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

OMB No 1545-0052

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 , 2011, and ending , 20

Name of foundation GLORE FUND		A Employer identification number 36-6108355
Number and street (or P O box number if mail is not delivered to street address) 208 S. LASALLE STREET		B Telephone number (see instructions) (312) 899-0130
Room/suite 1460		
City or town, state, and ZIP code CHICAGO, IL 60604		
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>	
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,450,590.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule) if the foundation is not required to attach Sch B	6,057,568.			
2	Check <input type="checkbox"/>				
3	Interest on savings and temporary cash investments	1.	1.		ATCH 1
4	Dividends and interest from securities	54,861.	34,180.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	194,526.			
b	Gross sales price for all assets on line 6a	2,469,935.			
7	Capital gain net income (from Part IV, line 2)		194,526.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	4,354.			ATCH 3
12	Total. Add lines 1 through 11	6,311,310.	228,707.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	3,375.	3,375.		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	10,339.	10,022.		
24	Total operating and administrative expenses. Add lines 13 through 23	13,714.	13,397.		
25	Contributions, gifts, grants paid	758,030.			758,030.
26	Total expenses and disbursements. Add lines 24 and 25	771,744.	13,397.	0	758,030.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	5,539,566.			
b	Net investment income (if negative, enter -0-)		215,310.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,222.	4,868.	4,868.
	2 Savings and temporary cash investments		1,101,663.	1,101,663.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 5		9,353.	9,353.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6		2,429,065.	2,655,545.
	c Investments - corporate bonds (attach schedule) ATCH 7		1,248,343.	1,250,290.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 8			680,611.	428,871.
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,222.	5,473,903.	5,450,590.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,222.	5,473,903.	
30 Total net assets or fund balances (see instructions)	3,222.	5,473,903.		
31 Total liabilities and net assets/fund balances (see instructions)	3,222.	5,473,903.		

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	3,222.
2 Enter amount from Part I, line 27a	2	5,539,566.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,542,788.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	68,885.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,473,903.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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					
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	194,526.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010		2,900.	
2009	3,306.	3,429.	0.964129
2008	116,911.	10,250.	11.405951
2007	66,150.	36,182.	1.828257
2006	86,985.	8,532.	10.195148
2 Total of line 1, column (d)			2 24.393485
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 4.878697
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 519,127.
5 Multiply line 4 by line 3			5 2,532,663.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,153.
7 Add lines 5 and 6			7 2,534,816.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 758,030.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,306.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,306.
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	4,306.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	104.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,410.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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: \$ _____ (2) On foundation managers: \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

ATTACHMENT 10

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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 FREDERICK H. GLORE Telephone no 312-899-0130 Located at 208 S. LASALLE STREET, SUITE 1460 ZIP + 4 60604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years N/A		
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 N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

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 THE FOUNDATION DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES OR MAKE PROGRAM-RELATED INVESTMENTS, ACCORDINGLY, THERE IS NO RELEVANT STATISTICAL INFORMATION.	
2	
3	
4	

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

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

Part IX - Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	THE FOUNDATION DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES OR MAKE PROGRAM-RELATED INVESTMENTS, THEREFORE, NO INCOME WAS PRODUCED BY SUCH ACTIVITIES/INVESTMENTS.	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		NONE

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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	413,004.
b	Average of monthly cash balances	1b	109,226.
c	Fair market value of all other assets (see instructions)	1c	4,802.
d	Total (add lines 1a, b, and c)	1d	527,032.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	527,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	519,127.
6	Minimum investment return. Enter 5% of line 5	6	25,956.

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	25,956.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,306.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,306.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,650.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,650.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,650.

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	758,030.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	758,030.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	758,030.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				21,650.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	86,558.			
b From 2007	65,144.			
c From 2008	116,976.			
d From 2009	3,135.			
e From 2010				
f Total of lines 3a through e	271,813.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 758,030.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				21,650.
e Remaining amount distributed out of corpus	736,380.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,008,193.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	86,558.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	921,635.			
10 Analysis of line 9:				
a Excess from 2007	65,144.			
b Excess from 2008	116,976.			
c Excess from 2009	3,135.			
d Excess from 2010				
e Excess from 2011	736,380.			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

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

ATTACHMENT 12

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

NO FORMAL FORM

c Any submission deadlines

NO SUBMISSION DEADLINES

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

ATTACHMENT 13

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<div>a Paid during the year</div> <div>ATTACHMENT 14</div>				
Total			▶ 3a	758,030.
<div>b Approved for future payment</div>				
Total			▶ 3b	NONE

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	- 1.	
4 Dividends and interest from securities			14	54,861.	
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	525990	4,354.			
8 Gain or (loss) from sales of assets other than inventory			18	194,526.	
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)		4,354.		249,388.	
13 Total. Add line 12, columns (b), (d), and (e)					253,742.

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

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
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[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

**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

5/14/12
Date

President
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
Sheldon Reitman

Preparer's signature

Preparer's signature Sheldon Restman

Check <input type="checkbox"/> if self-employed

PTIN

P00623479

Firm's name **SHEPARD SCHWARTZ & HARRIS LLP**

Firm's EIN ▶ 36-1220454

Firm's address ► 123 N. WACKER DRIVE - 14TH FLOOR
CHICAGO, IL

60606-1700

Phone no 312-726-8353

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

GLORE FUND

Employer identification number

36-6108355

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 GLORE FUND

Employer identification number
36-6108355**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	GLORE TESTAMENTARY TRUST 208 S LASALLE STE 1460 CHICAGO, IL 60604	\$ 848,804.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	GLORE TESTAMENTARY TRUST 208 S. LASALLE ST. STE 1460 CHICAGO, IL 60604	\$ 4,779,893.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	GLORE TESTAMENTARY TRUST 208 S. LASALLE STREET, STE 1460 CHICAGO, IL 60604	\$ 428,871.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number	
--------------------------------	--

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

JSA

Name of organization GLORE FUND

Employer identification number

36-6108355

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 See instructions) ▶ \$ N/A

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST- INTEREST	1.	1.
TOTAL	<u>1.</u>	<u>1.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST - INTEREST	72.	72.
US TRUST - DIVIDENDS (NET OF FOREIGN TAX)	30,926.	30,926.
US TRUST - TAX EXEMPT INTEREST	25,283.	
US TRUST - LESS TAX EXEMPT INTEREST	-4,632.	
PIONEER VENTURES - INTEREST	520.	520.
PIONEER VENTURES - TAX EXEMPT INTEREST	30.	
PIONEER VENTURES - DIVIDENDS	2,662.	2,662.
TOTAL	<u>54,861.</u>	<u>34,180.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
UNRELATED BUSINESS INCOME FROM INVESTMENT IN PIONEER VENTURES	4,354.
TOTALS	<u>4,354.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ANNUAL REPORT FILING FEES	10.	10.
NORTHERN TRUST -BANK FEES	220.	220.
PORTFOLIO EXPENSES FROM INVESTMENT IN PIONEER VENTURE	5,421.	5,421.
US TRUST - INVESTMENT FEES	4,688.	4,371.
TOTALS	<u>10,339.</u>	<u>10,022.</u>

ATTACHMENT 5FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST - US TRUST	9,353.	9,353.
TOTALS	<u>9,353.</u>	<u>9,353.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED 6A	2,429,065.	2,655,545.
TOTALS	<u>2,429,065.</u>	<u>2,655,545.</u>

The Glore Fund			
EIN: 36-6108355			
990 PF; Part II; Line 10b and 10c			
	Ending Balance 12/31/11		
Description	# Shares	Cost	FMV
Corporate Stock			
Accenture PLC	355.000	19,182	18,897
AT&T Inc	425.000	9,806	12,852
Abbott Labs	800.000	38,094	44,984
American Wtr Wks Co Inc	400.000	12,457	12,744
Apache Corp	325.000	24,807	29,439
Apple Inc	100.000	23,716	40,500
Becton Dickinson & Co	175.000	12,854	13,076
Cambiar Small Cap Fund	4,938.989	85,000	82,679
Chevron Corp	125.000	7,278	13,300
Cisco Sys Inc	1,000.000	18,884	18,080
Coca Cola Co	200.000	13,353	13,994
Colgate Palmolive Co	250.000	13,508	23,098
Columbia Acorn Fund	4,192.872	120,000	115,556
Columbia Acorn International Fund	1,421.262	50,000	48,764
Columbia Small Cap Growth I Fund	2,830.503	85,000	76,820
Delaware Emerging Mkts Fund	3,773.585	50,000	47,057
Diamond Offshore Drilling Inc	200.000	12,026	11,052
Disney	570.000	15,642	21,375
Dover Corp	500.000	20,548	29,025
Exelon Corp	200.000	15,336	8,674
Express Scripts Inc	400.000	13,519	17,876
Exxon Mobil Corp	750.000	38,311	63,570
Freeport-McMoran Copper & Gold Inc	650.000	22,542	23,914
Gilead Sciences Inc	500.000	23,355	20,465
Goldman Sachs Group Inc	300.000	22,026	27,129
Harbor International Fund	3,419.207	240,507	179,337
International Business Machines	280.000	27,569	51,486
Intuit	936.000	35	49,224
Ishares Inc MSCI Australia Index Fund	1,000.000	22,333	21,440
Ishares Inc MSCI CDA Index Fund	1,000.000	26,663	26,600
Ishares FTSE China 25 Index Fund	900.000	38,894	31,383
Ishares Iboxx \$ High Yield Corp Bd Fund	1,000.000	84,080	89,430
John Hancock Fds III Disciplined Value Mid Cap	10,610.080	120,000	119,788
JP Morgan Chase & Co	900.000	39,628	29,925
Johnson & Johnson	310.000	18,502	20,330
Laboratory Corp Amer Hldgs	245.000	15,707	21,063
MFS Emerging Mkts Debt Fund	5,491.172	80,245	79,732
McKesson Corp	250.000	15,316	19,478
Microsoft Corp	1,190.000	31,805	30,892
Nestle S A	300.000	16,847	17,324
Nextera Energy Inc	230.000	12,534	14,002

Description	Ending Balance 12/31/11		
	# Shares	Cost	FMV
Nordstrom Inc	505.000	17,969	25,104
Novartis A G	325.000	17,828	18,580
Occidental Pete Corp Del	450.000	33,022	42,165
PG&E Corp	135.000	5,147	5,565
Pimco Total Return Fund	4,991.213	56,800	54,254
PNC Finl Svcs Group Inc	300.000	10,565	17,301
Parker Hannifin Corp	450.000	21,545	34,313
PepsiCo Inc	500.000	23,947	33,175
Pfizer Inc	597.000	8,642	12,919
Philip Morris Intl Inc	330.000	11,954	25,898
Pimco Commodity Real Return Strategy Fund	11,903.435	94,390	77,848
Praxair Inc	145.000	11,765	15,501
Price T Rowe Group Inc	250.000	13,926	14,238
Procter & Gamble Co	500.000	31,773	33,355
Prudential Finl Inc	400.000	18,458	20,048
Republic Svcs Inc	500.000	13,578	13,775
Rio Tinto PLC	400.000	24,560	19,568
Schlumberger Ltd	200.000	14,936	13,662
Sempra Energy	250.000	13,717	13,750
Spdr Gold Tr	240.000	85,153	97,274
Stanley Black & Decker Inc	250.000	16,465	16,900
Target Corp	250.000	13,433	12,805
TE Connectivity Ltd	500.000	16,412	15,405
Texas Instrs Inc	1,110.000	27,267	32,312
Thornburg Intl Value Fund	1,984.127	50,000	48,770
3M Co	175.000	14,316	14,303
United Technologies Corp	365.000	15,508	26,678
United Health Group Inc	1,102.000	145	55,849
United Parcel Svc Inc	200.000	14,608	14,638
Vanguard MSCI Emerging Mkts ETF	2,450.000	99,985	93,615
Verizon Communications Inc	750.000	22,109	30,090
Wells Fargo & Co	700.000	16,883	19,292
Weyerhaeuser Co	700.000	11,967	13,069
Yum Brands Inc	630.000	22,391	37,176
Total Corporate Stock		2,429,065	2,655,545
Corporate Bonds			
50,000 AT&T Inc Bond, 5.5%, Due 02/01/18		57,461	57,877
50,000 Bear Stearns & Co Inc, 5.7%, Due 11/15/14		54,393	54,377
50,000 Berkshire Hathaway Fin Corp, 5.4%, Due 05/15/18		58,006	58,311
50,000 BP Cap Mkts PLC, 3.125%, Due 10/01/15		52,112	52,371
50,000 Caterpillar Finl Svcs Corp, 2.05%, Due 08/01/16		50,921	51,328
50,000 Chubb Corp, 5.75%, Due 05/15/18		59,197	58,755
50,000 Cisco Sys Inc, 3.15%, Due 3/14/17		53,875	54,269
50,000 Coca Cola Co, 1.5%, Due 11/15/15		50,774	50,682
50,000 Coca Cola Enterprises Inc, 4.5%, Due 08/15/19		56,495	56,434

Description	Ending Balance 12/31/11		
	# Shares	Cost	FMV
50,000 Conoco Phillips, 5.75%, Due 02/01/19		59,776	60,250
50,000 Dell Inc, 2.3%, Due 09/10/15		51,202	51,088
50,000 General Electric Co, 5.25%, Due 12/06/17		57,486	57,388
50,000 Goldman Sachs Group, 3.625%, Due 02/07/16		48,532	48,311
50,000 Google Inc, 2.125%, Due 05/19/16		51,870	51,992
50,000 Honeywell Intl Inc, 5.3%, Due 03/01/18		58,385	58,965
50,000 International Business Machines, 1.95%, Due 7/22/16		51,051	51,458
50,000 McDonalds Corp, 5.35%, Due 03/01/18		59,982	59,745
50,000 PepsiCo Inc, 2.5%, Due 05/10/16		52,214	52,016
50,000 Procter & Gamble Co, 1.45%, Due 8/15/16		50,409	50,587
50,000 Statoil Asa, 3.125%, Due 08/17/17		52,825	52,735
50,000 Target Corp, 5.375%, Due 05/01/17		58,699	58,764
50,000 Verizon Communications Inc, 1.25%, Due 11/03/14		50,279	50,248
50,000 Wells Fargo & Co, 3.625%, Due 04/15/15		52,404	52,342
Total Corporate Bonds		1,248,343	1,250,290

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

SEE ATTACHED 6A

1,248,343.	1,250,290.
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TOTALS

<u>1,248,343.</u>	<u>1,250,290.</u>
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FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
9.36% PARTNERSHIP INTEREST IN PIONEER VENTURES, LLC	680,611.	428,871.
TOTALS	<u>680,611.</u>	<u>428,871.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NONDEDUCTIBLE EXPENSES PER INVESTMENT
IN PIONEER VENTURES
UNREALIZED LOSS ON INVESTMENTS

88.
68,797.

TOTAL

68,885.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
GLORE TESTAMENTARY TRUST 208 S LASALLE STE 1460 CHICAGO, IL 60604	VAR	848,804.
GLORE TESTAMENTARY TRUST 208 S. LASALLE ST. STE 1460 CHICAGO, IL 60604	10/14/2011	4,779,893.
GLORE TESTAMENTARY TRUST 208 S. LASALLE STREET, STE 1460 CHICAGO, IL 60604	12/28/2011	428,871.
TOTAL CONTRIBUTION AMOUNTS		<u>6,057,568.</u>

GLORE FUND

36-6108355

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FREDERICK H. GLORE 285 WASHINGTON ST. WEST BOXFORD, MA	DIRECTOR .25 Hours/week	0	0	0
MAUDE GLORE HARPER 7310 SYLVAN RIDGE ROAD INDIANAPOLIS, IN 46240	DIRECTOR .25 Hours/week	0	0	0
DOROTHY THORSEN 1146 PINE CT BATAVIA, IL	SEC, TREAS, DIR .25 Hours/week	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 12FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

FREDERICK H. GLORE
208 S. LASALLE ST, SUITE 1460
CHICAGO, IL 60604

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO RESTRICTIONS EXCEPT ORGANIZATIONS MUST BE QUALIFIED 501 (C) (3)
ORGANIZATIONS

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN ST. STE. 250 CHICAGO, IL 60612	NONE	CHARITABLE CONTRIBUTION	7,250.
RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN ST. STE 1460 CHICAGO, IL 60604	NONE	CHARITABLE CONTRIBUTION	750,780.
TOTAL CONTRIBUTIONS PAID			<u>758,030.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,456,345.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,285,172.				D	VAR 171,173.	VAR
		LT GAINS FROM INV IN PIONEER VENTURES PROPERTY TYPE: SECURITIES				D	VAR 12,267.	VAR
		ST LOSS FROM INV IN PIONEER VENTURES PROPERTY TYPE: SECURITIES				D	VAR -2,504.	VAR
		US TRUST CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				D	VAR 13,590.	VAR
13,590.								
TOTAL GAIN (LOSS)							<u>194,526.</u>	