Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: ISAIAH 61 FOUNDATION

A Employer identification number: 14-1827942

Number and street (or P O box number if mail is not delivered to street address): PO BOX 5505

Room/suite:

B Telephone number (see instructions): (518) 563-6327

City or town, state, and ZIP code: BURLINGTON, VT 05402-5505

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: [X] 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)* ▶ $ 13,859,006.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	900			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	359,070.	359,070.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	142,812.			
	b Gross sales price for all assets on line 6a 782,071.				
	7 Capital gain net income (from Part IV, line 2)		142,812.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	5,289.	5,289.		
	12 **Total.** Add lines 1 through 11	508,071.	507,171.		
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) ATCH 3	650.			650.
	b Accounting fees (attach schedule) ATCH 4	3,434.			3,434.
	c Other professional fees (attach schedule) *	89,085.	89,085.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	31,975.	7,803.		25,862.
	19 Depreciation (attach schedule) and depletion	216,924.			
	20 Occupancy				
	21 Travel, conferences, and meetings	1,674.			1,674.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	27,749.			27,749.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	371,491.	96,888.		59,369.
	25 Contributions, gifts, grants paid	501,165.			501,165.
	26 **Total expenses and disbursements.** Add lines 24 and 25	872,656.	96,888.	0	560,534.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-364,585.			
	b **Net investment income** (if negative, enter -0-)		410,283.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions** *ATCH 5 Form **990-PF** (2012)

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	767,503.	73,426.	73,426.
2	Savings and temporary cash investments	172,378.	181,427.	181,427.
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 ATCH 8	7,283.	4,788.	4,788.
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 9	9,067,752.	10,597,247.	10,597,247.
c	Investments - corporate bonds (attach schedule) ATCH 10	593,418.	302,369.	302,369.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 3,802,691.			
	Less accumulated depreciation (attach schedule) ▶ 1,127,942.	2,871,725.	2,674,749.	2,674,749.
15	Other assets (describe ▶ ATCH 11)	25,000.	25,000.	25,000.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,505,059.	13,859,006.	13,859,006.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
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	13,505,059.	13,859,006.	
30	**Total net assets or fund balances** (see instructions)	13,505,059.	13,859,006.	
31	**Total liabilities and net assets/fund balances** (see instructions)	13,505,059.	13,859,006.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,505,059.
2	Enter amount from Part I, line 27a	2	-364,585.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	718,532.
4	Add lines 1, 2, and 3	4	13,859,006.
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	13,859,006.

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 PART IV SCHEDULE			
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	142,812.
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	0

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	593,408.	10,025,742.	0.059188
2010	402,324.	9,264,194.	0.043428
2009	459,227.	8,567,547.	0.053601
2008	442,555.	8,198,334.	0.053981
2007	747,788.	2,544,821.	0.293847

2	**Total** of line 1, column (d)	2	0.504045
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	0.100809
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,714,594.
5	Multiply line 4 by line 3	5	1,080,128.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,103.
7	Add lines 5 and 6	7	1,084,231.
8	Enter qualifying distributions from Part XII, line 4	8	560,534.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,206.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	8,206.
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	8,206.
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: 5,125.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,125.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	144.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,225.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **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?	4b		X
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) ▶ NY,VT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PAULA ANDERSON Telephone no ▶ 802-383-2676

Located at ▶PO BOX 5505 BURLINGTON, VT ZIP+4 ▶ 05402-5505

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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b X (No)

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

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

(a) Name and address	(b) Title, and 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
ATCH 13		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 ▶

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	10,280,393.
b	Average of monthly cash balances	1b	597,367.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,877,760.
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	10,877,760.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	163,166.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,714,594.
6	**Minimum investment return.** Enter 5% of line 5	6	535,730.

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	535,730.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,206.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,206.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	527,524.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	527,524.
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	527,524.

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	560,534.
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	560,534.
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	560,534.

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				527,524.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 691,525.				
b From 2008 ... 36,576.				
c From 2009 ... 34,850.				
d From 2010				
e From 2011 ... 98,607.				
f Total of lines 3a through e	861,558.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 560,534.				
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				527,524.
e Remaining amount distributed out of corpus	33,010.			
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	894,568.			
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				
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)	691,525.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	203,043.			
10 Analysis of line 9				
a Excess from 2008 ... 36,576.				
b Excess from 2009 ... 34,850.				
c Excess from 2010				
d Excess from 2011 ... 98,607.				
e Excess from 2012 ... 33,010.				

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

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

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

	Tax year	Prior 3 years			
	(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))

ANDREW J. SCHONBEK

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

NONE

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

Check here ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . ▶ **3a**				501,165.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	359,070.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	142,812.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	5,289.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				507,171.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 507,171.

(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.)

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		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

Sign Here

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

Signature of officer or trustee — Date: Nov 14/13 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN J. DANAHER		11-14-13		P00717296

Firm's name ▶ DANAHER ATTIG & PLANTE PLC — Firm's EIN ▶ 20-3682035

Firm's address ▶ 150 KENNEDY DR, PO BOX 2166, SOUTH BURLINGTON, VT 05407-2166 — Phone no 802-383-0399

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100000 SHS AT&T INC PROPERTY TYPE: SECURITIES				P	01/30/2009	09/14/2012
105,883.		100,434.					5,449.	
		1725 SHS BAYER AG SPON ADR PROPERTY TYPE: SECURITIES				P	VARIOUS	11/12/2012
144,821.		93,964.					50,857.	
		74000 SHS CONOCOPHILLIPS PROPERTY TYPE: SECURITIES				P	01/30/2009	08/02/2012
78,310.		74,256.					4,054.	
		340 SHS DIAGEO PLC SPON ADR PROPERTY TYPE: SECURITIES				P	06/30/2009	VARIOUS
38,202.		19,610.					18,592.	
		1.166 SHS ENBRIDGE ENERGY MGMT LLC PROPERTY TYPE: SECURITIES				P	09/22/2009	VARIOUS
36.		22.					14.	
		1.372 SHS KINDER MORGAN MGMT LLC PROPERTY TYPE: SECURITIES				P	05/08/2009	VARIOUS
98.		45.					53.	
		5335 SHS KONINKLIJKE PHIL EL SP ADR PROPERTY TYPE: SECURITIES				P	VARIOUS	07/20/2012
105,339.		109,937.					-4,598.	
		280 SHS AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES				P	05/07/2009	01/24/2012
24,563.		17,519.					7,044.	
		1490 SHS AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES				P	VARIOUS	05/21/2012
118,559.		91,524.					27,035.	
		CASH IN LIEU - ENBRIDGE ENERGY MANAGEMEN PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
15.		9.					6.	
		100000 HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	02/24/2009	02/24/2012
100,000.		100,000.						
		CASH IN LIEU - KINDER MORGAN MANAGEMENT PROPERTY TYPE: SECURITIES				P	05/08/2009	02/14/2012
20.		9.					11.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250 SHS MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	05/06/2009	01/24/2012
24,851.		13,415.					11,436.	
		.44 SHS NORTHEAST UTILITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	04/10/2012
16.		10.					6.	
		415 PPG INDUSTRIES INC PROPERTY TYPE: SECURITIES				P	05/08/2009	05/23/2012
41,358.		18,505.					22,853.	
TOTAL GAIN(LOSS)							142,812.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY - DIVIDENDS	334,236.	334,236.
MORGAN STANLEY SMITH BARNEY - INTEREST	24,834.	24,834.
TOTAL	359,070.	359,070.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY-OTHER INCOME	5,289.	5,289.
TOTALS	5,289.	5,289.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL	650.			650.
TOTALS	650.			650.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING	3,434.			3,434.
TOTALS	3,434.			3,434.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	89,085.	89,085.
TOTALS	89,085.	89,085.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY TAXES	25,862.		25,862.
EXCISE TAXES	-1,690.		
FOREIGN TAXES	7,803.	7,803.	
TOTALS	31,975.	7,803.	25,862.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BANK SERVICE CHARGES	10.	10.
GENERAL PROPERTY INSURANCE	10,703.	10,703.
REPAIRS & MAINTENANCE	16,922.	16,922.
POSTAGE & DELIVERY	114.	114.
TOTALS	27,749.	27,749.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID INSURANCE	4,788.	4,788.
TOTALS	4,788.	4,788.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT A	10,597,247.	10,597,247.
TOTALS	10,597,247.	10,597,247.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT A	302,369.	302,369.
TOTALS	302,369.	302,369.

Holdings

Investment Management Services Basic Securities Acct. 383-120489-035 ISAIAH 61 FOUNDATION ATTN: ANDREW SCHONBEK

This section reflects the impact of positions purchased/sold on a trade date basis and will include positions purchased and omit positions sold in the current month Please see the 'Unsettled Purchases/Sales Activity" section for more information
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date
Estimated annual Income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual Income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an Investment. It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products please see "Special Considerations Regarding Structured Products" in the Disclosures
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event all or a portion of a Global Currency Deposit position is unsettled as of month end this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$6,542 01			
MS LIQUID ASSET FUND	51,465 33	5.15	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	0.5%	$58,007.34	$5.15 $0.00

Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures
The money market funds reflected above include the balances in your automatic sweep feature if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	5/13/09	1,760 000	$56 859	$100,072 54	$163,416.00	$63,343 46 LT		
	5/27/09	590 000	57 219	33,759 09	54,781 50	21,022 41 LT		
	Total	2,350 000		133,831 63	218,197.50	84,365 87 LT	5,546 00	2 54

Share Price $92.850; Next Dividend Payable 03/2013

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	5/6/09	2 340 000	42 700	99 917 06	153,270 00	53,352 94 LT		
	7/10/09	550 000	45 499	25 024 34	36,025 00	11,000 66 LT		
	8/5/09	225 000	44 078	9,917 66	14,737.50	4,819 84 LT		
	5/17/10	205 000	48 630	9,969 13	13,427 50	3,458.37 LT		
	Total	3,320 000		144,828 19	217,460.00	72,631 81 LT	1,859.20	0 85
Share Price: $65 500, Next Dividend Payable 02/2013								
ALTRIA GROUP INC (MO)	5/6/09	5,900 000	16 930	99 885 82	185,496.00	85,610 18 LT		
	5/11/09	2,070 000	16 920	35,023 78	65,080 80	30 057 02 LT		
	Total	7,970 000		134,909 60	250,576.80	115,667 20 LT	14,027 20	5 59
Share Price. $31 440, Next Dividend Payable 01/10/13								
AMERICAN EXPRESS CO (AXP)	8/31/09	740 000	33 699	24,937 56	42,535.20	17,597 64 LT		
	10/5/09	300 000	33 249	9 974 76	17,244 00	7,269 24 LT		
	10/14/09	285 000	34 650	9,875 25	16,381.80	6,506 55 LT		
	5/14/10	485 000	41 320	20,040 15	27,877.80	7,837 65 LT		
	5/19/10	250 000	39 960	9 989 90	14,370.00	4,380 10 LT		
	6/4/10	250 000	38 930	9 732 48	14,370 00	4,637.52 LT		
	10/12/10	465 000	38 513	17,908 68	26 728 20	8,819 52 LT		
	12/16/11	310 000	46 878	14,532 18	17,818 80	3,286 62 LT		
	7/24/12	500 000	55 354	27,677 00	28,740.00	1,063 00 ST		
	9/27/12	180 000	56 102	10,098 32	10,346.40	248 08 ST		
	Total	3,765 000		154,766 28	216,412.20	60,334 84 LT 1 311 08 ST	3,012 00	1 39
Share Price $57 480 Next Dividend Payable 02/2013								
AT&T INC (T)	5/7/09	3,875 000	25 760	99,818 45	130,626 25	30,807 80 LT		
	5/12/09	1,375.000	25 429	34,965 43	46,351 25	11,385 82 LT		
	9/9/11	715 000	27 770	19,855 55	24,102 65	4,247 10 LT		
	9/22/11	355 000	27 830	9 879 65	11,967 05	2,087 40 LT		
	12/16/11	315 000	28 777	9 064 82	10,618 65	1,553 83 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	6 635 000		173 583 90	223,665.85	50,081 95 LT	11,943 00	5 33
Share Price: $33 710; Next Dividend Payable 02/2013								
BCE INC (NEW) (BCE)	5/7/10	2,050 000	29 147	59,751 35	88,027.00	28,275.65 LT		
	5/20/10	340 000	29.340	9 975 53	14,599.60	4,624 07 LT		
	5/24/10	345 000	29 140	10,053 30	14,814.30	4,761 00 LT		
	6/4/10	330,000	29 970	9,890 03	14,170 20	4,280 17 LT		
	9/22/11	265 000	36 700	9,725 50	11,379 10	1 653 60 LT		
	Total	3,330 000		99,395 71	142,990.20	43,594.49 LT	7,559 10	5 28
Share Price $42 940, Next Dividend Payable 01/15/13								
BECTON DICKINSON & CO (BDX)	5/6/09	1,635 000	61,207	100,073 28	127 840 65	27,767 37 LT		
	6/12/09	295 000	67 919	20,035 96	23,066 05	3,030 09 LT		
	8/5/09	150 000	65 538	9 830 66	11,728 50	1,897 84 LT		
	6/29/10	150 000	67 790	10,168.49	11,728.50	1,560 01 LT		
	12/16/11	455 000	70 648	32,144 84	35,576 45	3,431 61 LT		
	9/17/12	110 000	79 280	8,720 80	8,600 90	(119 90) ST		
	Total	2,795 000		180,974.03	218,541.05	37 686 92 LT (119 90) ST	5,534 10	2 53
Share Price $78 190, Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	5/27/09	1 335 000	65 958	88,054 47	144,366 90	56,312 43 LT		
	6/3/09	440 000	67 999	29,919 65	47,581 60	17,661 95 LT		
	8/5/09	140 000	70 106	9,814 77	15,139 60	5,324 83 LT		
	6/4/10	140 000	71 660	10 032 39	15,139 60	5,107 21 LT		
	Total	2,055 000		137,821 28	222,227 70	84 406 42 LT	7,398 00	3 32
Share Price· $108 140, Next Dividend Payable 03/2013								
CHUBB CORP (CB)	5/6/09	2 525 000	39 687	100 209 93	190,183 00	89,973 07 LT		
	5/12/09	880 000	39 699	34 935 47	66,281 60	31,346 13 LT		
	Total	3 405 000		135 145 40	256,464 60	121 319 20 LT	5 584 20	2.17
Share Price $75 320, Next Dividend Payable 01/08/13								
CINCINNATI FINANCIAL OHIO (CINF)	3/15/11	1,550 000	32 090	49,739 04	60 698 00	10,958 96 LT		
	3/15/11	775 000	32 070	24,854 02	30,349 00	5,494 98 LT		
	4/6/11	600 000	33 520	20,111 88	23,496 00	3,384 12 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,925 000		94 704 94	114,543 00	19,838 06 LT	4,767 75	4 16
Share Price $39 160, Next Dividend Payable 01/15/13								
COCA COLA CO (KO)	5/7/09	4,680 000	21 345	99 893 66	169,650 00	69 756 34 LT		
	8/31/09	410 000	24 325	9 973 09	14,862 50	4 889 41 LT		
	5/19/10	380 000	26 400	10 031 94	13 775 00	3,743 06 LT		
	5/24/10	390 000	25 580	9 976 18	14 137 50	4 161 32 LT		
	6/2/10	380 000	25 845	9,821 10	13,775 00	3,953 90 LT		
	Total	6,240 000		139,695 97	226,200 00	86,504 03 LT	6 364 80	2 81
Share Price $36 250, Next Dividend Payable 03/2013								
CULLEN FROST BANKERS INC (CFR)	5/11/10	345 000	58 419	20 154 66	18 723 15	(1,431 51) LT		
	5/17/10	170 000	57 959	9 853 05	9,225 90	(627 15) LT		
	9/9/10	560 000	53 053	29 709 51	30,391 20	681 69 LT		
	9/9/11	520 000	47 773	24,842 01	28,220 40	3,378 39 LT		
	9/22/11	220 000	44 996	9 899 21	11 939,40	2,040 19 LT		
	10/28/11	495 000	50 172	24 835 09	26,863 65	2,028 56 LT		
	12/16/11	480 000	51 486	24,713 42	26 049,60	1,336,18 LT		
	7/24/12	500 000	55 587	27 793 25	27,135 00	(658 25) ST		
	Total	3,290 000		171 800 20	178,548 30	7,406 35 LT (658 25) ST	6,316 80	3 53
Share Price $54 270, Next Dividend Payable 03/2013								
DEERE & CO (DE)	6/22/09	1,145 000	38 739	44 356 15	98 950 90	54 594 75 LT		
	6/30/09	725 000	41 329	29 963 38	62,654 50	32,691 12 LT		
	10/5/09	235 000	42 009	9 872 16	20,308 70	10,436 54 LT		
	5/20/10	175 000	57 359	10 037 74	15,123 50	5,085 76 LT		
	3/7/12	190 000	78 947	14,999 93	16,419 80	1 419 87 ST		
	5/23/12	200 000	74 794	14 958 80	17 284 00	2 325 20 ST		
	8/30/12	225 000	74 380	16,735 50	19,444 50	2,709 00 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,895 000		140 923 66	250,185.90	102,808 17 LT 6 454 07 ST	5,326 80	2 12
Share Price $86 420 Next Dividend Payable 02/01/13								
DIAGEO PLC SPON ADR NEW (DEO)	6/30/09	1 390 000	57 677	80,170 47	162 046 20	81,875 73 LT		
	7/24/09	500 000	60 248	30 124 10	58 290 00	28 165 90 LT		
	3/5/10	150 000	65 560	9 833 99	17,487.00	7 653 01 LT		
	Total	2 040 000		120,128 56	237,823.20	117 694 64 LT	5 658.96	2 37
Share Price $116 580· Next Dividend Payable 04/2013								
DU PONT EI DE NEMOURS & CO (DD)	7/11/11	1,730 000	54 630	94 510 42	77 812 80	(16 697 62) LT		
	8/31/11	415 000	48 080	19,953 20	18 666 07	(1 287 13) LT		
	1/24/12	505 000	49 297	24,894 99	22 714 14	(2 180 85) ST		
	5/23/12	440 000	48 327	21 263 88	19,790 53	(1,473 35) ST		
	7/24/12	410 000	47 790	19 593 90	18,441 18	(1 152 72) ST		
	8/30/12	270 000	49 856	13 461 20	12 144 19	(1,317 01) ST		
	Total	3 770 000		193 677 59	169,568.94	(17,984 75) LT (6 123 93) ST	6 484 40	3 82
Share Price $44 979, Next Dividend Payable 03/2013								
EMERSON ELECTRIC CO (EMR)	5/13/09	2,975 000	33 598	99 952 56	157 556 00	57,603 44 LT		
	5/27/09	1,060 000	32 989	34,968 76	56 137 60	21,168 84 LT		
	9/17/12	410 000	50 010	20,504 10	21 713 60	1,209 50 ST		
	Total	4,445 000		155,425 42	235,407.20	78,772 28 LT 1,209 50 ST	7,289 80	3 09
Share Price $52 960, Next Dividend Payable 03/2013								
ENBRIDGE ENERGY MGMT LLC (EEQ)	9/22/09	1,246 465	18 235	22,729 75	36,010 37	13,280 62 LT		
	5/19/10	484 535	20 445	9,906 41	13,998 22	4,091.81 LT		
	Total	1,731 000		32,636 16	50,008 59	17,372 43 LT	—	—
Share Price $28 890								
EXXON MOBIL CORP (XOM)	6/18/10	400 000	62 920	25,167 96	34,620 00	9 452 04 LT		
	6/29/10	170 000	58 020	9 863 40	14 713 50	4,850 10 LT		
	7/1/10	175 000	57 200	10,009 98	15,146 25	5,136 27 LT		
	9/9/10	500 000	61 020	30 509 95	43,275 00	12 765 05 LT		
	9/9/11	345 000	72 340	24 957 30	29,859 75	4,902 45 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1 590 000		100 508 59	137,614 50	37 105 91 LT	3,625 20	2 63
Share Price $86 550, Next Dividend Payable 03/2013								
GENL DYNAMICS CORP (GD)	6/30/09	890 000	56 119	49,945 47	61,650 30	11,704 83 LT		
	7/6/09	925 000	53 908	49 864 53	64,074 75	14,210 22 LT		
	7/10/09	575 000	51 998	29 898 97	39,830 25	9,931 28 LT		
	6/29/10	160 000	61 094	9 775 01	11,083 20	1,308 19 LT		
	7/1/10	170 000	58 700	9,978 92	11 775 90	1 796 98 LT		
	9/17/12	595 000	66 860	39,781 82	41,215 65	1,433 83 ST		
	Total	3,315 000		189 244 72	229,630 05	38,951 50 LT 1 433 83 ST	6,762 60	2 94
Share Price: $69 270, Next Dividend Payable 03/2013								
GENUINE PARTS CO (GPC)	5/6/09	3,000 000	33 350	100 050 60	190,740 00	90,689 40 LT		
	5/11/09	1,050 000	33 218	34,878 48	66 759 00	31,880 52 LT		
	Total	4 050 000		134,929 08	257,499 00	122,569 92 LT	8,019 00	3 11
Share Price $63 580, Next Dividend Payable 01/02/13								
ILL TOOL WORKS INC (ITW)	3/19/10	2,460 000	46 720	114,930 95	149 592 60	34,661 65 LT		
	5/17/10	200 000	49 950	9 990 00	12,162 00	2,172 00 LT		
	5/19/10	210 000	48 477	10 180 17	12 770 10	2 589 93 LT		
	12/16/11	260 000	45 948	11 946 48	15,810 60	3 864 12 LT		
	12/30/11	600 000	46 837	28 102 20	36 486 00	8,383 80 LT		
	Total	3,730 000		175,149 80	226,821.30	51,671 50 LT	5,669 60	2 49
Share Price $60 810, Next Dividend Payable 03/2013								
INTEL CORP (INTC)	5/8/09	6 040 000	15 300	92 410 79	124 544 80	32 134 01 LT		
	5/12/09	2 310 000	15 140	34 972 71	47 632 20	12 659 49 LT		
	9/17/12	1,120 000	23 270	26 062 40	23 094 40	(2 968 00) ST		
	Total	9,470 000		153 445 90	195,271.40	44,793 50 LT (2 968 00) ST	8,523 00	4 36
Share Price $20 620 Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	5/8/09	1 000 000	100 450	100,450 00	191 550 00	91,100 00 LT		
	7/10/09	295 000	101 439	29 924 36	56,507 25	26,582 89 LT		
	5/11/10	80 000	126 070	10,085 60	15,324 00	5,238 40 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,375 000		140 459 96	263,381.25	122,921 29 LT	4,675 00	1 77
Share Price $191 550, Next Dividend Payable 03/2013								
JANUS CAPITAL GROUP INC (JNS)	1/24/12	6,640,000	7 476	49,637.98	56,572.80	6,934 82 ST		
	2/29/12	2,245 000	8 838	19 841 31	19,127 40	(713 91) ST		
	3/7/12	1,180 000	8 529	10,064 10	10,053 60	(10 50) ST		
	Total	10,065 000		79,543 39	85,753 80	6,210 41 ST	2,415 60	2 81
Share Price: $8 520, Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	11/2/09	800 000	59 639	47,871 52	56,080 00	8,208 48 LT		
	12/16/09	300 000	64 800	19 439 97	21,030 00	1,590 03 LT		
	1/22/10	470 000	63 890	30 028 21	32,947.00	2,918 79 LT		
	3/5/10	155 000	63 830	9,893 63	10,865.50	971 87 LT		
	5/12/10	155 000	64 840	10 050 18	10 865 50	815 32 LT		
	5/14/10	160 000	64 210	10 273 58	11,216 00	942 42 LT		
	4/6/11	500 000	59 690	29 844 75	35,050 00	5,205 25 LT		
	2/29/12	155 000	64 977	10,071 44	10 865 50	794 06 ST		
	5/23/12	455 000	63 157	28 736 44	31,895 50	3 159 06 ST		
	Total	3 150 000		196 209 72	220,815 00	20 652 16 LT 3 953 12 ST	7,686 00	3 48
Share Price $70 100, Next Dividend Payable 03/2013								
JP MORGAN ALERIAN MLP INDEX ETN (AMJ)	10/14/09	1,000 000	26 078	26 077 60	38 460 00	12,382 40 LT		
	10/30/09	350 000	26 076	9,126 71	13,461 00	4 334 29 LT		
	Total	1 350 000		35 204 31	51,921 00	16 716 69 LT	2 731 05	5 26
Share Price $38 460								
KIMBERLY CLARK CORP (KMB)	9/9/10	750 000	66 060	49 544 93	63 322 50	13 777 57 LT		
	9/9/10	750 000	65 959	49 469 03	63 322 50	13 853 47 LT		
	12/7/10	160 000	61 990	9 918 38	13 508 80	3,590 42 LT		
	3/15/11	155 000	63 690	9 871 90	13 086 65	3 214 75 LT		
	Total	1 815 000		118,804 24	153,240 45	34 436 21 LT	5 372 40	3 50
Share Price $84 430, Next Dividend Payable 01/03/13								
KINDER MORGAN MGMT LLC (KMR)	5/8/09	2,297 000	32 335	74 272 86	173,331 62	99,058 76 LT	—	—
Share Price $75 460								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LOWES COMPANIES INC (LOW)	12/16/11	3,870 000	24 988	96 703 56	137,462 40	40,758 84 LT		
	5/23/12	1,035 000	26 060	26 972 10	36 763 20	9 791 10 ST		
	7/24/12	1,210 000	25 658	31 045 94	42,979 20	11 933 26 ST		
	Total	6 115 000		154 721 60	217,204 80	40 758 84 LT 21 724 36 ST	3 913 60	1 80
Share Price $35 520, Next Dividend Payable 02/2013								
MC DONALDS CORP (MCD)	5/6/09	1,615 000	53 658	86,658 32	142 459 15	55 800 83 LT		
	5/12/09	650 000	53 619	34,852 61	57,336 50	22,483.89 LT		
	Total	2,265 000		121,510 93	199,795.65	78,284 72 LT	6,976 20	3 49
Share Price $88 210, Next Dividend Payable 03/2013								
MICROSOFT CORP (MSFT)	5/6/09	3,775 000	19 860	74 969 99	100 829 11	25,859 12 LT		
	7/16/09	1,040 000	24 000	24 960 00	27,778 08	2 818 08 LT		
	7/27/09	640 000	23 339	14 937 22	17,094.20	2,156 98 LT		
	5/11/10	700 000	28 800	20 160 00	18,696 78	(1,463 22) LT		
	12/7/10	370 000	26 950	9 971 46	9,882 58	(88 88) LT		
	10/28/11	735 000	26 907	19,776 50	19,631 62	(144 88) LT		
	11/23/12	660 000	27 600	18,216 00	17 628 40	(587 60) ST		
	Total	7 920 000		182 991 17	211,540 82	29,137 20 LT (587 60) ST	7,286 40	3 44
Share Price $26 710 Next Dividend Payable 03/2013								
NESTLE SA CHAM ET VEVEY (NSRGF)	11/12/12	2,275 000	63 315	144 041 63	148,129 11	4 087 48 ST	—	—
Share Price $65 112								
NORTHEAST UTILITIES (NU)	5/6/09	4 276 817	23 337	99 806 00	167,138.01	67,332 01 LT		
	5/13/09	1 528 372	22 902	35,002 29	59,728.78	24 726 49 LT		
	10/30/09	419 811	23 862	10,017 53	16,406 21	6,388 68 LT		
	Total	6,225 000		144,825 82	243,273 00	98 447 18 LT	8 540 70	3 51
Share Price $39 080, Next Dividend Payable 03/2013								
NORTHERN TRUST CORP (NTRS)	5/21/09	1 950 000	51 316	100 065 23	97 812 00	(2,253 23) LT		
	6/3/09	545 000	55 099	30,029 17	27,337 20	(2,691 97) LT		
	10/30/09	200 000	50 738	10,147 70	10 032 00	(115 70) LT		
	5/14/10	185 000	53 730	9 939 96	9 279 60	(660 36) LT		
	5/20/10	195 000	51 150	9 974 19	9 781 20	(192 99) LT		
	12/30/11	680 000	39 669	26 974 78	34,108 80	7,134 02 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3 755 000		187 131 03	188,350 80	1,219 77 LT	4 506 00	2 39
Share Price $50 160, Next Dividend Payable 03/2013								
NOVARTIS AG ADR (NVS)	6/3/09	2 520 000	39 676	99,984 28	159 516 00	59 531 72 LT		
	7/10/09	890 000	39 299	34 973 93	56 337 00	21,361 07 LT		
	Total	3 410 000		134 960 21	215,853 00	80 892 79 LT	7,181 46	3 32
Share Price $63 300 Next Dividend Payable 04/2013								
OMNICOM GROUP (OMC)	10/3/11	2 595 000	36 146	93 797 57	129,646 20	35 848 63 LT		
	10/28/11	550,000	45 196	24,857 53	27 478 00	2 620 47 LT		
	9/27/12	195 000	52 100	10 159 50	9 742 20	(417 30) ST		
	Total	3,340 000		128 814 60	166,866,40	38,469 10 LT (417 30) ST	4,008 00	2 40
Share Price $49 960, Next Dividend Payable 03/2013								
PARKER HANNIFIN CORP (PH)	5/29/09	590 000	42 237	24,919 77	50,185 40	25,265 63 LT		
	6/17/09	695 000	43 198	30,022 75	59,116 70	29 093 95 LT		
	6/4/10	170 000	59 149	10,055 33	14 460 20	4,404 87 LT		
	6/29/10	175 000	56 688	9,920 40	14 885 50	4,965 10 LT		
	9/9/11	360 000	68 510	24,663 60	30,621 60	5,958 00 LT		
	9/22/11	155 000	61 778	9 575 59	13,184 30	3 608,71 LT		
	8/30/12	205 000	79 425	16 282 04	17,437 30	1,155 26 ST		
	Total	2,350 000		125 439 48	199,891.00	73,296 26 LT 1 155 26 ST	3 854 00	1 92
Share Price $85 060, Next Dividend Payable 03/2013								
PAYCHEX INC (PAYX)	5/7/09	3 700 000	27 000	99 898 52	115,070 00	15,171 48 LT		
	5/29/09	1,120 000	26 749	29 959 33	34,832.00	4,872 67 LT		
	8/31/11	745 000	27 007	20 120 14	23,169.50	3 049 36 LT		
	9/22/11	380 000	25 888	9,837 44	11 818 00	1,980 56 LT		
	11/15/12	345 000	31 570	10,891 65	10,729 50	(162 15) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	6,290 000		170 707 08	195,619.00	25,074 07 LT (162 15) ST	8 302 80	4 24
Share Price $31 100, Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	5/11/10	1,940 000	47 881	92 888 17	162,261 60	69,373 43 LT		
	6/2/10	225 000	44 420	9,994 48	18,819 00	8 824 52 LT		
	Total	2,165 000		102 882 65	181,080 60	78 197 95 LT	7,361 00	4 06
Share Price $83 640, Next Dividend Payable 01/11/13								
PPG INDUSTRIES INC (PPG)	5/8/09	1 835 000	44 590	81,822 65	248,367 25	166,544 60 LT		
	5/29/09	685 000	43 689	29,926 83	92,714 75	62 787 92 LT		
	Total	2 520 000		111 749 48	341,082.00	229 332 52 LT	5,947 20	1 74
Share Price $135 350, Next Dividend Payable 03/2013								
PROCTER & GAMBLE (PG)	5/6/09	1 990 000	50 259	100 015 81	135 101 10	35 085 29 LT		
	6/3/09	560 000	53 509	29,965 26	38 018 40	8,053 14 LT		
	5/23/12	220 000	62 277	13,700 94	14 935 80	1,234 86 ST		
	Total	2,770 000		143,682 01	188,055.30	43,138 43 LT 1,234 86 ST	6 226 96	3 31
Share Price $67 890 Next Dividend Payable 02/2013								
REYNOLDS AMERICAN INC (RAI)	5/11/09	3,000 000	19 937	59,810 40	124,290 00	64,479 60 LT	7 080 00	5 69
Share Price. $41,430, Next Dividend Payable 01/02/13								
SIEMENS AKTIENGESELLSCHAFT (SI)	5/20/11	880 000	130 213	114,587 35	96 333 60	(18,253 75) LT		
	8/31/11	195 000	102 972	20,079 54	21,346 65	1,267 11 LT		
	Total	1,075 000		134 666 89	117,680.25	(16,986 64) LT	3 077 73	2 61
Share Price $109 470, Next Dividend Payable 02/2013								
SOUTHERN CO (SO)	11/4/09	3,240 000	31 266	101 303 14	138 704 40	37,401 26 LT		
	12/8/09	760 000	32 810	24 935 52	32,535 60	7,600 08 LT		
	5/20/10	295 000	33 780	9,965 04	12 628 95	2,663 91 LT		
	Total	4 295 000		136 203 70	183,868 95	47 665 25 LT	8 418 20	4 57
Share Price $42 810, Next Dividend Payable 03/2013								
STAPLES INC (SPLS)	5/21/12	8 870 000	13 319	118 137 76	101 118 00	(17 019 76) ST		
	5/31/12	750,000	13 219	9,913 88	8,550 00	(1,363 88) ST		
	7/24/12	3,020 000	12 285	37 101 91	34,428 00	(2,673 91) ST		

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Holdings Investment Management Services Basic Securities Acct 383-120489-035 ISAIAH 61 FOUNDATION ATTN: ANDREW SCHONBEK

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	9/17/12	1 695 000	12 110	20 526 45	19 323 00	(1,203 45) ST		
	9/27/12	875 000	11 564	10,118 59	9 975 00	(143 59) ST		
	11/23/12	845 000	11 890	10,046 80	9,633 00	(413 80) ST		
	Total	16 055 000		205 845 39	183,027.00	(22,818 39) ST	7,064 20	3 85
Share Price $11 400, Next Dividend Payable 03/2013								
SYSCO CORP (SYY)	9/22/11	1,885,000	26 120	49 236 20	59 679 10	10 442 90 LT		
	2/29/12	680 000	29 407	19 997 03	21,528 80	1 531 77 ST		
	5/23/12	1,090 000	27 467	29 939 03	34,509.40	4,570 37 ST		
	7/24/12	1 865 000	28 364	52 897 93	59,045 90	6 147 97 ST		
	9/27/12	145 000	30 950	4 487 75	4 590 70	102 95 ST		
	11/15/12	430 000	29 900	12 857 00	13,613 80	756 80 ST		
	Total	6 095 000		169 414 94	192,967 70	10 442 90 LT 13 109 86 ST	6,826 40	3 53
Share Price $31 660, Next Dividend Payable 01/2013								
TORTOISE ENERGY INFRA (TYG)	6/12/09	1 985 000	23 089	45 831 66	75 231 69	29 400 03 LT		
	6/17/09	1 000 000	22 827	22,826 78	37,900 09	15 073 31 LT		
	Total	2 985 000		68 658 44	113,131.79	44,473 34 LT	6 746 10	5 96
Share Price $37 900, Next Dividend Payable 02/2013								
TOTAL S A SPON ADR (TOT)	6/12/09	875 000	57 029	49,900 20	45 508 75	(4 391 45) LT		
	6/17/09	465 000	53 618	24 932 60	24,184 65	(747 95) LT		
	6/22/09	475 000	52 619	24,994 12	24,704 75	(289 37) LT		
	7/16/09	465 000	53 858	25,044 20	24 184 65	(859 55) LT		
	8/5/09	175 000	55 689	9 745 56	9,101 75	(643 81) LT		
	9/9/10	500 000	49 530	24 764 80	26 005 00	1 240 20 LT		
	3/7/12	185 000	54 488	10 080 28	9,621 85	(458 43) ST		
	Total	3 140 000		169 461 76	163,311.40	(5,691 93) LT (458 43) ST	7 871 98	4 82
Share Price $52 010, Next Dividend Payable 01/10/13								
UNITED PARCEL SERVICE INC CL-B (UPS)	5/27/09	1,960 000	51 104	100 163 64	144,510 80	44,347 16 LT		
	5/29/09	600 000	49 539	29 723 28	44,238 00	14,514 72 LT		
	Total	2 560 000		129 886 92	188,748.80	58 861 88 LT	5,836 80	3 09
Share Price $73 730, Next Dividend Payable 03/2013								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNITED TECHNOLOGIES CORP (UTX)	6/12/09	900 000	55 108	49 596 84	73 809 00	24,212 16 LT		
	6/17/09	455 000	54 858	24,960 25	37 314 55	12 354 30 LT		
	6/22/09	475 000	52,799	25 079 62	38,954 75	13,875 13 LT		
	6/30/09	665 000	52 369	34 825 65	54,536,65	19,711 00 LT		
	Total	2 495 000		134 462 36	204,614.95	70,152 59 LT	5,339 30	2 60
Share Price $82 010 Next Dividend Payable 03/2013								
V F CORPORATION (VFC)	5/6/09	590 000	59 049	34 838 79	89,072 30	54,233 51 LT		
	5/12/09	645 000	54 079	34,880 83	97,375 65	62 494 82 LT		
	Total	1,235 000		69 719 62	186,447 95	116,728 33 LT	4 297 80	2 30
Share Price $150 970, Next Dividend Payable 03/2013								
VERIZON COMMUNICATIONS (VZ)	5/6/09	3,275 000	28 618	93 722 87	141,709 25	47 986 38 LT		
	5/13/09	1 165 000	28 146	32 792 99	50 409 55	17 616 56 LT		
	9/16/09	330 000	28 392	9 369 42	14 279 10	4,909 68 LT		
	Total	4,770 000		135 885 28	206,397 90	70 512 62 LT	9 826 20	4 76
Share Price $43 270, Next Dividend Payable 02/2013								
WALGREEN CO (WAG)	1/22/10	1 370 000	36 490	49 991 16	50,703 70	712 54 LT		
	3/5/10	285 000	35 070	9 994 92	10,547 85	552 93 LT		
	5/10/10	560 000	35 650	19,963 94	20,725 60	761 66 LT		
	5/20/10	300 000	33 200	9 959 97	11,103 00	1 143 03 LT		
	7/26/10	665 000	29 950	19,916 68	24,611.65	4,694 97 LT		
	10/28/11	730 000	33 887	24 737 73	27 017 30	2,279 57 LT		
	12/30/11	575 000	33 257	19,122 78	21,280.75	2,157 97 LT		
	1/24/12	740 000	33 837	25 039 38	27,387 40	2,348 02 ST		
	2/29/12	300 000	33 267	9 980 10	11 103 00	1 122 90 ST		
	Total	5 525 000		188,706 66	204,480.25	12 302 67 LT 3,470 92 ST	6 077 50	2 97
Share Price· $37 010, Next Dividend Payable 03/2013								
WASTE MGMT INC (DELA) (WM)	5/6/09	3,720 000	26 918	100 133 84	125,512 80	25 378 96 LT		
	5/12/09	1,310 000	26 749	35,041 71	44,199 40	9,157 69 LT		
	12/16/11	1,155 000	30 968	35,768 04	38,969 70	3,201 66 LT		
	Total	6,185 000		170,943 59	208,681.90	37,738 31 LT	8 782 70	4 20
Share Price $33 740, Next Dividend Payable 03/2013								

CONTINUED

Holdings Investment Management Services Basic Securities Acct 383 120489 035 ISAIAH 61 FOUNDATION ATTN ANDREW SCHONBEK

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WELLS FARGO & CO NEW (WFC)	8/31/11	985 000	25 980	25 590 30	33,667 30	8,077 00 LT		
	9/9/11	1 025 000	24 110	24 712 75	35 034 50	10 321 75 LT		
	9/22/11	635 000	23 220	14,744 70	21,704 30	6,959 60 LT		
	10/28/11	1 845 000	26 900	49,630 50	63,062 10	13 431 60 LT		
	12/30/11	915 000	27 647	25 297 01	31 274,70	5 977 69 LT		
	11/15/12	410 000	31 690	12 992 90	14 013 80	1 020 90 ST		
	Total	5,815 000		152 968 16	198,756 70	44 767 64 LT 1 020 90 ST	5 117 20	2 57

Share Price $34 180, Next Dividend Payable 03/2013

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	96 7%	$7,522,112 89	$10,597,247.42	$3,043,072 74 LT $32,061 70 ST	$326,617.99 $0.00	3 08%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CONOCOPHILLIPS	1/30/09	26 000 000	$101 106	$26,287 56			$1,235 00	4 54
CUSIP 20825CAS3			$100 261	$26 067 91	$27,177 28	$1,109 37 LT	$514 58	
Unit Price $104 528 Coupon Rate 4 750%, Matures 02/01/2014, Int Semi-Annually Feb/Aug 01 Yield to Maturity 552% Moody A1 S&P A, Issued 02/03/09								
COCA-COLA CO	3/4/09	100,000 000	99 858	99,858 00			3,625 00	3 49
CUSIP 191216AL4			99 858	99 858 00	103,757.00	3,899 00 LT	1,067 36	
Unit Price $103 757, Coupon Rate 3 625% Matures 03/15/2014 Int Semi-Annually Mar/Sep 15 Moody AA3 S&P AA-, Issued 03/06/09								
BANK OF AMERICA CORP	5/19/09	50,000 000	102 050	51 025 00			3,687 50	6 81
CUSIP 06051GDY2			100 633	50 317 31	54,142 50	3 825 19 LT	471 18	
Unit Price. $108 285 Coupon Rate 7 375%, Matures 05/15/2014 Int Semi-Annually May/Nov 15 Yield to Maturity 1 264% Moody BAA2 S&P A- Issued 05/13/09								
WALGREEN CO	1/9/09	100 000 000	100 742	100 742 00			5 250 00	4 41
CUSIP 931422AE9			100 492	100 492 10	117,292 00	16 799 90 LT	2 420 83	
Unit Price $117 292 Coupon Rate 5 250%, Matures 01/15/2019 Int Semi Annually Jan/Jul 15 Yield to Maturity 2 178% Moody BAA1 S&P BBB Issued 01/13/09								

Holdings

Investment Management Services Basic Securities Acct 383 120489-035

ISAIAH 61 FOUNDATION
ATTN ANDREW SCHONBEK

	Face Value Percentage of Assets %	Orig Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME	276,000 000	$277,912 56 $276,735.32	$302,368.78	$25,633 46 LT	$13 797 50 $4,473.95	4 56%
TOTAL CORPORATE FIXED INCOME (incl accr.int)	2 8%		$306,842 73			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100 0%	$7,798,848 21	$10,957,623.54	$3,068,706 20 LT $32,061 70 ST	$340,420 64 $4,473 95	3.10%

TOTAL VALUE (includes accrued interest) $10,962,097 49

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash MMF Deposits and positions stating Please Provide are not included

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANATOL MALANCIA	25,000.	25,000.
TOTALS	25,000.	25,000.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN/(LOSS)		718,532.
	TOTAL	718,532.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ANDREW J. SCHONBEK 79 WOODCLIFF DRIVE PLATTSBURGH, NY 12901	TRUSTEE 2.00	0	0	0
ALICE J. SCHONBEK 79 WOODCLIFF DRIVE PLATTSBURGH, NY 12901	TRUSTEE .25	0	0	0
EILEEN SCHONBEK-BEER PO BOX 84 BURLINGTON, VT 05402-0084	TRUSTEE .50	0	0	0
MICHAEL BEER PO BOX 84 BURLINGTON, VT 05402-0084	TRUSTEE 3.00	0	0	0
STEPHANIE BEER PO BOX 84 BURLINGTON, VT 05402-0084	TRUSTEE .25	0	0	0
MATTHEW BEER 29 TANGLEWOOD DRIVE SOUTH BURLINTON, VT 05403	TRUSTEE .25	0	0	0

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
AMELIA SCHONBEK 164 6TH AVENUE BROOKLYN, NY 11217	TRUSTEE .25	0	0	0
ALEXANDRA SCHONBEK 33 PINE STREET AMHERST, MA 01002	TRUSTEE .25	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREAT VIZIBIL MOLDOVA	NO RELATIONSHIP PUBLIC CHARITY	GENERAL SUPPORT	7,565
CHILD VOICE INTERNATIONAL PO BOX 579 DURHAM, NH 03824-0579	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	30,000
CORNERSTONE COMMUNITY CHURCH 4465 HANSEN ROAD PADUCAH, KY 42001	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	1,600
INTERNATIONAL HOUSE OF PRAYER 3535 EAST RED BRIDGE ROAD KANSAS CITY, MO 64137	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	1,800.
KINGDOM'S KIDS MINISTRY 1050 BRIGHTON COVE DRIVE LAWRENCEVILLE, GA 30043	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	28,500
150 CHERRY STREET 150 CHERRY STREET BURLINGTON, VT 05401	AFFILIATED ORGANIZATION PUBLIC CHARITY	SUPPORT OF MINISTRY	424,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FINAL FRONTIER MINISTRIES PO BOX 121971 NASHVILLE, TN 37212-1971	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRTY	4,000
THE NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80904	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	400
LIVING HOPE CHRISTIAN CHURCH 1037 SOUTH BROWNELL ROAD WILLISTON, VT 05495	NO RELATIONSHIP PUBLIC CHARITY	SUPPORT OF MINISTRY	2,800
		TOTAL CONTRIBUTIONS PAID	501,165.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust: ISAIAH 61 FOUNDATION

Employer identification number: 14-1827942

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

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

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

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

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	142,812.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	142,812.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			142,812.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss)** Combine lines 13 and 14a ▶	15			142,812.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ISAIAH 61 FOUNDATION

Employer identification number: 14-1827942

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000 SHS AT&T INC	01/30/2009	09/14/2012	105,883.	100,434.	5,449.
1725 SHS BAYER AG SPON ADR	VARIOUS	11/12/2012	144,821.	93,964.	50,857.
74000 SHS CONOCOPHILLIPS	01/30/2009	08/02/2012	78,310.	74,256.	4,054.
340 SHS DIAGEO PLC SPON ADR	06/30/2009	VARIOUS	38,202.	19,610.	18,592.
1.166 SHS ENBRIDGE ENERGY MGMT LLC	09/22/2009	VARIOUS	36.	22.	14.
1.372 SHS KINDER MORGAN MGMT LLC	05/08/2009	VARIOUS	98.	45.	53.
5335 SHS KONINKLIJKE PHIL EL SP ADR	VARIOUS	07/20/2012	105,339.	109,937.	-4,598.
280 SHS AIR PRODUCTS & CHEMICALS INC	05/07/2009	01/24/2012	24,563.	17,519.	7,044.
1490 SHS AIR PRODUCTS & CHEMICALS INC	VARIOUS	05/21/2012	118,559.	91,524.	27,035.
CASH IN LIEU - ENBRIDGE ENERGY MANAGEMENT LLC	VARIOUS	VARIOUS	15.	9.	6.
100000 HEWLETT PACKARD CO	02/24/2009	02/24/2012	100,000.	100,000.	
CASH IN LIEU - KINDER MORGAN MANAGEMENT LLC	05/08/2009	02/14/2012	20.	9.	11.
250 SHS MCDONALDS CORP	05/06/2009	01/24/2012	24,851.	13,415.	11,436.
.44 SHS NORTHEAST UTILITIES	VARIOUS	04/10/2012	16.	10.	6.
415 PPG INDUSTRIES INC	05/08/2009	05/23/2012	41,358.	18,505.	22,853.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 142,812.

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ISAIAH 61 FOUNDATION	Employer identification number (EIN) or 14-1827942
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions PO BOX 5505	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BURLINGTON, VT 05402-5505	

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 ▶ PAULA ANDERSON

Telephone No ▶ 518 726-0271 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 5125
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-
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	$ 5125

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

DANAHER ATTIG & PLANTE PLC
PO BOX 2166
SOUTH BURLINGTON, VT 05407

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ISAIAH 61 FOUNDATION	Employer identification number (EIN) or 14-1827942
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions PO BOX 5505	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BURLINGTON, VT 05402-5505	

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PAULA ANDERSON
  Telephone No ▶ 518 726-0271 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

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

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

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 5125
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 5125
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ None

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 7-25-13

DANAHER ATTIG & PLANTE PLC
PO BOX 2166
SOUTH BURLINGTON, VT 05407