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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation COLONEL IL JAMES N. PRITZKER CHARITABLE DISTRIBUTION FUND		A Employer identification number 30-0040386
Number and street (or P.O. box number if mail is not delivered to street address) 104 SOUTH MICHIGAN AVE.	Room/suite 525	B Telephone number (312) 374-9390
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 29,098,567.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		5,860,638.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		273,852.	273,852.		STATEMENT 1
4 Dividends and interest from securities		447,091.	447,091.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		731,414.			
b Gross sales price for all assets on line 6a	9,179,720.				
7 Capital gain net income (from Part IV, line 2)			731,414.		
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)					
11 Other income		12,382.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		7,325,377.	1,452,357.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		190,221.	0.		190,221.
15 Pension plans, employee benefits		44,594.	0.		44,594.
16a Legal fees STMT 4		1,969.	0.		1,969.
b Accounting fees STMT 5		29,672.	0.		29,672.
c Other professional fees STMT 6		200,094.	200,094.		0.
17 Interest					
18 Taxes STMT 7		17,813.	4,851.		12,962.
19 Depreciation and depletion		7,873.	0.		
20 Occupancy		32,736.	0.		32,736.
21 Travel, conferences, and meetings					
22 Printing and publications		6,934.	0.		6,934.
23 Other expenses STMT 8		1,612,827.	0.		1,612,827.
24 Total operating and administrative expenses. Add lines 13 through 23		2,144,733.	204,945.		1,931,915.
25 Contributions, gifts, grants paid		5,801,841.			5,801,841.
26 Total expenses and disbursements. Add lines 24 and 25		7,946,574.	204,945.		7,733,756.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-621,197.			
b Net investment income (if negative, enter -0-)			1,247,412.		
c Adjusted net income (if negative, enter -0-)				N/A	

**COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND**

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	693.		
	2 Savings and temporary cash investments	3,348,736.	1,494,773.	1,494,773.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	19,095,703.	20,464,967.	20,602,576.
	c Investments - corporate bonds STMT 10	6,938,887.	6,801,159.	6,981,345.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 56,215.				
Less: accumulated depreciation STMT 11 ▶ 36,342.	17,950.	19,873.	19,873.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	29,401,969.	28,780,772.	29,098,567.	
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			
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	29,401,969.	28,780,772.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	29,401,969.	28,780,772.		
31 Total liabilities and net assets/fund balances	29,401,969.	28,780,772.		

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	29,401,969.
2 Enter amount from Part I, line 27a	2	-621,197.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28,780,772.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,780,772.

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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				
b SEE ATTACHED STATEMENT				
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 9,179,720.		8,448,306.	731,414.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			731,414.	
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	731,414.	
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). If (loss), enter -0- in Part I, line 8		3	N/A	

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 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))
2010	21,519,610.	30,975,486.	.694730
2009	13,846,563.	29,160,426.	.474841
2008	9,850,034.	31,738,886.	.310346
2007	5,413,896.	10,889,275.	.497177
2006	3,163,170.	35,997,205.	.087873

2 Total of line 1, column (d)	2	2.064967
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	.412993
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	29,742,707.
5 Multiply line 4 by line 3	5	12,283,530.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,474.
7 Add lines 5 and 6	7	12,296,004.
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	7,733,756.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	24,948.
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	24,948.
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	24,948.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,996.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	11,500.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	25,496.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	548.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 548. Refunded <input type="checkbox"/> 0.	11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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 2011 or the taxable year beginning in 2011 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.TAWANIFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>GUY SELLARS</u> Telephone no. ► <u>312-374-9455</u> Located at ► <u>104 S. MICHIGAN AVE., SUITE 500, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>			
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (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	N/A	1b
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 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2011 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 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b
		X

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LISA LANZ - 104 S. MICHIGAN AVE, SUITE 500, CHICAGO, IL 60603	EXECUTIVE DIRECTOR 40.00	141,980.	23,592.	0.
KAREEMA CRUZ - 104 S. MICHIGAN AVE, SUITE 500, CHICAGO, IL 60603	EXECUTIVE ASSISTANT 40.00	49,543.	8,731.	0.

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

1

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

0

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

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

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

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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	28,132,166.
b	Average of monthly cash balances	1b	2,063,476.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,195,642.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	30,195,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	452,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,742,707.
6	Minimum investment return. Enter 5% of line 5	6	1,487,135.

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	1,487,135.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,948.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,948.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,462,187.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,462,187.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,462,187.

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	7,733,756.
b	Program-related investments - total from Part IX-B	1b	0.
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	7,733,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,733,756.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,462,187.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	130,288.			
b From 2007	4,920,444.			
c From 2008	8,281,948.			
d From 2009	12404226.			
e From 2010	19986890.			
f Total of lines 3a through e	45,723,796.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	7,733,756.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,462,187.
e Remaining amount distributed out of corpus	6,271,569.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	51,995,365.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	130,288.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	51,865,077.			
10 Analysis of line 9				
a Excess from 2007	4,920,444.			
b Excess from 2008	8,281,948.			
c Excess from 2009	12404226.			
d Excess from 2010	19986890.			
e Excess from 2011	6,271,569.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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:

**COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND**

30-0040386 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT 104 SOUTH MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60603		VARIOUS	CIVIC AND EDUCATION	5,801,841.
Total			3a	5,801,841.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	273,852.		
4 Dividends and interest from securities			14	447,091.		
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	731,414.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISC OTHER INCOME			01	12,382.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,464,739.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,464,739.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]



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

- | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date <u>30 AUG 2012</u>		Title <u>PRESIDENT</u>	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed	
	GREGORY S. ADAMS				PTIN <u>P00095559</u>	
	Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749	
Firm's address ▶ 1301 W. 22ND ST, STE 1100 OAK BROOK, IL 60523					Phone no. (630) 573-8600	

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

2011

Name of the organization

COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND

Employer identification number

30-0040386

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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND

Employer identification number

30-0040386

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	JAMES N. PRITZKER 104 SOUTH MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60603	\$ 4,345,304.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND

Employer identification number

30-0040386

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

COLONEL IL JAMES N. PRITZKER CHARITABLE
DISTRIBUTION FUND

Employer identification number

30-0040386

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	THE NORTHERN TRUST COMPANY # 2659564 (SEE ATTACHE	P	01/01/11	12/31/11
b	THE NORTHERN TRUST COMPANY # 2659566 (SEE ATTACHE	P	01/01/11	12/31/11
c	THE NORTHERN TRUST COMPANY # 2659584 (SEE ATTACHE	P	01/01/11	12/31/11
d	THE NORTHERN TRUST COMPANY # 2659594 (SEE ATTACHE	P	01/01/11	12/31/11
e	THE NORTHERN TRUST COMPANY # 2659563 (SEE ATTACHE	P	01/01/11	12/31/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 2,203,126.		2,158,151.	44,975.
b 2,540,893.		2,427,707.	113,186.
c 1,832,277.		1,745,055.	87,222.
d 905,165.		720,101.	185,064.
e 1,449,424.		1,397,292.	52,132.
f 248,835.			248,835.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			44,975.
b			113,186.
c			87,222.
d			185,064.
e			52,132.
f			248,835.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	731,414.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
12	FURNITURE & FIXTURES	12/31/07	SL	5.00		16	39,365.				39,365.	23,619.		7,873.	31,492.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						39,365.				39,365.	23,619.		7,873.	31,492.
	OTHER														
4	RAISERS EDGE SOFTWARE	06/10/05	SL	3.00		16	4,850.				4,850.	4,850.		0.	4,850.
13	GRANT MAKING SOFTWARE	12/31/11	SL	3.00		16	12,000.				12,000.			0.	
	* 990-PF PG 1 TOTAL OTHER						16,850.				16,850.	4,850.		0.	4,850.
	* GRAND TOTAL 990-PF PG 1 DEPR						56,215.				56,215.	28,469.		7,873.	36,342.

120111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	273,852.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	273,852.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND AND INTEREST FROM SECURITIES	695,926.	248,835.	447,091.
TOTAL TO FM 990-PF, PART I, LN 4	695,926.	248,835.	447,091.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC OTHER INCOME	12,382.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,382.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,969.	0.		1,969.
TO FM 990-PF, PG 1, LN 16A	1,969.	0.		1,969.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	29,672.	0.		29,672.
TO FORM 990-PF, PG 1, LN 16B	29,672.	0.		29,672.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	200,094.	200,094.		0.
TO FORM 990-PF, PG 1, LN 16C	200,094.	200,094.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,962.	0.		12,962.
EXCISE TAX	4,851.	4,851.		0.
TO FORM 990-PF, PG 1, LN 18	17,813.	4,851.		12,962.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	51.	0.		51.
OTHER EMPLOYEE EXPENSES	3,185.	0.		3,185.
REPAIRS AND MAINTENANCE	1,639.	0.		1,639.
SUPPLIES	1,934.	0.		1,934.
TELEPHONE AND UTILITIES	2,975.	0.		2,975.
DUES AND SUBSCRIPTIONS	1,553.	0.		1,553.

INSURANCE	3,572.	0.	3,572.
MISCELLANEOUS	11,954.	0.	11,954.
COMPUTER SUPPLIES AND EXPENSE	2,097.	0.	2,097.
PROMOTION	405.	0.	405.
SHIPPING EXPENSES	3,715.	0.	3,715.
LIBRARY PROJECT EXPENSE	1,325,634.	0.	1,325,634.
EVENTS	18,480.	0.	18,480.
ROTC/JROTC AWARDS	71,568.	0.	71,568.
COLBY PROGRAM EXPENSE	7,101.	0.	7,101.
LIBRARY AWARDS PROGRAM	156,964.	0.	156,964.
TO FORM 990-PF, PG 1, LN 23	1,612,827.	0.	1,612,827.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	20,464,967.	20,602,576.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,464,967.	20,602,576.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	6,801,159.	6,981,345.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,801,159.	6,981,345.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
RAISERS EDGE SOFTWARE	4,850.	4,850.	0.
FURNITURE & FIXTURES	39,365.	31,492.	7,873.
GRANT MAKING SOFTWARE	12,000.	0.	12,000.
TOTAL TO FM 990-PF, PART II, LN 14	56,215.	36,342.	19,873.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES N. PRITZKER 104 S. MICHIGAN AVE, STE 500 CHICAGO, IL 60603	PRESIDENT 15.00	0.	0.	0.
CHARLES E. DOBRUSIN 104 S. MICHIGAN AVE, STE 500 CHICAGO, IL 60603	DIRECTOR 1.00	0.	0.	0.
DAVID R. PELIZZON 104 S. MICHIGAN AVE, STE 500 CHICAGO, IL 60603	DIRECTOR 1.00	0.	0.	0.
LEWIS COLLENS 104 S. MICHIGAN AVE, STE 500 CHICAGO, IL 60603	DIRECTOR 1.00	0.	0.	0.
GUY SELLARS 104 S. MICHIGAN AVE, STE 500 CHICAGO, IL 60603	TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Colonel (IL) James N. Pritzker Charitable Distribution Fund
Listing of Grants Paid
For the Year Ended December 31, 2011

Purpose of granting activities focuses on one or more of the following areas

- (1) Historical preservation of military heritage,
- (2) Conservation and preservation of historical sites and resources,
- (3) Health and wellness, and
- (4) Awards in recognition of achievement in various areas focusing on the military

<u>Date</u>	<u>Description of Gift</u>	<u>Name</u>	<u>Amount</u>
02/07/2011	Cash	Fire Battalion Cadet Association	4,000
03/09/2011	Cash	Campbell University	5,000
03/09/2011	Cash	Eastern Illinois University NROTC	5,000
03/09/2011	Cash	Ill Institute of Technology AFROTC	4,000
03/09/2011	Cash	Ill Institute of Technology NROTC	4,500
03/09/2011	Cash	Illinois State University AROTC	5,000
03/09/2011	Cash	Los Alamos High School NJROTC	2,000
03/09/2011	Cash	Marine Military Academy	2,000
03/09/2011	Cash	Moreno Valley High AFJROTC	3,250
03/09/2011	Cash	Norwich University AFROTC	5,000
03/09/2011	Cash	Norwich University AROTC	5,000
03/09/2011	Cash	Norwich University NROTC	9,000
03/09/2011	Cash	Punahou School	2,400
03/09/2011	Cash	Southern Illinois University - Carbondale	2,750
03/09/2011	Cash	University of Hawaii ROTC	5,150
03/09/2011	Cash	Valley Forge Military College ROTC	8,080
01/11/2011	Cash	Department of Navy, NROTC Chicago Area	18,180
02/07/2011	Cash	Fire Battalion Cadet Association	30,000
04/20/2011	Cash	Chicago Public Schools Dept of ROTC	5,764
10/12/2011	Cash	Chgo Public Schools Dept of Military Schl	115,412
04/01/2011	Cash	Lincoln Park Zoo	60,000
05/17/2011	Cash	Mackinac Associates	1,000
05/17/2011	Cash	Chicago Architecture Foundation	25,000
05/18/2011	Cash	Washington and Lee University	25,000
06/14/2011	Cash	Crazy Horse Memorial Foundation	1,000
06/15/2011	Cash	Project Liberty Ship	20,000
07/13/2011	Cash	Lincoln Park Zoo	5,000
07/13/2011	Cash	Mammoth Site of Hot Springs SD	1,000
10/12/2011	Cash	The Field Museum	5,000
10/12/2011	Cash	Shedd Aquarium	5,000
11/16/2011	Cash	Chicago History Museum	5,000
11/16/2011	Cash	National Public Housing Museum	4,000
02/07/2011	Cash	Chicago Council on Global Affairs	5,000
02/07/2011	Cash	Clinton Foundation	1,000
02/07/2011	Cash	Lyrnc Opera of Chicago	1,000
02/07/2011	Cash	NRA Whittington Center	3,000
02/07/2011	Cash	Public Affairs Project-Planet Forward	250,000
04/01/2011	Cash	Hebrew Union Col-Jewish Inst of Religion	5,000
06/14/2011	Cash	Loyola University	5,000
06/15/2011	Cash	WTTW - Channel 11	10,000
06/15/2011	Cash	WYCC-TV Chicago 20	10,000
07/13/2011	Cash	NRA Foundation	3,000
07/13/2011	Cash	Spertus Institute of Jewish Studies	1,000

Colonel (IL) James N. Pritzker Charitable Distribution Fund

Listing of Grants Paid

For the Year Ended December 31, 2011

<u>Date</u>	<u>Description of Gift</u>	<u>Name</u>	<u>Amount</u>
08/03/2011	Cash	100 Club of Chicago	1,000
08/03/2011	Cash	Campbell University	2,000
08/03/2011	Cash	The Chicago Police Memorial Foundation	500
08/03/2011	Cash	Eagle Forum	500
08/03/2011	Cash	The Field Museum - Women's Board	1,000
08/03/2011	Cash	Latin School of Chicago	1,000
08/03/2011	Cash	The Museum of Science and Industry	5,000
09/07/2011	Cash	Adler Planetarium & Astronomy Museum	5,000
09/07/2011	Cash	Chicago Symphony Orchestra	5,000
09/07/2011	Cash	Emanuel Congregation	1,000
09/07/2011	Cash	Francis W Parker School	1,000
09/07/2011	Cash	Intl Foundation for Gender Education	10,000
09/07/2011	Cash	Military Officers Assoc of America	250
09/07/2011	Cash	Objectivist Center	500
09/07/2011	Cash	Reserve Officers Association	1,000
09/07/2011	Cash	WUIS WIPA - University of Illinois	250
10/12/2011	Cash	USA Shooting Team Foundation	1,500
10/12/2011	Cash	WFMT 98.7 Public Radio	20,000
11/16/2011	Cash	Boy Scouts of America - Chicago Area	250
11/16/2011	Cash	Emanuel Brotherhood	250
11/16/2011	Cash	Kinsey Institute/IU Foundation	5,000
11/16/2011	Cash	Planetary Studies Foundation	2,000
11/16/2011	Cash	Ravinia	25,000
01/11/2011	Cash	Naval Historical Foundation	50,000
02/07/2011	Cash	Coalition of Families Korean/CW POW/MIAs	2,500
02/07/2011	Cash	Eisenhower Foundation	1,000
02/07/2011	Cash	Franklin & Eleanor Roosevelt Institute	1,000
02/07/2011	Cash	Friends Of The Carter Library	1,000
02/07/2011	Cash	General Douglas McArthur Foundation	5,000
02/07/2011	Cash	George Bush Presidential Library	1,000
02/07/2011	Cash	George W Bush Presidential Library	1,000
02/07/2011	Cash	Harry S Truman Library Institute	1,000
02/07/2011	Cash	Hoover Presidential Library Association	1,000
02/07/2011	Cash	Jamestown Foundation	500
02/07/2011	Cash	John F Kennedy Foundation	1,000
02/07/2011	Cash	Lyndon B Johnson Foundation	1,000
02/07/2011	Cash	National Guard Educational Foundation	5,000
02/07/2011	Cash	National Infantry Foundation	2,500
02/07/2011	Cash	Navy Historical Foundation	50,000
02/07/2011	Cash	Nixon Foundation	1,000
02/07/2011	Cash	Patton Museum Foundation	10,000
02/07/2011	Cash	Ronald Regan Presidential Foundation	1,000
03/09/2011	Cash	American Legion Department of IL	1,000
03/09/2011	Cash	Congressional Medal of Honor Foundation	25,000
03/09/2011	Cash	Geber/Hart Library	2,000
03/09/2011	Cash	Great Lakes Naval Museum Association	25,000
03/09/2011	Cash	Jewish War Veterans	1,000
03/09/2011	Cash	Pacific Aviation Museum Pearl Harbor	82,500
03/09/2011	Cash	Rails to Trails Conservancy	75,000
04/01/2011	Cash	George C Marshall Foundation	5,000
04/01/2011	Cash	Maine Military Museum	25,000

Colonel (IL) James N. Pritzker Charitable Distribution Fund

Listing of Grants Paid

For the Year Ended December 31, 2011

<u>Date</u>	<u>Description of Gift</u>	<u>Name</u>	<u>Amount</u>
04/01/2011	Cash	Minnesota Historical Society	50,000
04/01/2011	Cash	National Guard Association of Illinois	1,500
04/01/2011	Cash	OSS Society	10,000
05/17/2011	Cash	American Air Museum in Britain	500
05/17/2011	Cash	Army Aviation Heritage Foundation	500
05/17/2011	Cash	Inter-Univ Sem On Armed Forces & Society	10,000
05/17/2011	Cash	Chicago Veterans Economic Devl Council	8,800
05/17/2011	Cash	Colorado Ski & Snowboard Museum	20,000
05/17/2011	Cash	Ill Natl Guard & Militia Historical Soc	6,750
05/18/2011	Cash	USS Constitution Museum	10,000
05/18/2011	Cash	USO of Illinois	27,000
06/14/2011	Cash	Air Force Memorial Foundation	1,000
06/14/2011	Cash	Fort Campbell Historical Foundation	5,000
06/14/2011	Cash	Gerald R Ford Presidential Library Fnd	1,000
06/14/2011	Cash	Illinois Association of Museums	1,500
06/14/2011	Cash	Marines Memorial Association	250
06/14/2011	Cash	Museum of Flight	1,000
06/14/2011	Cash	U S Naval Institute	50,000
06/14/2011	Cash	Vietnam Veterans Memorial Fund, Inc	100,000
06/15/2011	Cash	Chicago Foundation for Education	15,000
06/15/2011	Cash	Loyola University	49,500
06/15/2011	Cash	National Guard Association of Illinois	9,000
06/15/2011	Cash	National Veterans Art Museum	50,000
06/15/2011	Cash	West Point Association of Graduates	50,000
07/13/2011	Cash	101st Airborne Division Association	1,000
07/13/2011	Cash	American Veterans Center	15,000
07/13/2011	Cash	DuSable Mus of African American History	3,000
07/13/2011	Cash	Honor Flight Chicago Corp	10,000
07/13/2011	Cash	United States Navy Memorial Foundation	500
07/13/2011	Cash	Natl Museum of WWII Aviation	60,000
07/14/2011	Cash	Reserve Officers Association	3,000
08/03/2011	Cash	American Jewish Historical Society	500
08/03/2011	Cash	Army Historical Foundation	20,000
08/03/2011	Cash	Colonial Williamsburg Foundation	1,000
08/03/2011	Cash	United States Ship Constitution Museum	2,500
08/03/2011	Cash	The National WWII Museum	25,000
08/03/2011	Cash	Project Liberty Ship	20,000
08/03/2011	Cash	World Sport Chicago	3,000
09/07/2011	Cash	Assoc of the US Army Inst of Land Warfare	1,000
09/07/2011	Cash	Fort Wm Henry Harrison Museum	1,000
09/07/2011	Cash	Great Lakes Naval Museum Association	500
09/07/2011	Cash	National Guard Assoc of the United States	1,000
09/07/2011	Cash	Navy League	250
09/07/2011	Cash	Airborne & Special Operations Museum Fnd	35,000
09/07/2011	Cash	National Guard Educational Foundation	15,000
09/07/2011	Cash	United States Nat'l Holocaust Mem Museum	1,000
10/12/2011	Cash	82nd Airborne Division Association	1,000
10/12/2011	Cash	Armed Forces Council of Chicago	500
10/12/2011	Cash	George Washington's Mount Vernon	500
10/12/2011	Cash	Hawaii Army Museum Society	7,500
10/12/2011	Cash	Ill Natl Guard & Militia Historical Soc	25,000

Colonel (IL) James N. Pritzker Charitable Distribution Fund

Listing of Grants Paid

For the Year Ended December 31, 2011

<u>Date</u>	<u>Description of Gift</u>	<u>Name</u>	<u>Amount</u>
10/12/2011	Cash	The National WWII Museum	5,000
10/12/2011	Cash	Naval War College Foundation	500
10/12/2011	Cash	Women In Milit Serv for Amer Mem Fnd	3,000
10/12/2011	Cash	Pew Research Foundation	30,000
11/16/2011	Cash	Bong P38 Fund, Inc	500
11/16/2011	Cash	Cantigny First Division Foundation	5,000
11/16/2011	Cash	Chemical Corps Regimental Association	1,000
11/16/2011	Cash	Chicago Council of the Navy League	5,000
11/16/2011	Cash	Friends of Norwich University Library	2,000
11/16/2011	Cash	Friends of Norwich University Museum	2,000
11/16/2011	Cash	Friends of The Air Force Museum	5,000
11/16/2011	Cash	Marine Military Academy	2,000
11/16/2011	Cash	McCormick Foundation	5,000
11/16/2011	Cash	National Strategy Forum	24,485
11/16/2011	Cash	Texas Military Forces Museum	1,000
11/16/2011	Cash	American Jewish Historical Society	25,000
11/16/2011	Cash	Norwich University	50,000
02/07/2011	Cash	American Red Cross National	10,000
02/07/2011	Cash	Doctors Without Borders USA, Inc	10,000
02/07/2011	Cash	State of Ill Depart of Veterans Affairs	7,500
04/01/2011	Cash	American Red Cross Of Greater Chicago	5,000
04/01/2011	Cash	Rails to Trails Conservancy	100,000
05/17/2011	Cash	Chicago Botanic Garden	30,000
05/17/2011	Cash	Fisher House Foundation	100,000
05/17/2011	Cash	Foundation for the National Archives	25,000
05/18/2011	Cash	Ride 2 Recovery	240,000
06/14/2011	Cash	Active Transportation Alliance	5,000
06/14/2011	Cash	Friends of The Parks	1,000
06/14/2011	Cash	Greater Chicago Food Depository	10,000
06/14/2011	Cash	League of Illinois Bicyclists	3,000
06/15/2011	Cash	Adventure Cycling Association	45,000
07/13/2011	Cash	USO World Headquarters	10,000
07/13/2011	Cash	DePaul University	50,000
07/13/2011	Cash	USO of Illinois	35,000
08/03/2011	Cash	John Marshall Law School	10,000
09/07/2011	Cash	721 Club	721
09/07/2011	Cash	Adventure Cycling Association	1,000
09/07/2011	Cash	LaRabida Children's Hospital	500
09/07/2011	Cash	Lambs Farm	500
09/07/2011	Cash	Wounded Warrior Project	5,000
09/07/2011	Cash	Salvation Army Metro Division	40,000
10/12/2011	Cash	Union League Club Boys and Girls Club	1,500
11/16/2011	Cash	Armed Forces Retirement Home	500
11/16/2011	Cash	Camperships for Nebagamon Inc	5,000
11/16/2011	Cash	Children's Memorial Hospital	15,000
11/16/2011	Cash	John Marshall Law School	20,000
11/16/2011	Cash	New Millennium Orchestra of Chicago	5,000
11/16/2011	Cash	Union League Club Boys and Girls Club	10,000
02/07/2011	Cash	Chicago Botanic Garden	10,000
02/07/2011	Cash	Chicago History Museum	200,000
02/07/2011	Cash	The Field Museum	900,000

Colonel (IL) James N. Pritzker Charitable Distribution Fund
Listing of Grants Paid
For the Year Ended December 31, 2011

<u>Date</u>	<u>Description of Gift</u>	<u>Name</u>	<u>Amount</u>
12/22/2011	Cash	Chicago History Museum	350,000
			<u>4,319,242</u>
Various	In-Kind Donations	Pritzker Military Library - Library Project costs	1,325,634
Various	In-Kind Donations	Prtzker Military Library - Literature awards	156,964
			<u>\$ 5,801,841</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. COLONEL IL JAMES N. PRITZKER CHARITABLE DISTRIBUTION FUND	Employer identification number (EIN) or <input checked="" type="checkbox"/> 30-0040386
	Number, street, and room or suite no. If a P.O. box, see instructions. 104 SOUTH MICHIGAN AVE., NO. 500	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60603	

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	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

GUY SELLARS

- The books are in the care of ► **104 S. MICHIGAN AVE., SUITE 500 - CHICAGO, IL 60603**
Telephone No ► **312-374-9455** 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
AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____.

- 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	\$	0.
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	\$	13,996.
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	\$	0.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- 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)

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 COLONEL IL JAMES N. PRITZKER CHARITABLE DISTRIBUTION FUND	Employer identification number (EIN) or <input checked="" type="checkbox"/> 30-0040386
Number, street, and room or suite no. If a P.O. box, see instructions. 104 SOUTH MICHIGAN AVE., NO. 525	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60603	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.

GUY SELLARS

- The books are in the care of **104 S. MICHIGAN AVE., SUITE 500 - CHICAGO, IL 60603**
 Telephone No. **312-374-9455** 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 **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning , and ending

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

INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE FORM 990-PF IS NOT YET AVAILABLE. AN ADDITIONAL EXTENSION OF TIME IS REQUESTED.

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	\$	24,948.
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	\$	25,011.
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	\$	0.

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 **▶**

Title **▶ CPA**

Date **▶**

Form **8868** (Rev. 1-2012)