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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 OSCAR G & ELSA S MAYER FAMILY FOUNDATION C/O BARBARA J POPE, P.C.		A Employer identification number 36-4035204
Number and street (or P O box number if mail is not delivered to street address) 190 S LASALLE STREET	Room/suite 610	B Telephone number 312-332-3682
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,829,330. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		38.			STATEMENT 1
4 Dividends and interest from securities		194,396.	192,769.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,139,965.			
b Gross sales price for all assets on line 6a		2,561,197.			
7 Capital gain net income (from Part IV, line 2)			1,139,965.		
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		<8,036.>	<8,036.>		STATEMENT 3
12 Total. Add lines 1 through 11		1,326,363.	1,324,698.		
13 Compensation of officers, directors, trustees, etc.		31,100.	6,220.		24,880.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		10,000.	5,000.		5,000.
b Accounting fees STMT 5		48,000.	24,000.		24,000.
c Other professional fees STMT 6		45,685.	42,505.		3,180.
17 Interest		2,297.	2,297.		0.
18 Taxes STMT 7		17,780.	2,780.		0.
19 Depreciation and depletion					
20 Occupancy		15,113.	3,023.		12,090.
21 Travel, conferences, and meetings		20,493.	10,247.		10,247.
22 Printing and publications					
23 Other expenses STMT 8		155,825.	153,348.		2,255.
24 Total operating and administrative expenses. Add lines 13 through 23		346,293.	249,420.		81,652.
25 Contributions, gifts, grants paid		694,290.			694,290.
26 Total expenses and disbursements. Add lines 24 and 25		1,040,583.	249,420.		775,942.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		285,780.			
b Net investment income (if negative, enter -0-)			1,075,278.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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					
	2 Savings and temporary cash investments			<109,474.>	1,585,693.	1,585,693.
	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			178,415.		
	b Investments - corporate stock STMT 10			2,400,000.	2,725,000.	2,830,848.
	c Investments - corporate bonds			100,743.		
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other			1,122,270.		
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 11)			10,514,036.	10,172,853.	10,412,789.
	16 Total assets (to be completed by all filers)			14,205,990.	14,483,546.	14,829,330.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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 ▶ ☐					
	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			14,205,990.	14,205,990.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			0.	277,556.		
30 Total net assets or fund balances			14,205,990.	14,483,546.		
31 Total liabilities and net assets/fund balances			14,205,990.	14,483,546.		

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	14,205,990.
2 Enter amount from Part I, line 27a	2	285,780.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,491,770.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	8,224.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,483,546.

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 STATEMENTS			
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 2,561,197.		1,421,232.	1,139,965.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,139,965.

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	1,139,965.
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	775,557.	14,634,627.	.052995
2009	438,709.	13,400,754.	.032738
2008	640,271.	17,048,187.	.037557
2007	718,189.	19,763,027.	.036340
2006	814,211.	18,018,730.	.045187

2 Total of line 1, column (d)	2	.204817
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	.040963
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,620,646.
5 Multiply line 4 by line 3	5	639,869.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,753.
7 Add lines 5 and 6	7	650,622.
8 Enter qualifying distributions from Part XII, line 4	8	775,942.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	10,753.
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	10,753.
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	10,753.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,022.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,022.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	15,269.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 15,269. Refunded ☐	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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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) ☒ 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 N/A	13	X	
14	The books are in care of BARBARA J POPE, P.C. Telephone no. 312-332-3682 Located at 190 S LASALLE STREET, SUITE 610, CHICAGO, IL ZIP+4 60603			
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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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	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 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	☐ Yes ☒ 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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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

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

(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		31,100.	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
NONE				

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

0

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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	15,552,352.
b	Average of monthly cash balances	1b	306,172.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,858,524.
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	15,858,524.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	237,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,620,646.
6	Minimum investment return. Enter 5% of line 5	6	781,032.

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	781,032.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,753.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	770,279.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	770,279.
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	770,279.

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	775,942.
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	775,942.
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	10,753.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	765,189.

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				770,279.
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				
b From 2007				
c From 2008				
d From 2009				
e From 2010	50,465.			
f Total of lines 3a through e	50,465.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 775,942.				
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				770,279.
e Remaining amount distributed out of corpus	5,663.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,128.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	56,128.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	50,465.			
e Excess from 2011	5,663.			

OSCAR G & ELSA S MAYER FAMILY FOUNDATION

Form 990-PF (2011)

C/O BARBARA J POPE, P.C.

36-4035204

Page **10**

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
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:

Enter gross amounts unless otherwise indicated.

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

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).
----------------------	---

[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 | | ✓ |
| | (2) Other assets | | ✓ |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | | ✓ |
| | (4) Reimbursement arrangements | | ✓ |
| | (5) Loans or loan guarantees | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | ✓ |
| 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.

☒ Harold F. Meyer | 10/15/12 | President
Signature of officer or trustee Date 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 <i>Barbara J. Pope</i>	Preparer's signature <i>Barbara J. Pope</i>	Date <i>10-15-12</i>	Check ☐ if self-employed	PTIN P00005878
Firm's name ▶ BARBARA J. POPE, P.C.		Firm's EIN ▶ 36-3850821		
Firm's address ▶ 190 S. LASALLE ST., #610, CHICAGO, IL 60608		Phone no 312-332-3682		

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	MFB NORTHERN FDS BD INDEX FD (200.75 SH)	P	VARIOUS	12/22/11
b	PIMCO FDS PAC INVT MGMT SER (29.54 SH)	P	12/07/11	12/23/11
c	MFO PIMCO FDS PAC INVT MGMT SER (1684.24 SH)	P	VARIOUS	12/23/11
d	MFB NORTHERN FDS BD INDEX FD (29179.13 SH)	P	VARIOUS	12/22/11
e	US TREAS NTS 3.125 8-31-13 (100000)	P	10/29/08	12/22/11
f	US TREAS NTS 3.125 9-30-13 (75000)	P	10/05/08	12/22/11
g	WALMART STORES INC 4.55 (100000 SH)	P	04/29/03	12/22/11
h	PIMCO FDS PAC INVT MGMT SER (26180.26 SH)	P	11/17/10	12/23/11
i	MFO PIMCO FDS PAC INVT MGMT SER (58823.73 SH)	P	VARIOUS	12/23/11
j	FROM K-1 SEP - REAL ESTATE PORTFOLIO I	P		
k	FROM K-1 SEP - PRIVATE EQUITY FD 2008	P		
l	FROM K-1 SEP - PRIVATE EQUITY FD 2008	P		
m	FROM K-1 SEDGWICK STREET FUND LLC	P		
n	FROM K-1 SEDGWICK STREET FUND LLC	P		
o	CAPITAL GAINS DIVIDENDS			

(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 2,182.		2,192.	<10.>
b 265.		264.	1.
c 17,263.		17,348.	<85.>
d 317,177.		302,615.	14,562.
e 104,808.		101,925.	2,883.
f 78,797.		76,489.	2,308.
g 105,460.		100,743.	4,717.
h 234,575.		244,000.	<9,425.>
i 602,943.		575,656.	27,287.
j <1,132.>			<1,132.>
k 229.			229.
l 9,681.			9,681.
m 108,240.			108,240.
n 966,803.			966,803.
o 13,906.			13,906.

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			<10.>
b			1.
c			<85.>
d			14,562.
e			2,883.
f			2,308.
g			4,717.
h			<9,425.>
i			27,287.
j			<1,132.>
k			229.
l			9,681.
m			108,240.
n			966,803.
o			13,906.

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	1,139,965.
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

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

SOURCE	AMOUNT
FROM K-1 SEDGWICK STREET FUND LLC (TAX-EXEMPT)	33.
FROM K-1 SEP PRIVATE EQUITY FD 2008 (TAX-EXEMPT)	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 SEDGWICK STREET FUND LLC	113,522.	0.	113,522.
FROM K-1 SEP-PRIVATE EQUITY FD	2,890.	0.	2,890.
FROM K-1 SEP-REAL ESTATE PORTFOLIO I	19.	0.	19.
FROM K-1 SEP-REAL ESTATE PORTFOLIO II	3.	0.	3.
M&I TRUST CO	19.	0.	19.
NORTHERN TRUST	90,222.	13,906.	76,316.
NORTHERN TRUST DIVIDENDS TAXED IN 2010, RECEIVED IN 2011	1,627.	0.	1,627.
TOTAL TO FM 990-PF, PART I, LN 4	208,302.	13,906.	194,396.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 SEP REAL ESTATE PORTFOLIO I	<9,674.>	<9,674.>	
FROM K-1 SEP PRIVATE EQUITY FUND 2008	498.	498.	
FROM K-1 SEDGWICK STREET FUND LLC	1,140.	1,140.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<8,036.>	<8,036.>	

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 FEES	10,000.	5,000.		5,000.	
TO FM 990-PF, PG 1, LN 16A	10,000.	5,000.		5,000.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	48,000.	24,000.		24,000.	
TO FORM 990-PF, PG 1, LN 16B	48,000.	24,000.		24,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	7,505.	7,505.		0.	
INVESTMENT CONSULTING FEES	35,000.	35,000.		0.	
CHARITY CONSULTING FEES	3,180.	0.		3,180.	
TO FORM 990-PF, PG 1, LN 16C	45,685.	42,505.		3,180.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US TREASURY EXCISE TAX	15,000.	0.		0.	
FOREIGN TAXES WITHHELD ON DIVIDENDS	2,780.	2,780.		0.	
TO FORM 990-PF, PG 1, LN 18	17,780.	2,780.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	993.	993.		0.	
PHONE/PARKING/SUPPLIES/MISC FROM K-1 SEP REAL ESTATE PORT I (PORTFOLIO FEES)	4,511.	2,255.		2,255.	
FROM K-1 SEP PRIVATE EQUITY FD 2008 (PORTFOLIO FEES)	7,128.	7,128.		0.	
FROM K-1 SEP REAL ESTATE PORT II (PORTFOLIO FEES)	19,922.	19,922.		0.	
FROM K-1 SEDGWICK STREET FUND LLC (PORTFOLIO FEES)	2,600.	2,600.		0.	
NONDEDUCTIBLE PORTFOLIO EXPENSES	120,450.	120,450.		0.	
	221.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	155,825.	153,348.		2,255.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
CORRECTION OF BASIS OF PARTNERSHIP INTEREST		8,224.	
TOTAL TO FORM 990-PF, PART III, LINE 5		8,224.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BLACKSTONE PARTNERS OFFSHORE FD LTD	1,325,000.	1,397,741.	
COMMON SENSE LONG-BIASED OFFSHORE LTD	1,400,000.	1,433,107.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,725,000.	2,830,848.	

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEP - REAL ESTATE PORTFOLIO I	452,823.	422,067.	437,094.
SEP - PRIVATE EQUITY FD 2008	169,701.	307,810.	353,017.
SEP - REAL ESTATE PORTFOLIO II	0.	145,340.	140,800.
SEDGWICK STREET FUND LLC	9,891,512.	9,297,636.	9,481,878.
TO FORM 990-PF, PART II, LINE 15	10,514,036.	10,172,853.	10,412,789.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HAROLD F. MAYER 6519 CROWN COLONY PLACE #201 NAPLES, FL 34108	DIRECTOR & PRESIDENT 10.00	0.	0.	0.
ALISON M. SHETTER 5107 SUNSHINE CANYON DRIVE BOULDER, CO 80302	DIRECTOR/SECRETARY/TREASURER 1.00	0.	0.	0.
OSCAR H. MAYER 2445 NW WESTOVER ROAD #311 PORTLAND, OR 97210	DIRECTOR 1.00	0.	0.	0.
ALLAN C. MAYER, JR 315 1ST STREET KIRKLAND, WA 98033	DIRECTOR 1.00	0.	0.	0.
RICHARD A. MAYER 354 SHERIDAN ROAD WINNETKA, IL 60093	DIRECTOR & VICE PRESIDENT 1.00	0.	0.	0.
SCOTT T. MAYER 6606 PLEASANT STREET CINCINNATI, OH 45227	DIRECTOR 1.00	0.	0.	0.
ALEXANDRA H. MAYER 1427 BYRON STREET PALO ALTO, CA 94301	DIRECTOR 1.00	0.	0.	0.

OSCAR G & ELSA S MAYER FAMILY FOUNDATION

36-4035204

BARBARA J. POPE 190 S. LASALLE STREET #610 CHICAGO, IL 60603	ASST TREASURER 5.00	0.	0.	0.
KARLA K. RITT ONE SOUTH PINCKNEY STREET #920 MADISON, WI 53703	ASST SECRETARY 10.00	31,100.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		31,100.	0.	0.

**OSCAR G. & ELSA S. MAYER FAMILY FOUNDATION
2011 GRANTS**

<u>GRANTEE</u>	<u>DESIGNATION</u>	<u>AMOUNT</u>
Acterra 3921 East Bayshore Palo Alto, CA 94303	General	\$ 250.00
Alliance Defense Fund 15100 N. 90th Street Scottsdale, AZ 85260	General	10,000.00
Along Side Ministries 4650 N. 35th Avenue Phoenix, AZ 85017	General	5,000.00
American Heart Association 7272 Greenville Avenue Dallas, TX 75231	General	25.00
Beloit College 700 College Street Beloit, WI 53511	General	10,000.00
Billings Praise Center 516 S 37th Street Billings, MT 59101	General	1,000.00
Boulder High School 1604 Arapahoe Avenue Boulder, CO 80302	General	140.00
Catlin Gabel School 8825 SW Barnes Road Portland, OR 97225	General	1,000.00
Children's Alliance 718 6th Avenue South Seattle, WA 98104	Early Learning Advocacy Project	70,000.00
Children's Hospital Foundation P.O. Box 5585 Denver, CO 80217	22Q Deletion Fund	5,400.00

Children's Institute 1221 SW Yamhill, #260 Portland, OR 97205	WEE Initiative	65,000.00
Children First for Oregon P.O. Box 14914 Portland, OR 97293	ERDC Project	30,000.00
Children's Service Society of WI 1716 Fordem Avenue Madison, WI 53704	Kinderready Program	60,000.00
Colorado Art Ranch 6878 Taft Court Arvada, CO 80004	General	100.00
The Conservation Fund 1655 N. Fort Myer Drive Arlington, VA 22209-9708	General	2,500.00
Cornell University P.O. Box 22363 Pittsburgh, PA 15251-2623	Outdoor Odyssey	1,000.00
Cornell University 130 E. Seneca Street, #400 Ithaca, NY 14850	General	1,000.00
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204	General	9,860.00
Eagle Mount Equine Program 6901 Goldstein Lane Bozeman, MT 59718	Ski Program	360.00
Focus on the Family Colorado Springs, CO 80995	General	10,000.00
Fourth Presbyterian Church 126 East Chestnut Street Chicago, IL 60611	General	2,000.00
Friends of Oscar Mayer School 2250 North Clifton Chicago, IL 60614	General	2,500.00

Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	General	5,000.00
High Peaks Education Group 3995 Aurora Avenue Boulder, CO 80303	General	500.00
Hospice Savannah 1352 Eisenhower Drive Savannah, GA 31416	General	3,000.00
Hospice of the Valley 1510 E. Flower Street Phoenix, AZ 85014	General	2,500.00
I Have a Dream Foundation of Boulder Co 3012 Sterling Circle, #200 Boulder, CO 80301	General	150.00
International Crane Foundation P.O. Box 447 Baraboo, WI 53913	General	150.00
Invest in Kids 1775 Sherman Street, #2075 Denver, CO 80203	The Incredible Years Program	50,000.00
Invisible Children, Inc. 1620 5th Avenue, #400 San Diego, CA 92101	General	1,000.00
Kellogg School of Management 2020 Ridge Avenue Evanston, IL 60208-4305	General	2,500.00
Kiva Microfunds 875 Howard Street San Francisco, CA 94103	General	1,000.00
Lake Forest Academy 1500 West Kennedy Road Lake Forest, IL 60045	General	5,000.00

Louisville Elementary School 400 Hutchinson Street Louisville, CO 80027	General	1,000.00
Lymelight Foundation 1229 Burlingame Avenue, #205 Burlingame, CA 94010	General	500.00
Metropolitan Family Services 1808 SE Belmont Street Portland, OR 97214	Ready Set Go Program	30,000.00
Middlebury College 5 Court Street Middlebury, VT 05753	General	1,000.00
Moorestown Friends School 110 East Main Street Moorestown, NJ 08057-2922	General	2,000.00
Music Institute of Chicago 517 Green Bay Road Wilmette, IL 60091	General	100.00
My New Red Shoes 111 Anza Boulevard, #110 Burlingame, CA 94010	General	35.00
Partners in Education P.O. Box 1557 Palo Alto, CA 994301	General	520.00
Partners in Health P.O. Box 845578 Boston, MA 02284-5578	General	1,000.00
Northwestern Memorial Foundation 251 East Huron Street, #3-200 Chicago, IL 60611	Bluhm Cardiovascular Institute	3,500.00
Ounce of Prevention Fund 33 West Monroe Street, #2400 Chicago, IL 60603	General Early Childhood Quality Improvement Program	112,500.00

Planned Parenthood Marmonte 1605 The Alameda San Jose, CA 95126	General	100.00
Prison Fellowship P.O. Box 1550 Merrifield, VA 22116-1550	Angel Tree	5,000.00
Providence-St. Mel School 119 South Central Park Boulevard Chicago, IL 60624	General Early Childhood Program	85,000.00
Ready 4K 2233 University Avenue, #345 St. Paul, MN 55114	General	1,000.00
St. Barnabas Episcopal Church 6715 N. Mockingbird Lane Scottsdale, AZ 85253	General	5,000.00
Savannah Early Childhood Foundation 9 Calico Crab Retreat Savannah, GA 31411	General	32,000.00
Thorne Ecological Institute P.O. Box 19107 Boulder, CO 80308-2107	The Rudd Fund	1,000.00
Turn the Corner Foundation 244 Fifth Avenue, #1450 New York, NY 10001	General	250.00
United Way of the Coastal Empire 428 Bull Street Savannah, GA 31402	General	5,000.00
United Way of Dane County 2059 Atwood Avenue Madison, WI 53704	Parent/Child Home Program	46,100.00
University of Chicago 1427 E. 60th Chicago, IL 60637	Booth School of Business	1,000.00

USA Boxing 1 Olympic Plaza Colorado Springs, CA 80909	General	1,000.00
Women of Wind Energy P.O. Box 22514 Brooklyn, NY 11202	Rudd Mayer Scholarship Fund	750.00
Yale University P.O. Box 2038 New Haven, CT 06521-2038	General	<u>1,000.00</u>
	TOTAL 2011 GRANTS	<u><u>\$ 694,290.00</u></u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Oscar G. & Elsa S. Mayer Family Foundation	☒ 36-4035204
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	Barbara J. Pope, P.C., 190 S. LaSalle Street, Suite 610	☐
	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-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.

- The books are in the care of **Barbara J. Pope, P.C.**
Telephone No. **312-332-3682** FAX No. **312-853-1860**
- 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.

- I request an additional 3-month extension of time until **November 15**, 20 **12**.
- For calendar year **2012**, or other tax year beginning . . . , 20 . . . , and ending . . . , 20 . . .
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
Information necessary to file a complete and accurate return is not yet available.
AUG 15 2012

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	\$	26,022
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	\$	26,022
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 Barbara J. Pope Title Assistant Treasurer Date 8-15-12
Form **8868** (Rev. 1-2012)

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	Name of exempt organization or other filer, see instructions. OSCAR G & ELSA S MAYER FAMILY FOUNDATION C/O BARBARA J POPE, P.C.	Employer identification number (EIN) or ☒ 36-4035204
	Number, street, and room or suite no. If a P.O. box, see instructions. 190 S LASALLE STREET, NO. 610	Social security number (SSN) ☐
	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-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

BARBARA J POPE, P.C.

- The books are in the care of ► **190 S LASALLE STREET, SUITE 610 - CHICAGO, IL 60603**
Telephone No. ► **312-332-3682** FAX No ► **312-332-1860**

- 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	\$	26,022.
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	\$	16,022.
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	\$	10,000.

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)