RATE		148,897	149,893	126,070
17	PIMCO UNCONSTRAINED BOND FUND		101,906	110,816	166,175
18	SPDR GOLD SHARES		104,205	101,650	78,374
19	THORNBURG INTERNATIONAL VALUE		102,348	102,097	252,053
20	VANGUARD ENERGY		134,075	118,216	
21	VANGUARD S&P 500 INDEX		2,780	3,541	
22	WESTPORT SELECT		15,955	20,564	58,452
23	SCHWAB FUNDAMENTAL EM LARGE				71,496
24	STRALEM EQUITY				183,645
25	WELLS FARGO ADVANTAGE				130,855

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	ROUNDING	1	1
2	Total	2	1

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Long Term CG Distributions	27,843				1,157,377		0	0	1,164,229	-6,852	0	0	-6,852
Short Term CG Distributions	4,854												
1		P	4/22/2010	1/30/2013	71,453			80,091	-2,638	0	0	0	-2,638
2		P	7/19/2010	1/30/2013	9,902			10,020	-118	0	0	0	-118
3		P	2/4/2011	1/30/2013	10,818			10,973	-155	0	0	0	-155
4		P	11/15/2012	1/30/2013	7,473			7,520	-47	0	0	0	-47
5		P	8/10/2011	8/30/2012	5,000			4,961	39	0	0	0	39
6		P	2/10/2012	7/12/2012	26,467			34,060	-7,593	0	0	0	-7,593
7		P	2/10/2012	7/20/2012	18,046			23,744	-5,698	0	0	0	-5,698
8		P	2/10/2012	7/23/2012	22,228			28,274	-6,046	0	0	0	-6,046
9		P	2/10/2012	9/19/2012	16,525			26,746	-10,221	0	0	0	-10,221
10		P	2/10/2012	11/15/2012	35,922			42,886	-6,964	0	0	0	-6,964
11		P	1/22/2010	11/15/2012	55,064			52,015	3,039	0	0	0	3,039
12		P	7/19/2010	11/15/2012	6,365			6,078	287	0	0	0	287
13		P	2/16/2010	1/31/2012	1,891			1,654	237	0	0	0	237
14		P	3/11/2010	1/31/2013	19,706			18,030	1,676	0	0	0	1,676
15		P	3/25/2010	1/31/2013	123			112	11	0	0	0	11
16		P	11/24/2010	1/31/2013	1,975			1,873	102	0	0	0	102
17		P	11/24/2010	1/31/2013	2,327			2,207	120	0	0	0	120
18		P	12/30/2010	1/31/2013	251			244	7	0	0	0	7
19		P	6/23/2011	1/31/2013	392			387	5	0	0	0	5
20		P	9/22/2011	1/31/2013	160			142	18	0	0	0	18
21		P	11/29/2011	1/31/2013	971			850	121	0	0	0	121
22		P	12/29/2011	1/31/2013	683			602	81	0	0	0	81
23		P	3/22/2012	1/31/2013	150			142	8	0	0	0	8
24		P	1/3/2013	1/31/2013	5,137			5,020	117	0	0	0	117
25		P	2/16/2010	6/21/2013	50,734			44,202	6,532	0	0	0	6,532
26		P	7/20/2010	6/21/2013	16,929			14,515	2,414	0	0	0	2,414
27		P	7/28/2009	11/15/2012	41,310			33,209	8,101	0	0	0	8,101
28		P	12/16/2009	11/15/2012	17			16	1	0	0	0	1
29		P	3/11/2010	11/15/2012	11,789			11,824	-35	0	0	0	-35
30		P	12/29/2010	11/15/2012	262			294	-32	0	0	0	-32
31		P	11/8/2012	11/15/2012	1,350			1,457	-107	0	0	0	-107
32		P	12/29/2011	11/15/2012	262			277	-15	0	0	0	-15
33		P	1/30/2009	8/30/2012	5,000			3,574	1,426	0	0	0	1,426
34		P	1/3/2013	1/30/2013	12,031			11,992	39	0	0	0	39
35		P	1/30/2009	6/21/2013	17,140			12,035	5,105	0	0	0	5,105
36		P	11/15/2012	6/21/2013	17,866			17,938	-72	0	0	0	-72
37		P	1/3/2013	6/21/2013	1,993			2,036	-43	0	0	0	-43
38		P	2/4/2011	8/30/2012	5,827			6,616	-789	0	0	0	-789
39		P	4/27/2010	11/15/2012	11,955			10,801	1,154	0	0	0	1,154
40		P	4/28/2010	11/15/2012	15,374			13,781	1,593	0	0	0	1,593
41		P	4/28/2010	11/15/2012	8,045			7,210	835	0	0	0	835
42		P	5/7/2010	11/15/2012	44,497			37,267	7,230	0	0	0	7,230
43		P	7/19/2010	11/15/2012	6,026			5,110	916	0	0	0	916
44		P	2/4/2011	11/15/2012	20,876			20,876	-975	0	0	0	-975

CCH Small Firm Services All rights reserved

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
45 MORGAN STANLEY FRONTIER		P	10/28/2011	11/15/2012	29,081			24,165	4,916	0	0	0	4,916
46 PIMCO ALL ASSET		P	9/29/2005	8/30/2012	7,000			7,155	-155	0	0	0	-155
47 PIMCO ALL ASSET		P	9/28/2005	11/15/2012	21,000			20,920	80	0	0	0	80
48 PIMCO ALL ASSET		P	9/29/2005	1/30/2013	11,868			11,925	-57	0	0	0	-57
49 PIMCO ALL ASSET		P	12/14/2005	1/30/2013	63			62	1	0	0	0	1
50 PIMCO ALL ASSET		P	12/29/2005	1/30/2013	1,552			1,505	47	0	0	0	47
51 PIMCO ALL ASSET		P	3/21/2006	1/30/2013	103			98	5	0	0	0	5
52 PIMCO ALL ASSET		P	6/22/2006	1/30/2013	343			317	26	0	0	0	26
53 PIMCO ALL ASSET		P	12/13/2006	1/30/2013	2			2	0	0	0	0	0
54 PIMCO ALL ASSET		P	12/13/2006	1/30/2013	71			70	1	0	0	0	1
55 PIMCO ALL ASSET		P	12/10/2008	1/30/2013	562			458	104	0	0	0	104
56 PIMCO ALL ASSET		P	12/8/2010	1/30/2013	111			108	3	0	0	0	3
57 PIMCO EMERGING LOCAL BD		P	3/11/2010	11/15/2012	19,651			18,710	941	0	0	0	941
58 PIMCO EMERGING LOCAL BD		P	4/22/2010	11/15/2012	19,064			18,585	478	0	0	0	478
59 PIMCO EMERGING LOCAL BD		P	3/11/2010	1/30/2013	5,274			4,925	349	0	0	0	349
60 PIMCO EMERGING LOCAL BD		P	1/8/2013	1/30/2013	5,993			6,020	-27	0	0	0	-27
61 PIMCO GLOBAL ADVANTAGE		P	11/15/2012	1/30/2013	20,058			20,069	-11	0	0	0	-11
62 PIMCO GLOBAL ADVANTAGE		P	11/15/2012	6/21/2013	35,000			37,197	-2,197	0	0	0	-2,197
63 PIMCO INVESTMENT GRADE CORP		P	11/15/2012	1/30/2013	65,055			66,800	-1,745	0	0	0	-1,745
64 PIMCO SENIOR FLOATING RATE		P	1/20/2012	11/15/2012	19,000			18,607	393	0	0	0	393
65 PIMCO SENIOR FLOATING RATE		P	1/20/2012	1/30/2013	8,009			7,746	263	0	0	0	263
66 PIMCO SENIOR FLOATING RATE		P	1/8/2013	1/30/2013	8,534			8,520	14	0	0	0	14
67 PIMCO UNCONSTRAINED BOND		P	7/19/2010	8/30/2012	7,000			6,770	230	0	0	0	230
68 PIMCO UNCONSTRAINED BOND		P	11/15/2012	1/30/2013	1,862			1,889	-37	0	0	0	-37
69 PIMCO UNCONSTRAINED BOND		P	11/15/2012	1/30/2013	17,538			17,538	0	0	0	0	0
70 SCHWAB 1000 FUND		P	11/28/2012	1/8/2013	78,760			80,000	-1,240	0	0	0	-1,240
71 SPDR GOLD TRUST		P	8/11/2011	11/15/2012	5,799			5,966	-167	0	0	0	-167
72 SPDR GOLD TRUST		P	12/14/2011	11/15/2012	1,988			1,901	87	0	0	0	87
73 VANGUARD CAPITAL OPPORTUNITY		P	11/29/2012	1/8/2013	20,010			19,824	186	0	0	0	186
74 VANGUARD ENERGY		P	4/17/2006	11/15/2012	30,731			35,000	-4,269	0	0	0	-4,269
75 VANGUARD ENERGY		P	11/17/2006	11/15/2012	6,533			7,343	-810	0	0	0	-810
76 VANGUARD ENERGY		P	12/19/2006	11/15/2012	937			1,067	-130	0	0	0	-130
77 VANGUARD ENERGY		P	5/16/2007	11/15/2012	13,570			16,769	-3,199	0	0	0	-3,199
78 VANGUARD ENERGY		P	12/17/2007	11/15/2012	286			388	-102	0	0	0	-102
79 VANGUARD ENERGY		P	12/17/2007	11/15/2012	3,259			4,410	-1,151	0	0	0	-1,151
80 VANGUARD ENERGY		P	3/27/2008	11/15/2012	2,184			2,864	-680	0	0	0	-680
81 VANGUARD ENERGY		P	11/17/2006	6/21/2013	7,640			8,119	-479	0	0	0	-479
82 VANGUARD ENERGY		P	2/16/2007	6/21/2013	28,548			30,000	-1,452	0	0	0	-1,452
83 VANGUARD ENERGY		P	3/21/2007	6/21/2013	161			180	-19	0	0	0	-19
84 VANGUARD ENERGY		P	3/21/2007	6/21/2013	1,211			1,264	-53	0	0	0	-53
85 VANGUARD ENERGY		P	12/16/2008	6/21/2013	1,398			1,052	346	0	0	0	346
86 VANGUARD ENERGY		P	3/22/2010	6/21/2013	132			128	4	0	0	0	4
87 VANGUARD ENERGY		P	3/22/2010	6/21/2013	548			530	18	0	0	0	18
88 VANGUARD ENERGY		P	7/20/2010	6/21/2013	4,888			4,430	458	0	0	0	458
89 VANGUARD ENERGY		P	12/16/2011	6/21/2013	309			292	17	0	0	0	17
90 VANGUARD ENERGY		P	12/16/2011	6/21/2013	3,564			3,368	196	0	0	0	196
91 VANGUARD ENERGY		P	3/21/2012	6/21/2013	1,786			1,853	-67	0	0	0	-67
92 VANGUARD ENERGY		P	6/27/2012	6/21/2013	15,030			15,030	0	0	0	0	0
93 VANGUARD ENERGY		P	1/8/2013	6/21/2013	5,541			5,251	290	0	0	0	290

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
94 VANGUARD S&P 500		P	7/16/2010	11/15/2012	3,427			2,702	725	0	0	0	725
95 VANGUARD S&P 500		P	3/24/2011	11/15/2012	14			14	0	0	0	0	0
96 VANGUARD S&P 500		P	6/23/2011	11/15/2012	16			15	1	0	0	0	1
97 VANGUARD S&P 500		P	9/22/2011	11/15/2012	18			15	3	0	0	0	3
98 VANGUARD S&P 500		P	12/22/2011	11/15/2012	20			18	2	0	0	0	2
99 VANGUARD S&P 500		P	3/23/2012	11/15/2012	15			15	0	0	0	0	0