Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Mayer and Morris Kaplan Foundation

A Employer identification number: 36-6099675

Number and street (or P O box number if mail is not delivered to street address): 1780 Green Bay Road,#205 | Room/suite:

B Telephone number: 847-681-5051

City or town, state, and ZIP code: Highland Park, IL 60035

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 34,333,355.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	12,320,592.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	106,992.	106,992.		Statement 1
	4 Dividends and interest from securities	402,368.	402,368.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,129,621.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,129,621.		
	8 Net short-term capital gain				
	9 Income modifications			300,000.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<4,193.>	<4,193.>		Statement 3
	12 Total. Add lines 1 through 11	13,955,380.	1,634,788.	300,000.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	101,510.	0.		101,510.
	14 Other employee salaries and wages	127,873.	0.		127,873.
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	24,291.	0.		24,291.
	b Accounting fees Stmt 5	11,000.	5,500.		5,500.
	c Other professional fees Stmt 6	78,106.	78,106.		0.
	17 Interest	4,676.	4,676.		0.
	18 Taxes Stmt 7	29,518.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	1,393.	696.		697.
	21 Travel, conferences, and meetings	20,474.	0.		20,474.
	22 Printing and publications				
	23 Other expenses Stmt 8	274,928.	0.		61,133.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	673,769.	88,978.		341,478.
	25 Contributions, gifts, grants paid	2,792,988.			2,262,322.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,466,757.	88,978.		2,603,800.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	10,488,623.			
	b **Net investment income** (if negative, enter -0-)		1,545,810.		
	c **Adjusted net income** (if negative, enter -0-)			300,000.	

SCANNED NOV 2 0 2012

RECEIVED NOV 1 9 2012 OGDEN, UT IRS-OSC

123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions** Form **990-PF** (2011)

15 G 19

13391106 758570 71826-060 2011.05000 Mayer and Morris Kaplan Fou 71826-N1

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	112,724.	449,598.	449,598.
	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	9,635,916.	11,110,149.	11,110,149.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	12,872,013.	10,700,693.	10,700,693.
	14 Land, buildings, and equipment: basis ▶ 105,425.			
	Less accumulated depreciation ▶ 105,425.			
	15 Other assets (describe ▶ Statement 11)	1,470,766.	12,072,915.	12,072,915.
	16 **Total assets** (to be completed by all filers)	24,091,419.	34,333,355.	34,333,355.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	2,452,000.	3,282,667.	
	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)	2,452,000.	3,282,667.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,639,419.	31,050,688.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	21,639,419.	31,050,688.	
	31 **Total liabilities and net assets/fund balances**	24,091,419.	34,333,355.	

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	21,639,419.
2	Enter amount from Part I, line 27a	2	10,488,623.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,128,042.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Loss	5	1,077,354.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,050,688.

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	Various Securities		Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				1,129,621.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,129,621.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 1,129,621.

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	3,378,641.	22,848,941.	.147869
2009	1,968,439.	21,843,109.	.090117
2008	3,296,125.	27,839,867.	.118396
2007	3,928,863.	35,204,760.	.111600
2006	3,970,346.	34,819,304.	.114027

2	Total of line 1, column (d)	2	.582009
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	.116402
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,110,025.
5	Multiply line 4 by line 3	5	2,573,651.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,458.
7	Add lines 5 and 6	7	2,589,109.
8	Enter qualifying distributions from Part XII, line 4	8	2,603,800.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	15,458.
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	15,458.
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	15,458.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 19,092.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	19,092.
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	3,634.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 3,634. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Alan Tinsmon Telephone no. ▶ 847-681-5051

Located at ▶ 1780 Green Bay Road, Highland Park, IL ZIP+4 ▶ 60035

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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		101,510.	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

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.

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	22,159,385.
b	Average of monthly cash balances	1b	281,161.
c	Fair market value of all other assets	1c	6,180.
d	**Total** (add lines 1a, b, and c)	1d	22,446,726.
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	22,446,726.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	336,701.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,110,025.
6	**Minimum investment return** Enter 5% of line 5	6	1,105,501.

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	1,105,501.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 15,458.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,090,043.
4	Recoveries of amounts treated as qualifying distributions	4	300,000.
5	Add lines 3 and 4	5	1,390,043.
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	1,390,043.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,603,800.
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	2,603,800.
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	15,458.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,588,342.

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.

123571
12-02-11

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				1,390,043.
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 2,281,817.				
b From 2007 2,224,393.				
c From 2008 1,912,648.				
d From 2009 876,284.				
e From 2010 2,270,134.				
f **Total** of lines 3a through e	9,565,276.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,603,800.				
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				1,390,043.
e Remaining amount distributed out of corpus	1,213,757.			
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	10,779,033.			
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	2,281,817.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	8,497,216.			
10 Analysis of line 9:				
a Excess from 2007 2,224,393.				
b Excess from 2008 1,912,648.				
c Excess from 2009 876,284.				
d Excess from 2010 2,270,134.				
e Excess from 2011 1,213,757.				

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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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:

Dinaz Mansuri, Executive Director, 847-681-5051
1780 Green Bay Road #205, Highland Park, IL 60035

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

See Statement attached-"Application Procedures/Document Checklist"

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached		Forn		2,262,322.
Total			▶ 3a	2,262,322.
b *Approved for future payment*				
See attached				856,667.
Total			▶ 3b	856,667.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	900000	1,099.	14	105,893.	
4 Dividends and interest from securities	900000	1,050.	14	401,318.	
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	900000	<13,608.>	18	9,415.	
8 Gain or (loss) from sales of assets other than inventory	900000	<5,232.>	18	1,134,853.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<16,691.>		1,651,479.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,634,788.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11/11/12 | Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Bruce Horwitz		NOV -6 2012		P01078650

Firm's name ▶ Lipschultz, Levin & Gray, L.L.C. | Firm's EIN ▶ 36-2260623

Firm's address ▶ 425 Huehl Road Bldg.7 Northbrook, IL 60062 | Phone no. 847-272-5300

Form **990-PF** (2011)

123622
12-02-11

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

Mayer and Morris Kaplan Foundation

Employer identification number

36-6099675

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
Mayer and Morris Kaplan Foundation	36-6099675

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	Estate of Morris Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 11,500,003.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	Estate of Morris Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 577,563.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	Burton Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 195,927.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Beth Kaplan Karmin 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Michael Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Charlie Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Mayer and Morris Kaplan Foundation	36-6099675

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
7	Jessica Lundevall 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	Curt Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	Sarah Kaplan Moore 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 1,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
10	Aura De La Fuente 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 1,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
11	Anne Kaplan 1780 Green Bay Road, #205 Highland Park, IL 60035	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Mayer and Morris Kaplan Foundation	36-6099675

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
Mayer and Morris Kaplan Foundation	36-6099675

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

(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

(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

(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

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 1

Source	Amount
Various	106,992.
Total to Form 990-PF, Part I, line 3, Column A	106,992.

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Various	402,368.	0.	402,368.
Total to Fm 990-PF, Part I, ln 4	402,368.	0.	402,368.

Form 990-PF	Other Income	Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Income	<4,193.>	<4,193.>	
Total to Form 990-PF, Part I, line 11	<4,193.>	<4,193.>	

Form 990-PF	Legal Fees	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	24,291.	0.		24,291.
To Fm 990-PF, Pg 1, ln 16a	24,291.	0.		24,291.

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	11,000.	5,500.		5,500.
To Form 990-PF, Pg 1, ln 16b	11,000.	5,500.		5,500.

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
Advisor Fees	78,106.	78,106.		0.
To Form 990-PF, Pg 1, ln 16c	78,106.	78,106.		0.

Form 990-PF — Taxes — Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Taxes	16,970.	0.		0.
State Taxes	209.	0.		0.
Foreign Taxes	12,339.	0.		0.
To Form 990-PF, Pg 1, ln 18	29,518.	0.		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
Investment Expenses	213,795.	0.		0.
Office Expenses	61,133.	0.		61,133.
To Form 990-PF, Pg 1, ln 23	274,928.	0.		61,133.

Form 990-PF	Corporate Stock	Statement 9

Description	Book Value	Fair Market Value
Common Stock Investment	11,110,149.	11,110,149.
Total to Form 990-PF, Part II, line 10b	11,110,149.	11,110,149.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Investments in limited partnerships	FMV	10,700,693.	10,700,693.
Total to Form 990-PF, Part II, line 13		10,700,693.	10,700,693.

Form 990-PF	Other Assets	Statement 11

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Refundable Income and Excise Taxes	23,149.	6,180.	6,180.
Distribution Receivable	1,447,617.	0.	0.
Contribution Receivable	0.	12,066,735.	12,066,735.
To Form 990-PF, Part II, line 15	1,470,766.	12,072,915.	12,072,915.

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
Dinaz I. Mansuri 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Executive Director 40.00	101,510.	0.	0.
Jessica Kaplan Lundevall 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Secretary/Trustee 0.00	0.	0.	0.
Charles Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Anne Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Jean B. Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Aura de La Fuente 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
David Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Sarah Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Hilary Kaplan Loretta 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Curt Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Chairman/Trustee 0.00	0.	0.	0.
Michael Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Treasurer 0.00	0.	0.	0.

Beth Kaplan Karmin 1780 Green Bay Road Suite #205 Highland Park, IL 60035	President/Trustee 0.00	0.	0.	0.
Kaja Lundevall 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Bob Kaplan 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Hannah Karmin 1780 Green Bay Road Suite #205 Highland Park, IL 60035	Trustee 0.00	0.	0.	0.
Dolores Kohl Kaplan	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		101,510.	0.	0.

Part XV line 3a

Mayer & Morris Kaplan Family Foundation
Transactions by Account
As of December 31, 2011

Name		Amount per Grants System
Willits Community Theater	$	500 00
The Fund for Santa Barbara	$	500 00
Earth Mind	$	500 00
Willits Community Services and Food Bank	$	500 00
Wyoming Community Foundation	$	500.00
Chicago Public Library Foundation	$	500 00
Buffalo Bill Historical Center	$	500 00
Harvard Business School Fund	$	500.00
Auxiliary of Highland Park Hospital	$	500.00
Heal the Bay	$	500.00
Human Rights Watch	$	500.00
Tails of Hope	$	500.00
Children of the Caribbean	$	500.00
Community Counseling and Education Center	$	500.00
Environmental Defense Center	$	500.00
Land Trust for Santa Barbara County	$	500 00
My Friend's Place	$	500 00
Santa Barbara Audubon Society	$	500 00
Wyoming Public Radio	$	500 00
Logan Square Chamber of Arts	$	500 00
Breakbone Dance Co	$	500 00
Chicago Moving Company	$	500.00
Food Desert Action	$	500 00
Chicago Foundation for Women	$	500.00
East West Players Inc	$	500 00
National Center for Family Philanthropy	$	900 00
Israel Philharmonic Orchestra	$	1,000.00
Northwestern University	$	1,000 00
Willits Kids Club, Inc	$	1,000 00
WYCC	$	1,000.00
Nuestra Alianza de Willits	$	1,000.00
Hebrew Union College	$	1,000 00
Our Daily Bread	$	1,000.00
Thoroughbread Rehabilitation Center	$	1,000 00
The Waldorf School of Mendocino County	$	1,000 00
Merit School of Music	$	1,000 00
Music Institute of Chicago	$	1,000 00
Education Reform Now	$	1,000 00
Friends of the Ten Sleep Library	$	1,000 00
Illinois Network of Charter Schools	$	1,000 00
Moog Center for Deaf Education	$	1,000 00
Los Angeles Center for Law and Justice	$	1,000 00
Environmental Law & Policy Center	$	1,000.00
Hubbard Street Dance Chicago	$	1,000.00
MCCT, Inc	$	1,000 00
The Nature Conservancy of Illinois	$	1,000 00
Woogaboo Foundation	$	1,000 00
Openlands Project	$	1,000 00
The Roger Baldwin Foundation of ACLU, Inc	$	1,000.00
Bronx Preparatory Charter School	$	1,000 00
Little Sisters of the Assumption	$	1,000 00
JumpStart	$	1,000 00
StreetSquash	$	1,000 00
Wagner Free Institute of Science	$	1,000 00
Education Reform Now	$	1,000.00
Planned Parenthood of Santa Barbara	$	1,000 00
Roberta Bachmann Lewis Scholarship Fund	$	1,000 00
Santa Barbara Foundation	$	1,000 00
The Fund for Santa Barbara	$	1,000 00
Links Hall	$	1,000 00

4:07 PM
10/04/12
Accrual Basis

Mayer & Morris Kaplan Family Foundation
Transactions by Account
As of December 31, 2011

Chicago Office of Tourism and Culture	$	1,000.00
Charles R. Darwin Elementary School	$	1,000.00
Midwest Access Project	$	1,000.00
Michael Rolfe Pancreatic Cancer Foundatio	$	1,000.00
The Joffrey Ballet of Chicago, Inc.	$	1,200.00
Museum of Contemporary Art	$	1,500.00
Arts Council of Mendocino County	$	1,500 00
KZYX&Z	$	1,500.00
Willits Charter School	$	1,500.00
Dude Ranch Association Educational Trust	$	1,500 00
Washakie Museum	$	1,500.00
Highland Park HS/Karen L Hamity Scholarsh	$	1,500 00
WaterKeeper Alliance	$	1,500 00
My Friend's Place	$	1,500 00
The Pablove Foundation	$	1,500 00
Campbell Hall	$	1,500.00
Aspen Art Museum	$	1,500.00
EcoFlight	$	1,500.00
Summer Dance Santa Barbara	$	1,500.00
Women's Economic Ventures	$	1,500.00
University of Colorado at Boulder	$	1,500.00
Homeboy Industries	$	1,500.00
Bennington College	$	1,500 00
C5 Youth Fnd of Southern California	$	1,500 00
Ravinia Festival	$	1,550 00
John G Shedd Aquarium	$	1,800 00
The Smart Museum	$	2,500 00
Community Foundation of Jackson Hole	$	3,000 00
Donor's Forum of Chicago	$	3,629 91
SPACE	$	5,000 00
Taos Art Museum	$	5,000.00
The Art Center	$	5,000 00
Nature Conservancy in Wyoming	$	5,000 00
Santa barbara Dance Alliance	$	5,000 00
United States Holocaust Memorial Museum	$	5,000 00
Highland Park Community Foundation	$	5,000 00
American Dance & Music Inc	$	5,000 00
Arts Council of Mendocino County	$	5,000 00
Ravinia Festival Association	$	5,908 33
The Erikson Institute	$	10,000 00
Marwen Foundation	$	10,000 00
Project Exploration	$	10,000 00
Art Institute of Chicago	$	10,000 00
Chicago Botanic Garden	$	10,000 00
Chicago Symphony Orchestra	$	10,000 00
Museum of Contemporary Art	$	10,000 00
Steppenwolf Theatre Company	$	10,000 00
WBEZ Alliance	$	10,000 00
fulcrumpoint New Music Project	$	10,000.00
Western Mining Action Project	$	10,000.00
Nuestra Alianza de Willits	$	10,000 00
Santa Barbara Education Foundation	$	10,000 00
Verbum Dei High School	$	10,000 00
Western Mining Action Project	$	10,000.00
WildEarth Guardians	$	10,000 00
Victory Gardens Theatre	$	10,000 00
Santa Barbara Dance Institute	$	12,000.00
Community Foundation of Jackson Hole	$	12,500 00
Albany Park Theater Project	$	15,000.00
Horizons for Youth	$	15,000 00
LEARN Charter School Network	$	15,000 00
Barrio Logan College Institute	$	15,000 00
South Central Scholars Fnd	$	15,000 00

Mayer & Morris Kaplan Family Foundation
Transactions by Account
As of December 31, 2011

Wyoming Health Council	$	15,000 00
John F. Kennedy Center	$	15,000 00
Art Institute of Chicago	$	20,000 00
Free Spirit Media	$	20,000 00
Taos Art Museum	$	20,000 00
Reality Changers	$	20,000 00
SPACE	$	20,000.00
Wyoming Outdoor Council	$	20,000 00
Planned Parenthood Rocky Mountains, Inc	$	20,000 00
Community Partners	$	20,000 00
Association House of Chicago	$	25,000 00
HighSight	$	25,000 00
Link Unlimited	$	25,000 00
Namaste Charter School	$	25,000 00
Polaris Charter Academy	$	25,000 00
Urban Students Empowered	$	25,000 00
Bright Star Schools	$	25,000 00
Camino Nuevo Charter Academy	$	25,000 00
The Children's Initiative	$	25,000 00
My Friend's Place	$	25,000 00
P F Bresee Foundation	$	25,000 00
PUENTE Learning Center	$	25,000 00
Perspectives Charter School	$	30,000 00
Colorado Environmental Coalition	$	30,000 00
Burke Mountain Academy	$	35,000 00
Daniel Murphy Scholarship Foundation	$	35,000 00
Reading in Motion	$	35,000 00
APEX	$	35,000 00
Nature Conservancy in Wyoming	$	35,000 00
North Lawndale College Preparatory School	$	40,000 00
Umoja Community Developement Corporation	$	40,000 00
KIPP LA Schools	$	50,000 00
Northwestern University	$	160,000 00
Burton B Kaplan	$	333,333 33
Wesleyan University	$	500,000 00
Total	$	2,262,321 57

Mayer and Morns Kaplan Foundation

2011 PART XV Line 3b

Burke Mountain Academy	140,000 00
Joffrey Ballet	666,666 66
The Children's Intitiative	25,000 00
Community Partners (College Match)	20,000 00
Arts Council of Mendocino Ct	5,000 00
Total	856,666 66

Form **5329**

Department of the Treasury
Internal Revenue Service (99)

Additional Taxes on Qualified Plans (Including IRAs) and Other Tax-Favored Accounts

▶ Attach to Form 1040 or Form 1040NR.

▶ See separate instructions.

OMB No. 1545-0074

2011

Attachment Sequence No 29

Name of individual subject to additional tax. If married filing jointly, see instructions	Your social security number
Mayer and Morris Kaplan Family Foundation	36-6099675

Fill in Your Address Only If You Are Filing This Form by Itself and Not With Your Tax Return ▶

Home address (number and street), or P O. box if mail is not delivered to your home	Apt. no
1780 Green Bay Road	205
City, town or post office, state, and ZIP code	If this is an amended return, check here ▶ ☐
Highland Park, IL 60035	

If you **only** owe the additional 10% tax on early distributions, you may be able to report this tax directly on Form 1040, line 58, or Form 1040NR, line 56, without filing Form 5329. See the instructions for Form 1040, line 58, or for Form 1040NR, line 56.

Part I Additional Tax on Early Distributions

Complete this part if you took a taxable distribution before you reached age 59½ from a qualified retirement plan (including an IRA) or modified endowment contract (unless you are reporting this tax directly on Form 1040 or Form 1040NR—see above). You may also have to complete this part to indicate that you qualify for an exception to the additional tax on early distributions or for certain Roth IRA distributions (see instructions).

1	Early distributions included in income. For Roth IRA distributions, see instructions	1	
2	Early distributions included on line 1 that are not subject to the additional tax (see instructions). Enter the appropriate exception number from the instructions: ______	2	
3	Amount subject to additional tax. Subtract line 2 from line 1	3	
4	**Additional tax.** Enter 10% (.10) of line 3. Include this amount on Form 1040, line 58, or Form 1040NR, line 56	4	
	Caution: *If any part of the amount on line 3 was a distribution from a SIMPLE IRA, you may have to include 25% of that amount on line 4 instead of 10% (see instructions).*		

Part II Additional Tax on Certain Distributions From Education Accounts

Complete this part if you included an amount in income, on Form 1040 or Form 1040NR, line 21, from a Coverdell education savings account (ESA) or a qualified tuition program (QTP).

5	Distributions included in income from Coverdell ESAs and QTPs	5	
6	Distributions included on line 5 that are not subject to the additional tax (see instructions)	6	
7	Amount subject to additional tax. Subtract line 6 from line 5	7	
8	**Additional tax.** Enter 10% (.10) of line 7. Include this amount on Form 1040, line 58, or Form 1040NR, line 56	8	

Part III Additional Tax on Excess Contributions to Traditional IRAs

Complete this part if you contributed more to your traditional IRAs for 2011 than is allowable or you had an amount on line 17 of your 2010 Form 5329.

9	Enter your excess contributions from line 16 of your 2010 Form 5329 (see instructions). If zero, go to line 15			9	
10	If your traditional IRA contributions for 2011 are less than your maximum allowable contribution, see instructions. Otherwise, enter -0-	10			
11	2011 traditional IRA distributions included in income (see instructions)	11			
12	2011 distributions of prior year excess contributions (see instructions)	12			
13	Add lines 10, 11, and 12			13	
14	Prior year excess contributions. Subtract line 13 from line 9 If zero or less, enter -0-			14	
15	Excess contributions for 2011 (see instructions)			15	
16	Total excess contributions. Add lines 14 and 15			16	
17	**Additional tax.** Enter 6% (.06) of the **smaller** of line 16 **or** the value of your traditional IRAs on December 31, 2011 (including 2011 contributions made in 2012). Include this amount on Form 1040, line 58, or Form 1040NR, line 56			17	

Part IV Additional Tax on Excess Contributions to Roth IRAs

Complete this part if you contributed more to your Roth IRAs for 2011 than is allowable or you had an amount on line 25 of your 2010 Form 5329.

18	Enter your excess contributions from line 24 of your 2010 Form 5329 (see instructions) If zero, go to line 23			18	
19	If your Roth IRA contributions for 2011 are less than your maximum allowable contribution, see instructions. Otherwise, enter -0-	19			
20	2011 distributions from your Roth IRAs (see instructions)	20			
21	Add lines 19 and 20			21	
22	Prior year excess contributions. Subtract line 21 from line 18. If zero or less, enter -0-			22	
23	Excess contributions for 2011 (see instructions)			23	
24	Total excess contributions. Add lines 22 and 23			24	
25	**Additional tax.** Enter 6% (.06) of the **smaller** of line 24 **or** the value of your Roth IRAs on December 31, 2011 (including 2011 contributions made in 2012). Include this amount on Form 1040, line 58, or Form 1040NR, line 56			25	

Part V Additional Tax on Excess Contributions to Coverdell ESAs

Complete this part if the contributions to your Coverdell ESAs for 2011 were more than is allowable or you had an amount on line 33 of your 2010 Form 5329.

26	Enter the excess contributions from line 32 of your 2010 Form 5329 (see instructions). If zero, go to line 31			26	
27	If the contributions to your Coverdell ESAs for 2011 were less than the maximum allowable contribution, see instructions. Otherwise, enter -0-	27			
28	2011 distributions from your Coverdell ESAs (see instructions)	28			
29	Add lines 27 and 28			29	
30	Prior year excess contributions. Subtract line 29 from line 26. If zero or less, enter -0-			30	
31	Excess contributions for 2011 (see instructions)			31	
32	Total excess contributions. Add lines 30 and 31			32	
33	**Additional tax.** Enter 6% (.06) of the **smaller** of line 32 **or** the value of your Coverdell ESAs on December 31, 2011 (including 2011 contributions made in 2012). Include this amount on Form 1040, line 58, or Form 1040NR, line 56			33	

Part VI Additional Tax on Excess Contributions to Archer MSAs

Complete this part if you or your employer contributed more to your Archer MSAs for 2011 than is allowable or you had an amount on line 41 of your 2010 Form 5329.

34	Enter the excess contributions from line 40 of your 2010 Form 5329 (see instructions). If zero, go to line 39			34	
35	If the contributions to your Archer MSAs for 2011 are less than the maximum allowable contribution, see instructions. Otherwise, enter -0-	35			
36	2011 distributions from your Archer MSAs from Form 8853, line 8	36			
37	Add lines 35 and 36			37	
38	Prior year excess contributions. Subtract line 37 from line 34. If zero or less, enter -0-			38	
39	Excess contributions for 2011 (see instructions)			39	
40	Total excess contributions. Add lines 38 and 39			40	
41	**Additional tax.** Enter 6% (.06) of the **smaller** of line 40 **or** the value of your Archer MSAs on December 31, 2011 (including 2011 contributions made in 2012). Include this amount on Form 1040, line 58, or Form 1040NR, line 56			41	

Part VII Additional Tax on Excess Contributions to Health Savings Accounts (HSAs)

Complete this part if you, someone on your behalf, or your employer contributed more to your HSAs for 2011 than is allowable or you had an amount on line 49 of your 2010 Form 5329

42	Enter the excess contributions from line 48 of your 2010 Form 5329. If zero, go to line 47			42	
43	If the contributions to your HSAs for 2011 are less than the maximum allowable contribution, see instructions. Otherwise, enter -0-	43			
44	2011 distributions from your HSAs from Form 8889, line 16	44			
45	Add lines 43 and 44			45	
46	Prior year excess contributions. Subtract line 45 from line 42. If zero or less, enter -0-			46	
47	Excess contributions for 2011 (see instructions)			47	
48	Total excess contributions. Add lines 46 and 47			48	
49	**Additional tax.** Enter 6% (.06) of the **smaller** of line 48 **or** the value of your HSAs on December 31, 2011 (including 2011 contributions made in 2012). Include this amount on Form 1040, line 58, or Form 1040NR, line 56			49	

Part VIII Additional Tax on Excess Accumulation in Qualified Retirement Plans (Including IRAs)

Complete this part if you did not receive the minimum required distribution from your qualified retirement plan.

50	Minimum required distribution for 2011 (see instructions)	50	55,947
51	Amount actually distributed to you in 2011	51	0
52	Subtract line 51 from line 50. If zero or less, enter -0- [RC - $55,947].	52	0
53	**Additional tax.** Enter 50% (.50) of line 52 Include this amount on Form 1040, line 58, or Form 1040NR, line 56	53	0

Sign Here Only If You Are Filing This Form by Itself and Not With Your Tax Return

Under penalties of perjury, I declare that I have examined this form, including accompanying attachments, 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

▶ Your signature ▶ Date

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	