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 07/01 , **2011, and ending** 06/30, **2012**

Name of foundation: THE PATTIS FAMILY FOUNDATION

A Employer identification number: 36-3433310

Number and street (or P O box number if mail is not delivered to street address): 600 CENTRAL AVENUE, SUITE 205

Room/suite:

B Telephone number (see instructions): (847) 432-8700

City or town, state, and ZIP code: HIGHLAND PARK, IL 60035

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,332,035.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	157,053.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	141,005.	141,005.		ATCH 1
	5a Gross rents	-1,409.	-1,409.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,803.			
	b Gross sales price for all assets on line 6a 76,815.				
	7 Capital gain net income (from Part IV, line 2)		46,803.		
	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)	-234,948.	100,813.		ATCH 2
	12 **Total.** Add lines 1 through 11	108,504.	287,212.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	9,226.	9,226.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	3,872.	207.		
	19 Depreciation (attach schedule) and depletion	2,093.	2,093.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,191.	11,526.		
	25 Contributions, gifts, grants paid	141,440.			141,440.
	26 Total expenses and disbursements Add lines 24 and 25	156,631.	11,526.		141,440.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48,127.			
	b **Net investment income** (if negative, enter -0-)		275,686.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	144.	144.	144.
	2 Savings and temporary cash investments	195,012.	256,007.	256,007.
	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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	940,364.	1,179,041.	1,179,041.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ 14,650.			
	Less accumulated depreciation (attach schedule) ▶ 10,465.	6,278.	4,185.	4,185.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	3,034,151.	2,887,716.	2,887,716.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 7)	10,519.	4,942.	4,942.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,186,468.	4,332,035.	4,332,035.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	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	4,186,468.	4,332,035.	
	30 **Total net assets or fund balances** (see instructions)	4,186,468.	4,332,035.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,186,468.	4,332,035.	

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	4,186,468.
2	Enter amount from Part I, line 27a	2	-48,127.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	193,694.
4	Add lines 1, 2, and 3	4	4,332,035.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,332,035.

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

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	46,803.
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	162,895.	3,986,035.	0.040866
2009	117,892.	3,749,281.	0.031444
2008	123,456.	3,131,086.	0.039429
2007	153,713.	3,191,006.	0.048171
2006	127,086.	3,498,187.	0.036329

2	**Total** of line 1, column (d)	2	0.196239
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.039248
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,464,411.
5	Multiply line 4 by line 3	5	175,219.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,757.
7	Add lines 5 and 6	7	177,976.
8	Enter qualifying distributions from Part XII, line 4	8	141,440.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,514.
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	5,514.
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	5,514.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4,115.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	8,615.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	7.
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	3,094.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,094. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 ▶ S. WILLIAM PATTIS Telephone no ▶ 847-432-8700

Located at ▶ 600 CENTRAL AVENUE, SUITE 205 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

			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)?	1b		N/A
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)	2b		N/A
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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?	**7b**	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 9		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 ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,784,717.
b	Average of monthly cash balances	1b	203,064.
c	Fair market value of all other assets (see instructions)	1c	1,544,616.
d	**Total** (add lines 1a, b, and c)	1d	4,532,397.
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	4,532,397.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	67,986.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,464,411.
6	**Minimum investment return.** Enter 5% of line 5	6	223,221.

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	223,221.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,514.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,514.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	217,707.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	217,707.
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	217,707.

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	141,440.
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	141,440.
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	141,440.

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				217,707.
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				
b	From 2007				
c	From 2008				
d	From 2009 — 105,641.				
e	From 2010				
f	Total of lines 3a through e	105,641.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 141,440.				
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				141,440.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	76,267.			76,267.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	29,374.			
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)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	29,374.			
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009 — 29,374.				
d	Excess from 2010				
e	Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines:

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

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				
ATTACHMENT 10				
Total ▶ 3a				141,440.
b Approved for future payment				
Total ▶ 3b				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	141,005.	
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	142,602.	14	-377,550.	
8 Gain or (loss) from sales of assets other than inventory			18	46,803.	
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)		142,602.		-189,742.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -47,140.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 12/3/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
VALERIE SIERZEGA	[signature]	11/28/12		P01378407
Firm's name ▶ WTAS LLC			Firm's EIN ▶ 33-1197384	
Firm's address ▶ 222 WEST ADAMS STREET, SUITE 2250 CHICAGO, IL 60606			Phone no 312-357-3950	

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
THE PATTIS FAMILY FOUNDATION

Employer identification number
36-3433310

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 THE PATTIS FAMILY FOUNDATION

Employer identification number 36-3433310

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	NEXT CHAPTER HOLDINGS 600 CENTRAL AVENUE, SUITE 205 HIGHLAND PARK, IL 60035	$ 157,053.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] 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 THE PATTIS FAMILY FOUNDATION

Employer identification number 36-3433310

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
1	MARKETABLE SECURITIES	$ 157,053.	12/27/2011

(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 THE PATTIS FAMILY FOUNDATION

Employer identification number 36-3433310

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.) ▶ $

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

THE PATTIS FAMILY FOUNDATION 36-3433310

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					54,625.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					11,114.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					265.	
		1000 SHARES S1 CORPORATION					12/14/2010	02/21/2012
10,000.		6,890.					3,110.	
		1625 SHARES ABFS MTG LOAN TRUST					08/30/2010	06/25/2012
811.		23,122.					-22,311.	
TOTAL GAIN(LOSS)							46,803.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRAUVIN NET LEASE DIVIDENDS		31,697.	31,697.
HARRIS		13,093.	13,093.
KAYNE ANDERSON CAPTIAL INCOME		14,719.	14,719.
RUSSIA PARTNERS II		1.	1.
VOGEN FUNDING		32,316.	32,316.
BURNHAM SECURITIES		48,127.	48,127.
ILLINOIS DEPARTMENT OF REVENUE		1,052.	1,052.
	TOTAL	141,005.	141,005.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KAYNE ANDERSON CAPITAL INCOME	-18,691.	
RUSSIA PARTNERS II	-60,013.	
VOGEN FUNDING	-82,585.	
HARRIS	-7,335.	
OSTERWIES FUND	31,949.	
GLOBAL ALPHA FUND	-25,857.	
BURNHAM SECURITES	-14,727.	
FRANKLIN LEASING PARTNERS	-62.	
NEWSER LLC	141.	
RUSSIA PARTNERS II	-362.	-362.
VOGEN FUNDING	95,734.	95,734.
KAYNE ANDERSON CAPITAL INCOME	-1,333.	-1,333.
MCGRAW HILL - ROYALTY INCOME	40.	40.
KAYNE ANDERSON CAPITAL - ROYALTY INC	66.	66.
STATE INCOME TAX REFUNDS	1,343.	1,343.
NEWSER LLC	-746.	-746.
BRAUVIN	-158,581.	
FRANKLIN LEASING PARTNERS	6,071.	6,071.
TOTALS	-234,948.	100,813.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARRIS CUSTODY FEES	842.	842.
HILLVIEW INVESTMENT FEES	4,143.	4,143.
BANK AND MANAGEMENT FEES	1,241.	1,241.
OTHER PROFESSIONAL FEES	3,000.	3,000.
TOTALS	9,226.	9,226.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FILING FEE	25.	25.
FOREIGN INCOME TAXES	182.	182.
FEDERAL TAXES	3,665.	
TOTALS	3,872.	207.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ITT INDUSTRIES	1,960.	1,960.
COMERICA INC.	6,819.	6,819.
CANYON NATIONAL BANK	56,000.	56,000.
CENTRAL EUROPEAN MEDIA ENT	38,265.	38,265.
DAVITA INC COM	41,686.	41,686.
LIBERTY GLOBAL	15,830.	15,830.
PANACOS PHARMACEUTICALS INC.	19,000.	19,000.
GOLDMAN SACHS	95,965.	95,965.
ALERE INC	13,868.	13,868.
THE DOLAN CO.	19,092.	19,092.
IBOXX INV GRD CORP BOND FUND	20,003.	20,003.
MEDIDATE SOLUTIONS	11,772.	11,772.
PRIVATEBANCORP	14,460.	14,460.
RIGEL PHARMACEUTICALS	7,500.	7,500.
S1 CORP	NONE.	NONE.
SOLARWINDS	8,592.	8,592.
THE OSTERWEIS FUND	651,176.	651,176.
BARCLAYS BANK PLC IPATH	21,300.	21,300.
CABOT OIL	46,758.	46,758.
CELGENE CORP	27,204.	27,204.
EBAY INC	9,276.	9,276.
MADISON SQUARE GARDEN CO	35,875.	35,875.
NGP CAPITAL RESOURCES	7,610.	7,610.
ORBCOMM	9,030.	9,030.
TOTALS	1,179,041.	1,179,041.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KAYNE ANDERSON CAPITAL INC PTR	327,354.	327,354.
VOGEN FUNDING, L.P.	308,663.	308,663.
BRAUVIN NET LEASE	329,107.	329,107.
GLOBAL ALPHA FUND	403,423.	403,423.
RUSSIA PARTNERS II EPAM FUND	591,265.	591,265.
FRANKLIN LEASING PARTNERS	NONE.	NONE.
BURNHAM SECURITIES	630,176.	630,176.
HARRIS BONDS	294,411.	294,411.
NEWSWER, LLC	3,317.	3,317.
TOTALS	2,887,716.	2,887,716.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ESTIMATED TAX PAYMENTS	4,115.	4,115.
ILLINOIS ESTIMATED TAX PAYMENT	560.	560.
ILLINOIS REFUNDS DUE	267.	267.
TOTALS	4,942.	4,942.

ATTACHMENT 8

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		193,694.
	TOTAL	193,694.

THE PATTIS FAMILY FOUNDATION

36-3433310

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
S. WILLIAM PATTIS 600 CENTRAL AVENUE, SUITE 205 HIGHLAND PARK, IL 60035	PRESIDENT 2.00	0	0	0
BETTE L. PATTIS 600 CENTRAL AVENUE, SUITE 205 HIGHLAND PARK, IL 60035	SECRETARY 2.00	0	0	0
MARK R. PATTIS 600 CENTRAL AVENUE, SUITE 205 HIGHLAND PARK, IL 60035	VICE PRESIDENT 2.00	0	0	0
ROBIN Q. PATTIS HIMOVITZ 600 CENTRAL AVENUE, SUITE 205 HIGHLAND PARK, IL 60035	VICE PRESIDENT 2.00	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DREAM FOUNDATION 621 CHAPALA ST, STE 304 SANTA BARBARA, CA 93101	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	1,000
NORTHSHORE CONGREGATIONAL ISRAEL 1185 SHERIDAN ROAD GLENCOE, IL 60022	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100
LYMPHOMA RESEASRCH FOUNDATION 111 BROADWAY, STE 1301 NEW YORK, NY 10006	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
PROXIMITY THEATRE CO 732 W ARRELLAGA ST SANTA BARBARA, CA 93101	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	1,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN, MI 49643	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 SOUTH WELLS, NO 4049 CHICAGO, IL 60606	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF PALM SPRINGS AND DESERT AREA 69930 HWY 111, #204 RANCHO MIRAGO, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	10,000
CHICAGO COUNCIL OF GLOBAL AFFAIRS 322 SOUTH MICHIGAN AVENUE, SUITE 1100 CHCIAGO, IL 60604	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	500
THE ORIENTAL INSTITUTE/THE UNIVERSITY OF CHICAGO 1155 EAST 58TH STREET CHICAGO, IL 60637	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100.
SPERTUS COLLEGE OF JUDAICA 618 SOUTH MICHIGAN AVENUE CHICAGO, IL 60605	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSE	10,000.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	2,000
BARBARA SINATRA CHILDRENS CENTER AT EISENHOWER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMER'S ASSOCIATION 69-730 HWY 111, STE 202 RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
EVANSTON HOSPITAL ONCOLOGY FUND 1301 CENTRAL STREET EVANSTON, IL 60201	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	5,000
LAKE FOREST ACADEMY 1500 WEST KENNEDY ROAD LAKE FOREST, IL 60045	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	2,500
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE 501(C)3	TO SUPPORT PROGRAM AND OPEARTIONAL EXPENSES.	50,000
JEWISH FAMILY SERVICES OF THE DESERT 79858 FRED WARING DR PALM DESERT, CA 92260	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	3,500.
SANTA BARBARA MIDDLE SCHOOL 2300-A GARDEN STREET SANTA BARBARA, CA 93105	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	5,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAKE FOREST COUNTRY DAY SCHOOL 145 SOUTH GREEN BAY ROAD LAKE FOREST, IL 60045	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	3,500
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	5,250
AMERICAN DIABETES ASSOCIATION PO BOX 1834 MERRIFIELD, VA 22116-8034	NONE 501(C)3	TO SUPPORT PROGRAM AND OPEARATIONAL EXPENSES	300.
GLOBAL MEDICAL RELIEF FUND 64 MACFARLAND AVE STATEN ISLAND, NY 10305	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100
MUSIC CENTER 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLENCOE YOUTH SERVICES 680 GREENWOOD AVENUE GLENCOE, IL 60022	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	250
CHILDREN'S MEMORIAL FOUNDATION DEPT 4593 CAROL STREAM, IL 60122-4593	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
DESERT FRIENDS - DEVELOPMENTALLY DISABLED 6 QUEENS COURT, SUITE 200 RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100
UNIVERSITY OF MICHIGAN - BREAST CANCER RESEARCH 3003 S STATE ST, SUITE 8000 ANN ARBOR, MI 48109-1288	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100
GWEN KNAPP CENTER FOR LUPUS- IMMUNOLOGY RESEARCH 5841 S MARYLAND AVE, MC 6092 CHICAGO, IL 60637	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
HEART SUPPORT OF AMERICA 2902 TAZEWELL PIKE, SUITE G KNOXVILLE, TN 37918	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	40

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DESERT COMMUNITY FOUNDATION 75105 MERLE DRIVE PALM DESERT, CA 92210	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	700
JOSLYN CENTER THEATRE 73-750 CATALINA WAY PALM DESERT, CA 92260	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	200
TAMARISK COUNTRY CLUB 70240 FRANK SINATRA DR RANCHO MIRAGE, CA 92270	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
INVESTIGATIVE MEDICINE/CEDARS SINAI 8700 BEVERLY BLVD, SUITE 2416 LOS ANGELES, CA 90048	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	500
TUBEROUS SCLEROSIS ALLIANCE 801 ROEDER RD, SUITE 750 SILVER SPRINGS, MD 20910-4467	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	300
COUNCIL FOR THE JEWISH ELDERLY 3003 W. TOUHY CHICAGO, IL 60645	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN EMPLOYED 65 E WACKER PLACE, SUITE 1500 CHICAGO, IL 60601	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES.	5,000
THE WOMEN'S BOARD OF THE FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO, IL 60605-2496	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	200.
ACT MULTIPLE SCLEROSIS 73-710 FRED WARING DR #120A PALM DESERT, CA 92260	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	600
CYSTIC FIBROSIS FOUNDATION 6913 ARLINGTON ROAD BETHESDA, MD 20814	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100.
NORTHSHORE COUNTRY DAY SCHOOL 310 GREEN BAY ROAD WINNETKA, IL 60093	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	100
CENTER FOR ENRICHED LIVING 280 SAUNDERS ROAD RIVERWOODS, IL 60015	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	150.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP GREATER CHICAGO 233 N MICHIGAN AVE, SUITE 2420 CHICAGO, IL 60601	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	250
PRINCETON UNIVERSITY NASSAU HALL PRINCETON, NJ 08544-0015	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	10,000
RABBI STEVEN STARK LOWENSTEIN DISC FUND AM SHALOM, 840 VERNON AVE GLENCOE, IL 60022-1560	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	10,000
THE ALS ASSOCIATION 1275 K STREET NW, SUITE 1050 WASHINGTON, DC 20005	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
JEWISH UNITED FUND PO BOX 4620 CHICAGO, IL 60680-9914	NONE 501(C)3	TO SUPPORT PROGRAM AND OPERATIONAL EXPENSES	1,000
		TOTAL CONTRIBUTIONS PAID	141,440

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: THE PATTIS FAMILY FOUNDATION

Employer identification number: 36-3433310

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	54,625.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	54,625.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-19,201.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	11,114.
9	Capital gain distributions	9	265.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-7,822.

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			54,625.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-7,822.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			46,803.

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

Part IV **Capital Loss Limitation**

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

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

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

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THE PATTIS FAMILY FOUNDATION	36-3433310

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1000 SHARES S1 CORPORATION	12/14/2010	02/21/2012	10,000.	6,890.	3,110.
1625 SHARES ABFS MTG LOAN TRUST	08/30/2010	06/25/2012	811.	23,122.	-22,311.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-19,201.

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions **The Pattis Family Foundation**	Employer identification number (EIN) or ☑ **36-3433310**
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. **600 Central Avenue, Suite 205**	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. **Highland Park, IL 60035**	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ **S. William Pattis**

Telephone No. ▶ **847-432-8700** FAX No. ▶ **847-432-8709**

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

▶ ☐ calendar year 20 ____ or

▶ ☑ tax year beginning **July 1** , 20 **11** , and ending **June 30** , 20 **12** .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$	8,615
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$	4,115
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$	4,500

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions