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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

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 JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: CHILDREN'S CARE FOUNDATION

A Employer identification number: 36-6088708

Number and street (or P.O box number if mail is not delivered to street address): 333 N. MICHIGAN AVENUE — Room/suite: 2131

B Telephone number: (312)201-0540

City or town, state, and ZIP code: CHICAGO, IL 60601

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

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 45,322,946.

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

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

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

	Line	(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	284,895.		N/A	
	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	1,297,852.	1,297,852.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,427,682.			
	b Gross sales price for all assets on line 6a 35,936,420.				
	7 Capital gain net income (from Part IV, line 2)		1,427,682.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,933.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	3,017,362.	2,725,534.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	232,700.	0.		232,700.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	22,271.	0.		22,271.
	16a Legal fees				
	b Accounting fees STMT 3	22,700.	0.		22,700.
	c Other professional fees STMT 4	123,297.	123,297.		0.
	17 Interest				
	18 Taxes STMT 5	47,384.	0.		16,483.
	19 Depreciation and depletion	944.	0.		
	20 Occupancy	14,893.	0.		14,893.
	21 Travel, conferences, and meetings	2,789.	0.		2,789.
	22 Printing and publications				
	23 Other expenses STMT 6	7,112.	0.		7,112.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	474,090.	123,297.		318,948.
	25 Contributions, gifts, grants paid	2,677,228.			1,753,994.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,151,318.	123,297.		2,072,942.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-133,956.			
	b **Net investment income** (if negative, enter -0-)		2,602,237.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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08460207 311101 00335.000 2011.05040 CHILDREN'S CARE FOUNDATION 00335.01

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		10,855.	10,855.
	2 Savings and temporary cash investments	557,224.	355,275.	355,275.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	13,159,092.	14,451,674.	14,451,674.
	b Investments - corporate stock STMT 8	22,037,921.	23,335,803.	23,335,803.
	c Investments - corporate bonds STMT 9	3,269,535.	3,148,961.	3,148,961.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	6,376,732.	3,854,598.	3,854,598.
	14 Land, buildings, and equipment: basis ▶ 5,003.			
	Less accumulated depreciation ▶ 1,951.	3,995.	3,052.	3,052.
	15 Other assets (describe ▶ STATEMENT 11)	160,721.	162,728.	162,728.
	16 Total assets (to be completed by all filers)	45,565,220.	45,322,946.	45,322,946.
Liabilities	17 Accounts payable and accrued expenses	34,052.	25,725.	
	18 Grants payable	1,123,766.	2,067,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	152,342.	126,600.	
	23 Total liabilities (add lines 17 through 22)	1,310,160.	2,219,325.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	36,826,809.	35,755,375.	
	25 Temporarily restricted			
	26 Permanently restricted	7,428,251.	7,348,246.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	44,255,060.	43,103,621.	
	31 Total liabilities and net assets/fund balances	45,565,220.	45,322,946.	

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	44,255,060.
2 Enter amount from Part I, line 27a	2	-133,956.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,121,104.
5 Decreases not included in line 2 (itemize) ▶ FASB ADJUSTMENT FOR UNREALIZED GAIN	5	1,017,483.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,103,621.

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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	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
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	11,732,351.		10,274,518.	1,457,833.
b	24,204,069.		24,234,220.	-30,151.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,457,833.
b				-30,151.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 1,427,682.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,021,409.	43,029,096.	.046978
2009	1,822,955.	39,586,107.	.046050
2008	2,338,748.	37,379,138.	.062568
2007	1,644,616.	45,655,361.	.036022
2006	2,173,121.	45,237,555.	.048038

2	**Total** of line 1, column (d)	2	.239656
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	.047931
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	44,160,595.
5	Multiply line 4 by line 3	5	2,116,661.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,022.
7	Add lines 5 and 6	7	2,142,683.
8	Enter qualifying distributions from Part XII, line 4	8	2,072,942.

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

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	52,045.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	52,045.
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	52,045.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 56,439.		
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	56,439.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,394.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,394. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.CHILDRENSCAREFOUNDATION.ORG

14 The books are in care of ▶ ROXANNE WARBLE Telephone no. ▶ (312)201-0540

Located at ▶ 333 N. MICHIGAN AVENUE, CHICAGO, IL ZIP+4 ▶ 60601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		227,700.	5,000.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CHICAGO EQUITY PARTNERS 180 N. LASALLE ST, CHICAGO, IL 60601	PROFESSIONAL FEES	104,416.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	44,057,775.
b	Average of monthly cash balances	1b	772,264.
c	Fair market value of all other assets	1c	3,052.
d	**Total** (add lines 1a, b, and c)	1d	44,833,091.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	44,833,091.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	672,496.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,160,595.
6	**Minimum investment return.** Enter 5% of line 5	6	2,208,030.

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	2,208,030.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 52,045.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	52,045.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,155,985.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,155,985.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,155,985.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,072,942.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,072,942.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,072,942.

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				2,155,985.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,664,502.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,072,942.				
a Applied to 2010, but not more than line 2a			1,664,502.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	226,875.			
d Applied to 2011 distributable amount				181,565.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	226,875.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,974,420.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	226,875.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ROBERT CAMPBELL, (312)201-0540
333 N. MICHIGAN AVENUE STE 2131, CHICAGO, IL 60601

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

NOT APPLICABLE

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

CHARITABLE GRANTS ARE LIMITED FOR THE BENEFIT OF POOR AND NEEDY CHILDREN IN METROPOLITAN CHICAGO.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT ATTACHED				1,753,994.
Total ▶ 3a				1,753,994.
b *Approved for future payment*				
SEE STATEMENT ATTACHED				2,067,000.
Total ▶ 3b				2,067,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,297,852.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,427,682.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME			01	6,933.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,732,467.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,732,467.

(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).
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joseph E. Johnson 2/13/13 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY SOPHIAN	Larry Sophian	2/13/13		P00079652

Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD. Firm's EIN ▶ 36-2938874

Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15
CHICAGO, IL 60611-5313 Phone no. 312-670-7444

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	**Employer identification number**
CHILDREN'S CARE FOUNDATION	36-6088708

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

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	AVA W. FARWELL TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 32,239.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CAROLINE WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 5,274.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	GEORGE J WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 8,572.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	HOBART W. WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 70,567.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	LOUISE MAY WHITEHOUSE TRUST NORTHERN TRUST CO., 50 S. LASALLE ST. CHICAGO, IL 60675	$ 7,695.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	LYDIA C. FREDERICK TRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 11,648.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MARY L. MEDLOCK TRUST CHASE, ONE FIRST NATIONAL PLAZA CHICAGO, IL 60670	$ 89,535.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	THE CHICAGO COMMUNITY TRUST 111 EAST WACKER DR #1400 CHICAGO, IL 60601	$ 14,024.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	WILLIAM J. WATSON TRUST CHASE, ONE FIRST NATIONAL PLAZA CHICAGO, IL 60670	$ 39,987.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	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	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

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

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

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

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

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

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

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

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	1,297,852.	0.	1,297,852.
TOTAL TO FM 990-PF, PART I, LN 4	1,297,852.	0.	1,297,852.

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	6,933.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,933.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OSTROW, REISIN, BERK & ABRAMS	22,700.	0.		22,700.
TO FORM 990-PF, PG 1, LN 16B	22,700.	0.		22,700.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHICAGO EQUITY PARTNERS	104,416.	104,416.		0.
BANK OF AMERICA N.A.	18,881.	18,881.		0.
TO FORM 990-PF, PG 1, LN 16C	123,297.	123,297.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEFERRED FEDERAL EXCISE TAX	-20,300.	0.		0.
PAYROLL TAXES	16,483.	0.		16,483.
FEDERAL EXCISE TAX	51,201.	0.		0.
TO FORM 990-PF, PG 1, LN 18	47,384.	0.		16,483.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	6,217.	0.		6,217.
ASSOCIATION MEMBERSHIPS	695.	0.		695.
COMPUTER EXPENSE	165.	0.		165.
BANK FEES	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	7,112.	0.		7,112.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	X		14,451,674.	14,451,674.
TOTAL U.S. GOVERNMENT OBLIGATIONS			14,451,674.	14,451,674.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			14,451,674.	14,451,674.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	23,335,803.	23,335,803.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,335,803.	23,335,803.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	3,148,961.	3,148,961.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,148,961.	3,148,961.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	FMV	2,295,104.	2,295,104.
REITS	FMV	282,724.	282,724.
EXCHANGE TRADED FUNDS	FMV	1,276,770.	1,276,770.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,854,598.	3,854,598.

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	158,636.	160,643.	160,643.
SECURITY DEPOSIT	2,085.	2,085.	2,085.
TO FORM 990-PF, PART II, LINE 15	160,721.	162,728.	162,728.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	106,900.	86,600.
DEFERRED COMPENSATION PAYABLE	35,000.	40,000.
BANK OVERDRAFT	10,442.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	152,342.	126,600.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR. ROBERT L. CAMPBELL 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	EXEC. DIRECTOR 40.00	123,450.	5,000.	0.
MR. JOSEPH S. JOHNSON 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	PRESIDENT 1.00	0.	0.	0.
MR. BRUCE E. HUEY 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MS. ROXANNE M. WARBLE 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRES./ASSIST. EXEC. D 40.00	104,250.	0.	0.
MR. MARVIN KAMENSKY 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	ASST. SECRETARY 1.00	0.	0.	0.
MR. ANTHONY PERTILE 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.

MR. GEORGE S. TREES, JR. 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MR. JUSTIN A. STANLEY, JR. 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	SECRETARY/TREASURER 1.00	0.	0.	0.
MR. EDWARD X. CLINTON 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MR. SAMUEL H. YOUNG 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	ASST SECRETARY 1.00	0.	0.	0.
MR. MICHAEL REED 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		227,700.	5,000.	0.

FEDERAL ELECTION
CHILDREN'S CARE FOUNDATION
EIN: 36-6088708
JUNE 30, 2012

DESCRIPTION: DISTRIBUTIONS OUT OF CORPUS

FORM & LINE/ INSTRUCTION REFERENCE: FORM 990-PF, PART XIII, LINE 4C, COL (A)

REGULATION REFERENCE: 53.4942(A)-3(D) (2)

ELECTION:

PURSUANT TO INCOME TAX REGULATION SECTION 53.4942(A)- 3(D)(2), THE FOUNDATION ELECTS TO TREAT QUALIFYING DISTRIBUTIONS FOR 2011 OF $226,875 AS DISTRIBUTIONS OUT OF CORPUS.

Joseph S. Johnson

JOSEPH S. JOHNSON
PRESIDENT

CHILDREN'S CARE FOUNDATION
Application Process

Grant proposals are evaluated in the context of the Foundation's mission, priorities, interests and available resources. **No electronic submissions are accepted.**

Please begin the application process by contacting the Children's Care Foundation with a brief inquiry letter showing program intent and a copy of your most recent IRS Form 990 The Foundation will notify you within 30 days if a full proposal should be submitted.

If a full grant proposal is requested, the following information will be required:

- An executive summary of your specific proposal
- The specific problem to be addressed, plan for its solution and constituency it will serve
- Why your organization should undertake the proposed project and how it fits with existing programs
- Results to be achieved and how they will be measured and monitored
- Why you believe your proposal is worthy of a grant and anything else material to your request
- A brief description of your organization, staff, present programs, past major accomplishments, and a list of officers and directors
- A full listing of corporate and foundation donors with their level of support
- Promotional brochures, catalogues or printed releases regarding your organization and its programs
- Detailed financial information that includes:
  - The specific amount of money requested and a projected budget for grant use
  - Copies (audited, if available) of the organization's financial reports for the past three years
  - Per annum cost for administration and fundraising
  - A copy of your most recent IRS Form 990 and IRS non-profit status determination letter (dated after 1969).

Applications are accepted year-round, and considered at periodic meetings of the Board of Directors. A site visit or interview may be scheduled by the Foundation as part of the review process.

Requests must be made in writing. Electronic submissions, including faxes and email, are not accepted

Further inquiries concerning the grant-making process are welcome at any time and should be addressed to:

Grant Administrator
Children's Care Foundation
333 North Michigan Avenue, Suite 2131
Chicago, Illinois 60601-4110
Tel: (312) 201-0540

THE CHILDREN'S CARE FOUNDATION
SCHEDULE OF GRANTS PAID DURING FISCAL YEAR ENDING 2012
PAGE 1, PART 1 (a), LINE 25

36-6088708

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL 2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300,000.00
ST. BERNARD HOSPITAL & HEALTH CARE CENTER 326 WEST 64TH STREET, CHICAGO, IL 60621	NONE	PUBLIC CHARITY	GENERAL SUPPORT	530,000.00
NORWEGIAN AMERICAN HOSPITAL 1044 NORTH FRANCISCO AVENUE, CHICAGO IL 60622-2743	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300,500.00
HIGH JUMP 59 WEST NORTH BOULEVARD, CHICAGO IL 60610-1492	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000 00
CHICAGO JESUIT ACADEMY 5058 WEST JACKSON BOULEVARD, CHICAGOL IL 60644-4324	NONE	PUBLIC CHARITY	GENERAL SUPPORT	48,000.00
KALEIDOSCOPE 1340 SOUTH DAMEN AVENUE, MEZZ, CHICAGO IL 60608	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.00
CHICAGO SHAKESPEARE THEATRE 800 EAST GRAND AVENUE, CHICAGO IL 60611	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000 00
CHICAGO SYMPHONY ORCHESTRA 220 SOUTH MICHIGAN AVENUE, CHICAGO IL 60604	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000 00
CHICAGO YOUTH PROGRAMS 5350 SOUTH PRAIRIE AVENUE, CHICAGO IL 60615	NONE	PUBLIC CHARITY	GENERAL SUPPORT	52,000.00
COURT APPOINTED SPECIAL ADVOCATES OF DUPAGE COUNTY 505 NORTH COUNTY FARM ROAD, 3RD FLOOR, SUITE C, WHEATON, IL 60187	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000 00
CHICAGO CHAMBER MUSICIANS 180 NORTH STETSON AVE, SUITE 1330 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
JESSE WHITE TUMBLING TEAM 1336 NORTH SEDGWICK STREET, CHICAGO IL 60610-1828	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.00
LYRIC OPERA OF CHICAGO 20 NORTH WACKER DRIVE, CHICAGO IL 60606	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000 00
MT. SINAI MEDICAL CENTER	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000 00

CALIFORNIA AVENUE AT 15TH ST Chicago, IL 60608				
CHILDREN CLINIC OF THE INFANT WELFARE SOCIETY 320 LAKE ST. OAK PARK, IL 60302	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000 00
EAST VILLAGE YOUTH PROGRAM 3643 WEST BELMONT AVENUE CHICAGO, IL 60618	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
SNOW CITY ARTS FOUNDATION 1653 WEST CONGRESS PARKWAY OFFICE 599 - JONES, CHICAGO IL 60612	NONE	PUBLIC CHARITY	GENERAL SUPPORT	55,000 00
HEPHZIBAH CHILDREN'S ASSOCIATION 946 NORTH BOULEVARD OAK PARK, IL 60301	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000 00
PROJECT EDUCATION PLUS 857 NORTH CLEVELAND AVENUE CHICAGO, IL 60610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
RIVER NORTH DANCE COMPANY 1016 NORTH DEARBORN PARKWAY CHICAGO, IL 60610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000 00
CHICAGO HOPE ACADEMY 2189 WEST BOWLER ST CHICAGO, IL 60612	NONE	PUBLIC CHARITY	GENERAL SUPPORT	17,700 00
NEW MT. CALVARY MISSIONARY BAPTIST CHURCH 1850 WEST MARQUETTE ROAD CHICAGO, IL 60636	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000 00
BOY SCOUTS 1218 WEST ADAMS STREET, CHICAGO IL 60607-2802	NONE	PUBLIC CHARITY	GENERAL SUPPORT	60,793.91
OPEN HEART MAGIC 300 WEST ADAMS STREET SUITE 611 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000 00
WILLOWBROOK CORNER AFTER SCHOOL PROGRAM 415 WEST EIGHTH STREET HINSDALE, IL 60521	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
TOTAL GRANTS PAID DURING THE FISCAL YEAR ENDED JUNE 30, 2012				1,753,993.91

CHILDREN'S CARE FOUNDATION **36-6088708**

SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

PAGE 1, PART 1 (a), LINE 25

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS APPROVED IN FISCAL YEAR ENDING 2012 FOR FUTURE PAYMENT				
CHICAGO JESUIT ACADEMY 5058 WEST JACKSON BOULEVARD, CHICAGOL IL 60644-4324	NONE	PUBLIC CHARITY	GENERAL SUPPORT	24,000 00
LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL 2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153	NONE	PUBLIC CHARITY	GENERAL SUPPORT	600,000 00
ST. BERNARD HOSPITAL & HEALTH CARE CENTER 326 WEST 64TH STREET, CHICAGO, IL 60621	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,060,000.00
LYRIC OPERA 20 NORTH WACKER DRIVE, CHICAGO IL 60606	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000 00
MT. SINAI HOSPITAL ONE GUSTAVE L. LEVY PLACE, NEW YORK NY 10029-6574	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.00
SNOW CITY ARTS FOUNDATION 1653 WEST CONGRESS PARKWAY OFFICE 599 - JONES, CHICAGO IL 60612	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000 00
NORWEGIAN AMERICAN HOSPITAL 1044 NORTH FRANCISCO AVENUE, CHICAGO IL 60622-2743	NONE	PUBLIC CHARITY	GENERAL SUPPORT	308,000 00
TOTAL GRANTS APPROVED IN FISCAL YEAR ENDING 2011 FOR FUTURE PAYMENT				2,067,000 00
Grant payable at 6/30/2011				1,123,765.91
Grants paid during FYE 6/30/2012				(1,753,993.91)
Grants payable at 6/30/2012				(2,067,000.00)
Erroneously recorded grant expense at FYE 6/30/11				20,000 00
Grants expense per financial statements for FYE 6/30/2012				(2,677,228.00)

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135 S. LaSalle Street, Suite 1840 Chicago, IL 60603

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000090

OSTROW REISEN BERK & ABRAMS
ATTN LARRY SOPHIAN
455 CITYFRONT PLAZA -SUITE 2600
NBC TOWER
CHICAGO IL 60611

Account Number 600082
Statement Period 06/01/2012 through 06/30/2012
Account Title CHILDREN'S CARE FOUNDATION

ADMINISTRATIVE OFFICER
(312) 992-9823
JAMES P. TOPOLSKI
JAMES TOPOLSKI@BANKOFAMERICA COM

ALTERNATE CONTACT
(312) 904-7456
MARIA C MUNETON
MARIA C MUNETON@BANKOFAMERICA COM

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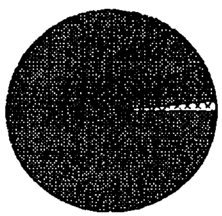
OVERVIEW *and* SUMMARY *of* ASSETS



ENDING PORTFOLIO %	CATEGORY	COST	ACCRUED INCOME	MARKET VALUE
98 35%	*FIXED INCOME*			
19.46%	US TREASURY NOTES	1,377,102.73	7,923.87	1,421,790 20
61.68%	US AGENCY FIXED RATE NOTES & BONDS	4,384,745.42	27,743 96	4,506,365.80
10 06%	FEDERAL HOME LOAN MORTGAGE POOL	730,377.69	1,816 26	734,930 89
1 26%	FEDERAL NATIONAL MORTGAGE ASSN POOL	91,040.35	288 52	92,264 84
5.89%	CORPORATE BONDS - FIXED	432,730 04	5,198 14	430,029.24
1.65%	*CASH AND EQUIVALENTS*	119,893 14	2 74	119,893 14
100.00%	**TOTAL ASSETS**	**7,135,889.37**	**42,973.49**	**7,305,274.11**
	TOTAL ACCRUED INCOME	**42,973.49**		**42,973.49**
	TOTAL ASSETS & ACCRUED INCOME	**7,178,862.86**		**7,348,247.60**

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STATEMENT of INVESTMENT POSITION

PORTFOLIO: 600082 1
PORTFOLIO NAME: CHILDREN'S CARE FDN-ENDOWMENT PRI USD

FIXED INCOME

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	US TREASURY NOTES						
35,000	US TREAS NT DTD 07/31/10 0 625% DUE 07/31/2012 CUSIP 912828NQ9	35,112.23 100 321	0 48%	35,013 65 100.039	91 35	218.75	0 32
225,000	US TREAS NT DTD 08/15/10 2.625% DUE 08/15/2020 CUSIP 912828NT3	220,431.56 97 970	3 39%	247,623 75 110 055	2,222 96	5,906 25	1 32
15,000	US TREAS NT DTD 02/15/11 3 625% DUE 02/15/2021 CUSIP 912828PX2	17,276 43 115 176	0 24%	17,709 45 118 063	204 65	543 75	1 40
560,000	US TREAS NT DTD 05/16/11 3 125% DUE 05/15/2021 CUSIP 912828QN3	619,426 37 110 612	8 73%	637,526 40 113 844	2,235 05	17,500 00	1 46
415,000	US TREAS NT DTD 02/15/12 2.000% DUE 02/15/2022 CUSIP 912828SF8	429,862 40 103 581	5 87%	428,973 05 103 367	3,123 90	8,300 00	1 62
55,000	US TREAS NT DTD 02/29/2012 0 250% DUE 02/28/2014 CUSIP 912828SG6	54,993 74 99 989	0 75%	54,943.90 99.898	45 96	137.50	0 31
	TOTAL US TREASURY NOTES	**1,377,102.73**	**19.46%**	**1,421,790.20**	**7,923.87**	**32,606 25**	
	US AGENCY FIXED RATE NOTES & BONDS						
380,000	FANNIE MAE DTD 06/08/07 5 375% DUE 06/12/2017 CUSIP 31398ADM1	452,079 20 118 968	6 30%	460,404 20 121 159	1,077 99	20,425 00	0 98

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
505,000	FED HOME LN BANK DTD 08/01/08 4.000% DUE 09/06/2013 CUSIP 3133XRX88	540,735 65 107 076	7 21%	527,033 15 104 363	6,452 78	20,200 00	0 30
330,000	FED HOME LN BANK DTD 09/11/09 1.625% DUE 09/26/2012 CUSIP 3133XUUJ0	334,864.20 101.474	4.53%	331,135 20 100 344	1,415 10	5,362 50	0 18
110,000	FED HOME LN BK DTD 05/03/2006 5.375% DUE 05/18/2016 CUSIP 3133XFJF4	126,877 18 115 343	1 78%	129,698 80 117.908	706 22	5,912.50	0 69
35,000	FED HOME LN MTG CORP DTD 01/16/04 4 500% DUE 01/15/2014 CUSIP 3134A4UM4	39,048.45 111.567	0 51%	37,220 05 106 343	726 25	1,575 00	0 37
145,000	FED HOME LN MTG CORP DTD 07/14/05 4 375% DUE 07/17/2015 CUSIP 3134A4VC5	165,291 16 113 994	2.21%	161,712 70 111 526	2,889 93	6,343 75	0 56
790,000	FED HOME LN MTG CORP DTD 10/21/05 4 750% DUE 11/17/2015 CUSIP 3134A4VG6	871,237.55 110 283	12 34%	901,390 00 114 100	4,586 39	37,525 00	0 54
565,000	FED HOME LN MTG CORP DTD 03/27/09 3 750% DUE 03/27/2019 CUSIP 3137EACA5	598,819.78 105 986	8.94%	652,591.95 115 503	5,532.29	21,187.50	1 34
15,000	FED NATL MTG ASSN DTD 06/15/06 5 375% DUE 07/15/2016 CUSIP 31359MS61	18,014 70 120 098	0 24%	17,727 45 118 183	371 77	806 25	0.79
500,000	FED NATL MTG ASSN DTD 12/11/08 2 875% DUE 12/11/2013 CUSIP 31398AUJ9	515,115 00 103 023	7.10%	518,550 00 103 710	798 61	14,375 00	0 30

STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
285,000	FED NATL MTG ASSN DTD 01/18/2011 0.750% DUE 02/26/2013 CUSIP 3135G0AK9	286,234 05 100 433	3.91%	285,906 30 100 318	742 19	2,137.50	0 26
400,000	FEDERAL HOME LOAN BANK DTD 10/19/07 5 000% DUE 11/17/2017 CUSIP 3133XMQ87	436,428 50 109 107	6 61%	482,996 00 120.749	2,444 44	20,000 00	1 03
	TOTAL US AGENCY FIXED RATE NOTES & BONDS	4,384,745 42	61 68%	4,506,365.80	27,743.96	155,850.00	
	FEDERAL HOME LOAN MORTGAGE POOL						
24,788.6225	FED HOME LN MTG CORP GOLD POOL #G18245 DTD 03/01/2008 4.500% DUE 03/01/2023 CUSIP 3128MMHX4 ORIGINAL FACE 133,000	25,853.76 104 297	0 36%	26,376 64 106.406	92 96	1,115 49	
60,988.7464	FED HOME LN MTG CORP GOLD POOL #G18306 DTD 04/01/2009 4.500% DUE 04/01/2024 CUSIP 3128MMKU6 ORIGINAL FACE 181,000	63,609 36 104 297	0.89%	64,848.19 108 328	228.71	2,744.49	
52,086.3635	FED HOME LN MTG CORP GOLD POOL # G13573 DTD 05/01/2009 4 500% DUE 05/01/2024 CUSIP 3128MCFN0 ORIGINAL FACE 165,000	54,324 44 104 297	0 76%	55,423 15 106.406	195.32	2,343.89	
19,585.9581	FED HOME LN MTG CORP GOLD POOL #J14954 DTD 03/01/2011 3 500% DUE 04/01/2021 CUSIP 3128PUQF2 ORIGINAL FACE 62,000	20,620 35 105 281	0 28%	20,614 22 105 250	57 13	685 51	
270,749 8864	FED HOME LN MTG CORP GOLD POOL # G14216 DTD 08/01/2011 3.500% DUE 07/01/2021 CUSIP 3128MC3Z6 ORIGINAL FACE 349,000	285,619 98 105 492	3 90%	284,964 26 105 250	789.69	9,476 25	

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
145,371 1228	FED HOME LN MTG CORP GOLD POOL DTD 09/19/2011 3 000% DUE 09/01/2026 CUSIP 3128MC4R3 ORIGINAL FACE 175,000	151,969 60 104 539	2 10%	153,230 25 105 406	145 37	4,361 13	
122,833 4938	FED HOME LOAN MTG CORP GOLD POOL # J16706 DTD 09/01/2011 3 000% DUE 09/01/2021 CUSIP 3128PWNX2 ORIGINAL FACE 139,000	128,380 20 104 516	1 77%	129,474 18 105 406	307 08	3,685 00	
	TOTAL FEDERAL HOME LOAN MORTGAGE POOL	**730,377 69**	**10.06%**	**734,930.89**	**1,816.26**	**24,411.76**	
	FEDERAL NATIONAL MORTGAGE ASSN POOL						
42,985 5748	FED NATL MTG ASSN POOL # 931478 DTD 06/01/2009 4 500% DUE 07/01/2024 CUSIP 31412P2K6 ORIGINAL FACE 101,000	45,013 95 104 719	0 63%	46,102 03 107 250	161 20	1,934 35	
43,652.7761	FED NATL MTG ASSN POOL # MA0548 DTD 09/01/2010 3 500% DUE 10/01/2020 CUSIP 31417YTE7 ORIGINAL FACE 74,000	46,026.40 105 438	0 63%	46,162 81 105 750	127 32	1,527.85	
	TOTAL FEDERAL NATIONAL MORTGAGE ASSN POOL	**91,040.35**	**1.26%**	**92,264.84**	**288.52**	**3,462.20**	
	CORPORATE BONDS - FIXED						
10,000	AT & T INC SENIOR UNSECURED NOTES DTD 08/18/2011 3 875% DUE 08/15/2021 CUSIP 00206RAZ5	10,265 50 102 655	0.15%	10,892.60 108 926	146.39	387 50	2 76
40,000	BP CAPITAL MARKETS PLC NOTES DATED 10/01/2010 3 125% DUE 10/01/2015 CUSIP 05565QBN7	42,011 20 105.028	0 58%	42,525 20 106 313	312 50	1,250 00	1 14

STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
30,000	CONOCOPHILLIPS NOTES DATED 05/21/2009 4.600% DUE 01/15/2015 CUSIP 20825CAT1	33,143 70 110 479	0 45%	32,844 00 109.480	636 33	1,380 00	0 82
10,000	DOMINION RESOURCES INC SENIOR UNSECURED NOTE DATED 03/07/2011 4 450% DUE 03/15/2021 CUSIP 25746UBL2	11,016 90 110.169	0 16%	11,372 60 113.726	131 03	445 00	2 67
20,000	GENERAL MILLS INC SENIOR UNSECURED NOTE DATED 02/03/2009 5.850% DUE 02/15/2019 CUSIP 370334BH6	23,988 00 119 940	0 33%	24,141 40 120 707	426 89	1,130 00	2 27
35,000	PEPSICO INCORPORATED SENIOR NOTES DATED 05/10/2011 2 500% DUE 05/10/2016 CUSIP 713448BT4	36,498 00 104 280	0 50%	36,744 40 104 984	123 96	875 00	1 18
20,000	PFIZER INC SENIOR UNSECURED NOTES DATED 03/24/2009 6 200% DUE 03/15/2019 CUSIP 717081DB6	25,017.00 125 085	0 34%	25,067 00 125 335	365 11	1,240 00	2 13
20,000	PHILIP MORRIS INTL INC NOTES DATED 05/16/2008 5 650% DUE 05/16/2018 CUSIP 718172AA7	23,970 00 119.850	0 33%	24,153.80 120 769	141 25	1,130 00	1 90
22,000	PROGRESS ENERGY CAROLINA 1ST MORTGAGE DATED 09/15/2011 3 000% DUE 09/15/2021 CUSIP 144141DA3	21,992 04 99 964	0 32%	22,971 74 104 417	194 33	660 00	2 46

STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
55,000	WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9	55,894 30 101 626	0 77%	56,246 30 102 266	151 25	825.00	0 81
140,000	WELLS FARGO CORP SENIOR NOTE DATED 01/31/2008 4.375% DUE 01/31/2013 CUSIP 949746NY3	148,933 40 106 381	1.96%	143,070.20 102.193	2,569 10	6,125 00	0 60
	TOTAL CORPORATE BONDS - FIXED	432,730.04	5.89%	430,029.24	5,198.14	15,447.50	
	FIXED INCOME	7,015,996.23	98.35%	7,185,380.97	42,970 75	231,777.71	

CASH AND EQUIVALENTS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
18,506.26	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	18,506.26	0.25%	18,506 26	1 84	1 85	
	CASH AND EQUIVALENTS	18,506 26	0.25%	18,506 26	1 84	1 85	
	TOTAL ASSETS	7,034,502.49	98 60%	7,203,887.23	42,972.59	231,779.56	
	TOTAL ACCRUED INCOME			42,972.59			
	TOTAL ASSETS AND ACCRUED INCOME			7,246,859.82			

PORTFOLIO: 600082.3
PORTFOLIO NAME: CHILDREN'S CARE FDN ENDOWMENT INC USD

CASH AND EQUIVALENTS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
101,386.88	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	101,386 88	1 40%	101,386.88	0.90	10.14	
	CASH AND EQUIVALENTS	101,386 88	1 40%	101,386 88	0.90	10 14	
	TOTAL ASSETS	101,386 88	1 40%	101,386.88	0.90	10.14	
	TOTAL ACCRUED INCOME			0.90			
	TOTAL ASSETS AND ACCRUED INCOME			101,387.78			

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
GRAND TOTAL							
	TOTAL ASSETS		100.00%	7,305,274.11			
	ACCRUED INCOME			42,973.49			
	ASSETS & ACCRUED INCOME			7,348,247.60			

Collective Trust Fund Disclosure:
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge Please call your Administrative Officer for a copy.

Statement Content Disclosure:
This statement was prepared to provide you with a detailed record of information for the period covered by this report. The gain/loss and income figures presented are preliminary and approximate and should not be used for tax preparation Estimated annual income may differ from actual income received and should not be used for tax preparation If you have any questions regarding this statement or your account, please call your Administrative Officer.

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For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges. The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset, therefore, the price shown on your statement may not be a current value as of the statement date Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices

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135 S LaSalle Street, Suite 1840 Chicago, IL 60603

TEMP-RETURN SERVICE REQUESTED

Account Number	600082.2
Statement Period	06/01/2012 through 06/30/2012
Account Title	CHILDREN'S CARE FOUNDATION CHILDREN'S CARE FDN-GENERAL PRI USD

OSTROW REISEN BERK & ABRAMS
ATTN LARRY SOPHIAN
455 CITYFRONT PLAZA -SUITE 2600
NBC TOWER
CHICAGO IL 60611

ADMINISTRATIVE OFFICER
(312) 992-9823
JAMES P. TOPOLSKI
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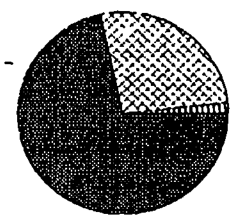
OVERVIEW *and* SUMMARY *of* ASSETS



ENDING PORTFOLIO %	CATEGORY	COST	ACCRUED INCOME	MARKET VALUE
71.86%	*EQUITIES*			
61.68%	COMMON STOCK	20,210,149.18	26,404 29	23,335,802 98
6.06%	EQUITY MUTUAL FUND - OPEN END	1,475,141 04	0 00	2,295,104 00
3 37%	EXCHANGE TRADED FUNDS	1,350,324 52	0 00	1,276,770 00
0 75%	REITS	266,020 56	0 00	282,724 00
27.52%	*FIXED INCOME*			
10 08%	US TREASURY NOTES	3,707,372 43	30,065 77	3,810,310 10
7 43%	US AGENCY FIXED RATE NOTES & BONDS	2,748,927 45	20,499 62	2,809,662 70
2 46%	FEDERAL HOME LOAN MORTGAGE POOL	925,268 72	2,303 61	931,168.57
0 38%	FEDERAL NATIONAL MORTGAGE ASSN POOL	140,734.54	464 78	145,180 77
7.17%	CORPORATE BONDS - FIXED	2,590,486 81	37,919 26	2,718,932 00

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OVERVIEW *and* SUMMARY *of* ASSETS *continued*

ENDING PORTFOLIO %	CATEGORY	COST	ACCRUED INCOME	MARKET VALUE
0.62%	*CASH AND EQUIVALENTS*	235,381 96	13 61	235,381 96
100.00%	TOTAL ASSETS	33,649,807.21	117,670.94	37,841,037.08
	TOTAL ACCRUED INCOME	117,670.94		117,670 94
	TOTAL ASSETS & ACCRUED INCOME	33,767,478.15		37,958,708.02

PARTICIPATING PORTFOLIOS

PORTFOLIO NUMBER	PORTFOLIO NAME	BEGINNING MARKET VALUE	ENDING MARKET VALUE
600082 2	CHILDREN'S CARE FDN-GENERAL PRI USD	38,302,641 90	37,958,708 02
TOTAL		38,302,641.90	37,958,708 02

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TRANSACTION SUMMARY

DESCRIPTION		CASH	COST	MARKET VALUE INCLUDING CASH
BEGINNING BALANCE		0.00	34,852,560 13	38,302,641.90
ACCRUED INCOME				-20,096 81
PRIOR	137,767 75			
CURRENT	117,670 94			
UNREALIZED GAIN OR LOSS				878,915 85
PRIOR	3,312,314 02			
CURRENT	4,191,229 87			
INCOME RECEIVED		83,516 90		83,516.90
CASH RECEIPTS		70,352 25		70,352 25
CASH DISBURSEMENTS		-1,345,700 00		-1,345,700 00
ASSETS PURCHASED		-2,467,972 78	2,467,972.78	
ASSETS SOLD		3,632,358.99	-3,643,281.06	
REALIZED GAIN/LOSS				-10,922 07
ENDING BALANCE		**-27,444.64**	**33,677,251.85**	**37,958,708.02**

STATEMENT of INVESTMENT POSITION

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
EQUITIES							
	COMMON STOCK						
7,000	ABBOTT LABORATORIES COMMON STOCK CUSIP 002824100 TKR· ABT	391,649 36 55 950	1 19%	451,290 00 64 470	0 00	14,280 00	3 16
6,200	ACCENTURE PLC-CL A COMMON STOCK CUSIP G1151C101 TKR. ACN	269,027 50 43 392	0 98%	372,558 00 60 090	0 00	8,370 00	2 25
16,900	ADVANCED MICRO DEVICES INC COMMON STOCK CUSIP 007903107 TKR AMD	106,034 30 6 274	0 26%	96,837 00 5 730	0 00		

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STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
2,300	AETNA U S HEALTHCARE INC COMMON STOCK CUSIP 00817Y108 TKR. AET	91,601 32 39 827	0 24%	89,171 00 38 770	0 00	1,610 00	1 81
900	ALEXION PHARMACEUTICALS INC COMMON STOCK CUSIP 015351109 TKR· ALXN	57,903 76 64 338	0 24%	89,370 00 99 300	0 00		
5,800	AMEREN CORPORATION COMMON STOCK CUSIP 023608102 TKR· AEE	165,841 05 28 593	0 51%	194,532 00 33 540	0 00	9,280 00	4 77
4,100	AMERICAN CAPITAL AGENCY CORP COMMON STOCK CUSIP 02503X105 TKR· AGNC	137,392 46 33 510	0 36%	137,801.00 33 610	5,125 00	20,500 00	14 88
2,400	AMERICAN EAGLE OUTFITTERS IN COMMON STOCK CUSIP 02553E106 TKR· AEO	46,016.16 19 173	0 13%	47,352.00 19 730	0 00	1,056 00	2 23
2,200	AMERICAN INTERNATIONAL GROUP INC COMMON STOCK CUSIP 026874784 TKR AIG	65,494.00 29.770	0 19%	70,598 00 32 090	0 00		
1,600	AMERICAN WATER WORKS CO INC COMMON STOCK CUSIP 030420103 TKR. AWK	35,373 32 22 108	0 14%	54,848.00 34 280	0.00	1,600.00	2 92
2,134	AMGEN INCORPORATED COMMON STOCK CUSIP 031162100 TKR AMGN	135,777 09 63.626	0 41%	155,589 94 72 910	0 00	3,072 96	1 98
600	APACHE CORPORATION COMMON STOCK CUSIP 037411105 TKR APA	51,804 78 86 341	0 14%	52,734 00 87 890	0 00	408 00	0 77

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,790	APPLE, INC CUSIP 037833100 TKR. AAPL	398,404 83 222 573	2 76%	1,045,360 00 584 000	0 00		
1,700	ARCH CAPITAL GROUP LTD COMMON STOCK CUSIP G0450A105 TKR ACGL	58,516 12 34 421	0 18%	67,473 00 39 690	0 00		
4,500	ARCHER DANIELS MIDLAND COMPANY COMMON STOCK CUSIP 039483102 TKR ADM	146,214 09 32 492	0 35%	132,840 00 29 520	0 00	3,150 00	2 37
4,800	ASSURANT INC COMMON STOCK CUSIP 04621X108 TKR AIZ	181,498 69 37 812	0 44%	167,232 00 34 840	0 00	4,032 00	2 41
9,200	AT&T, INC. CUSIP 00206R102 TKR T	296,022.57 32.176	0 87%	328,072 00 35 660	0 00	16,192 00	4 94
2,700	AUTOMATIC DATA PROCESSING INCORPORATED COMMON STOCK CUSIP 053015103 TKR· ADP	128,720 34 47 674	0 40%	150,282 00 55 660	1,066 50	4,266 00	2 84
20	BAXTER INTERNATIONAL INCORPORATED COMMON STOCK CUSIP 071813109 TKR BAX	972 25 48.613	0 00%	1,063 00 53 150	6 70	26.80	2 52
8,800	BB & T CORPORATION COMMON STOCK CUSIP 054937107 TKR. BBT	261,202 58 29.682	0 72%	271,480 00 30 850	0 00	7,040 00	2 59
1,100	BERKSHIRE HATHAWAY INC-CL B COMMON STOCK CUSIP 084670702 TKR· BRK B	87,318.00 79 380	0.24%	91,663.00 83.330	0 00		
2,500	BEST BUY INCORPORATED COMMON STOCK CUSIP 086516101 TKR BBY	70,744 00 28.298	0 14%	52,400 00 20.960	400.00	1,600 00	3 05

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
3,200	BRANDYWINE REALTY TRUST COMMON STOCK CUSIP 105368203 TKR BDN	27,723 02 8 663	0 10%	39,488.00 12 340	0 00	1,920 00	4 86
1,500	BRINKER INTERNATIONAL INCORPORATED COMMON STOCK CUSIP 109641100 TKR. EAT	47,011 17 31 341	0 13%	47,805 00 31.870	0 00	960 00	2 01
7,300	BROCADE COMMUNICATIONS SYS COMMON STOCK CUSIP 111621306 TKR: BRCD	42,999 19 5 890	0 10%	35,989 00 4 930	0 00		
600	BROWN FORMAN CORPORATION CLASS B COMMON STOCK CUSIP 115637209 TKR. BF B	33,325 39 55 542	0 15%	58,110 00 96 850	210 00	840 00	1 45
2,400	CA, INC CUSIP 12673P105 TKR CA	66,047.52 27 520	0 17%	65,016 00 27 090	0 00	2,400 00	3 69
16,900	CADENCE DESIGN SYSTEMS INCORPORATED COMMON STOCK CUSIP 127387108 TKR. CDNS	177,403 77 10 497	0 49%	185,731 00 10 990	0 00		
1,400	CARDINAL HEALTH INC COMMON STOCK CUSIP 14149Y108 TKR CAH	52,004 88 37.146	0 16%	58,800 00 42 000	332 50	1,330 00	2 26
6,900	CBS CORP CL B COMMON STOCK CUSIP 124857202 TKR· CBS	170,169 67 24 662	0 60%	226,182 00 32 780	690 00	2,760 00	1 22
650	CELGENE CORPORATION COMMON STOCK CUSIP 151020104 TKR· CELG	49,656 75 76 395	0 11%	41,704 00 64 160	0 00		

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
865	CF INDUSTRIES HOLDINGS INC COMMON STOCK CUSIP 125269100 TKR. CF	150,870 36 174 417	0 44%	167,585 10 193.740	0 00	1,384 00	0 83
2,500	CHARLES RIVER LABORATORIES COMMON STOCK CUSIP 159864107 TKR: CRL	84,644 32 33.858	0 22%	81,900 00 32 760	0 00		
5,450	CHEVRON CORPORATION COMMON STOCK CUSIP 166764100 TKR: CVX	447,504 56 82 111	1 52%	574,975 00 105 500	0 00	19,620 00	3 41
1,000	CINTAS CORPORATION COMMON STOCK CUSIP 172908105 TKR CTAS	38,690 00 38 690	0 10%	38,610 00 38 610	0 00	540.00	1 40
9,600	CISCO SYSTEMS INCORPORATED COMMON STOCK CUSIP 17275R102 TKR· CSCO	183,232.68 19 087	0 44%	164,832 00 17 170	0.00	3,072 00	1 86
3,580	CITIGROUP INCORPORATED COMMON STOCK CUSIP 172967424 TKR· C	137,472 00 38 400	0 26%	98,127 80 27 410	0.00	143 20	0 15
3,500	COACH INCORPORATED COMMON STOCK CUSIP 189754104 TKR· COH	246,204 98 70.344	0.54%	204,680 00 58 480	1,050 00	4,200 00	2 05
1,900	COCA COLA COMPANY COMMON STOCK CUSIP 191216100 TKR KO	146,536.40 77 124	0 39%	148,561 00 78 190	969 00	3,876 00	2 61
3,400	COCA-COLA ENTERPRISES COMMON STOCK CUSIP 19122T109 TKR. CCE	82,050.92 24 133	0 25%	95,336 00 28 040	0.00	2,176.00	2 28

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,250	COLGATE PALMOLIVE CORPORATION COMMON STOCK CUSIP 194162103 TKR. CL	104,371 12 83 497	0.34%	130,125 00 104 100	0 00	3,100 00	2 38
1,400	COMERICA INCORPORATED COMMON STOCK CUSIP 200340107 TKR· CMA	39,057.20 27 898	0 11%	42,994 00 30 710	210 00	840 00	1 95
8,200	COMMERCIAL METALS COMPANY COMMON STOCK CUSIP 201723103 TKR. CMC	104,053 93 12 690	0 27%	103,648 00 12 640	0 00	3,936 00	3 80
3,900	CONOCOPHILLIPS COMMON STOCK CUSIP 20825C104 TKR COP	214,718.97 55 056	0 58%	217,932 00 55 880	0 00	10,296 00	4 72
4,100	CONSOLIDATED EDISON INC COMMON STOCK CUSIP 209115104 TKR: ED	241,521 91 58 908	0 67%	254,979.00 62 190	0 00	9,922 00	3 89
1,350	COSTCO WHOLESALE CORPORATION COMMON STOCK CUSIP 22160K105 TKR· COST	104,600 96 77.482	0.34%	128,250 00 95 000	0 00	1,485 00	1 16
2,000	CROWN CASTLE INTERNATIONAL CORP COMMON STOCK CUSIP 228227104 TKR CCI	93,477.32 46 739	0 31%	117,320 00 58 660	0 00		
2,300	CUMMINS INC COMMON STOCK CUSIP 231021106 TKR CMI	270,620 66 117 661	0 59%	222,893 00 96.910	0 00	3,680 00	1 65
600	CYTEC INDUSTRIES INCORPORATED COMMON STOCK CUSIP 232820100 TKR CYT	33,811 20 56.352	0 09%	35,184.00 58 640	0 00	300 00	0 85

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
7,800	DEAN FOODS COMPANY COMMON STOCK CUSIP 242370104 TKR DF	95,506.00 12.244	0 35%	132,834 00 17 030	0 00		
9,800	DELTA AIR LINES INC COMMON STOCK CUSIP 247361702 TKR. DAL	108,048.11 11 025	0 28%	107,310 00 10.950	0 00		
900	DIAMOND OFFSHORE DRILLNG INC COMMON STOCK CUSIP 25271C102 TKR DO	53,577.00 59 530	0 14%	53,217 00 59 130	0 00	450 00	0 85
500	DILLARD'S INCORPORATED CLASS A COMMON STOCK CUSIP 254067101 TKR· DDS	26,128 45 52.257	0 08%	31,840 00 63.680	25 00	100 00	0 31
10,500	DISCOVER FINANCIAL SERVICES COMMON STOCK CUSIP 254709108 TKR. DFS	260,520 04 24.811	0 96%	363,090 00 34 580	0 00	4,200 00	1 16
1,900	DISNEY WALT COMPANY(HOLDING COMPANY) COMMON STOCK CUSIP 254687106 TKR. DIS	79,059 00 41.610	0 24%	92,150 00 48 500	0 00	1,140 00	1 24
	DOMTAR CORP COMMON STOCK CUSIP 257559203 TKR. UFS	0.00	0 00%	0 00	798 75		
12,800	DUKE ENERGY CORP COMMON STOCK CUSIP 26441C105 TKR· DUK	225,469 90 17.615	0.78%	295,168 00 23.060	0.00	12,800 00	4 34
650	EASTMAN CHEMICAL COMPANY COMMON STOCK CUSIP 277432100 TKR. EMN	32,181 73 49 510	0 09%	32,740.50 50.370	169 00	676 00	2 06

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STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
3,400	ELI LILLY & COMPANY COMMON STOCK CUSIP 532457108 TKR LLY	125,337 68 36 864	0 39%	145,894.00 42 910	0 00	6,664 00	4 57
1,300	EOG RESOURCES INCORPORATED COMMON STOCK CUSIP 26875P101 TKR EOG	137,157 98 105.506	0 31%	117,143.00 90 110	0 00	884 00	0 75
1,100	EQUIFAX INCORPORATED COMMON STOCK CUSIP 294429105 TKR· EFX	49,999.95 45.455	0 14%	51,260 00 46 600	0 00	792 00	1 55
1,950	ESTEE LAUDER COMPANIES CLASS A COMMON STOCK CUSIP 518439104 TKR. EL	60,260 65 30 903	0 28%	105,534 00 54 120	0 00	1,023 75	0 97
700	EVEREST RE GROUP LTD COMMON STOCK CUSIP G3223R108 TKR RE	71,856 05 102 652	0 19%	72,443 00 103 490	0 00	1,344 00	1 86
4,800	EXELIS INC COMMON STOCK CUSIP 30162A108 TKR. XLS	44,322 72 9 234	0 13%	47,328 00 9 860	495 84	1,982 40	4 19
5,400	EXPEDIA INC COMMON STOCK CUSIP 30212P303 TKR EXPE	238,502 04 44 167	0.69%	259,578 00 48 070	0 00	1,944 00	0 75
5,958	EXXON MOBIL CORP COMMON STOCK CUSIP 30231G102 TKR. XOM	432,585 16 72 606	1 35%	509,826 06 85 570	0 00	13,584.24	2 66
850	F5 NETWORKS INC COM CUSIP 315616102 TKR. FFIV	82,374.94 96 912	0 22%	84,626.00 99 560	0 00		

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,600	FLUOR CORP COMMON STOCK CUSIP 343412102 TKR FLR	86,233 22 53 896	0.21%	78,944 00 49 340	256 00	1,024 00	1 30
1,300	FOOT LOCKER INC COMMON STOCK CUSIP 344849104 TKR· FL	37,826.74 29 097	0.11%	39,754 00 30 580	0 00	936 00	2 35
1,700	FREEPORTMCMORAN COPPERAND GOLD INC CUSIP 35671D857 TKR· FCX	54,263 38 31 920	0.15%	57,919.00 34.070	0.00	2,125 00	3 67
900	GARMIN LTD COMMON STOCK CUSIP H2906T109 TKR· GRMN	39,298.95 43.666	0 09%	34,461 00 38.290	0 00	1,440.00	4.18
18,000	GENERAL ELECTRIC COMPANY COMMON STOCK CUSIP 369604103 TKR GE	286,932.65 15.941	0.99%	375,120 00 20 840	3,060 00	12,240 00	3 26
2,800	GENUINE PARTS COMPANY COMMON STOCK CUSIP 372460105 TKR: GPC	168,211 17 60 075	0 45%	168,700 00 60 250	940 50	5,544 00	3.29
1,275	GOLDMAN SACHS GROUP INCORPORATED COMMON STOCK CUSIP 38141G104 TKR GS	135,299 65 106 117	0 32%	122,221 50 95 860	0 00	2,346 00	1 92
280	GOOGLE INC CLASS A COMMON STOCK CUSIP 38259P508 TKR· GOOG	147,568 03 527 029	0 43%	162,419 60 580 070	0 00		
500	GRACE W R & CO COMMON STOCK CUSIP 38388F108 TKR GRA	20,652 30 41 305	0 07%	25,225 00 50 450	0 00		
930	GRAINGER W W INCORPORATED COMMON STOCK CUSIP 384802104 TKR GWW	131,088 22 140 955	0 47%	177,853 20 191 240	0 00	2,976 00	1 67

STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
3,100	HARLEY DAVIDSON INCORPORATED COMMON STOCK CUSIP 412822108 TKR HOG	156,742 18 50 562	0 37%	141,763 00 45 730	0.00	1,922 00	1 36
3,500	HERBALIFE LTD COMMON STOCK CUSIP G4412G101 TKR. HLF	152,170 94 43 477	0 45%	169,155 00 48 330	0 00	4,200 00	2 48
1,800	HONEYWELL INTERNATIONAL INC COMMON STOCK CUSIP 438516106 TKR HON	101,423 88 56 347	0 27%	100,512 00 55 840	0 00	2,682 00	2 67
5,300	HORMEL FOODS CORP COMMON STOCK CUSIP 440452100 TKR. HRL	128,333 64 24 214	0 43%	161,226 00 30 420	0 00	3,180 00	1 97
1,400	HUBBELL INCORPORATED CLASS B COMMON STOCK CUSIP 443510201 TKR HUB B	104,999 11 74 999	0 29%	109,116 00 77 940	574 00	2,296 00	2 10
2,150	HUMANA INCORPORATED COMMON STOCK CUSIP 444859102 TKR. HUM	122,306 55 56 887	0 44%	166,496.00 77 440	559 00	2,236 00	1 34
1,100	IAC / INTERACTIVECORP COMMON STOCK CUSIP 44919P508 TKR. IACI	41,304 88 37 550	0 13%	50,160 00 45 600	0 00	528 00	1 05
10,000	INTEL CORPORATION COMMON STOCK CUSIP 458140100 TKR. INTC	237,767 28 23 777	0 70%	266,500 00 26.650	0 00	8,400 00	3 15
2,900	INTERNATIONAL BUSINESS MACHINES CORPORATION COMMON STOCK CUSIP 459200101 TKR IBM	307,924 66 106 181	1 50%	567,182 00 195 580	0 00	9,860 00	1 74

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,100	INTERNATIONAL PAPER COMPANY COMMON STOCK CUSIP 460146103 TKR IP	28,564.80 25.968	0 08%	31,801 00 28 910	0 00	1,155 00	3 63
4,800	INTERPUBLIC GROUP COMPANIES INCORPORATED COMMON STOCK CUSIP 460690100 TKR. IPG	45,588 48 9 498	0.14%	52,080 00 10 850	0 00	1,152 00	2 21
1,000	ITT EDUCATIONAL SERVICES INC COMMON STOCK CUSIP 45068B109 TKR· ESI	76,642 96 76 643	0 16%	60,750 00 60 750	0 00		
4,200	JABIL CIRCUIT INCORPORATED COMMON STOCK CUSIP 466313103 TKR JBL	84,448 62 20 107	0 23%	85,386.00 20 330	0 00	1,344 00	1 57
800	JARDEN CORP COM CUSIP 471109108 TKR. JAH	32,296 00 40 370	0 09%	33,616 00 42 020	0 00		
5,200	JOHNSON & JOHNSON COMMON STOCK CUSIP 478160104 TKR JNJ	331,026 37 63.659	0 93%	351,312.00 67.560	0 00	12,688 00	3 61
7,736	JP MORGAN CHASE & COMPANY COMMON STOCK CUSIP 46625H100 TKR. JPM	314,875.18 40 703	0 73%	276,407 28 35 730	0 00	9,283 20	3 36
500	KIMBERLY CLARK CORPORATION COMMON STOCK CUSIP 494368103 TKR KMB	33,220 60 66 441	0 11%	41,885 00 83 770	370 00	1,480.00	3 53
900	KLA-TENCOR CORPORATION COMMON STOCK CUSIP 482480100 TKR· KLAC	43,269.48 48 077	0 12%	44,325 00 49 250	0 00	1,260 00	2 84

Bank of America Merrill Lynch

STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
12,500	KROGER COMPANY COMMON STOCK CUSIP 501044101 TKR KR	297,348 43 23 788	0 77%	289,875 00 23 190	0 00	5,750 00	1 98
2,300	LIBERTY MEDIA CORP - LIBER-A COMMON STOCK CUSIP 530322106 TKR LMCA	140,427.76 61 056	0 53%	202,193.00 87 910	0 00		
1,900	LINCOLN ELECTRIC HOLDINGS COMMON STOCK CUSIP 533900106 TKR LECO	89,529 27 47.121	0 22%	83,201 00 43.790	323 00	1,292 00	1 55
4,900	LINCOLN NATIONAL CORPORATION INDIANA COMMON STOCK CUSIP 534187109 TKR LNC	111,067 58 22 667	0 28%	107,163 00 21 870	0 00	1,568 00	1 46
1,300	LOCKHEED MARTIN CORPORATION COMMON STOCK CUSIP 539830109 TKR LMT	110,724 03 85.172	0 30%	113,204 00 87 080	0 00	5,200 00	4 59
16,500	LSI LOGIC CORP CUSIP 502161102 TKR LSI	130,994 22 7 939	0 28%	105,105 00 6 370	0 00		
1,500	LYONDELLBASELL INDU-CL A-W/I COMMON STOCK CUSIP N53745100 TKR LYB	63,844 07 42 563	0 16%	60,405 00 40 270	0 00	2,400 00	3 97
5,200	MACYeS, INC COMMON STOCK CUSIP 55616P104 TKR: M	136,357 51 26.223	0 47%	178,620 00 34 350	1,040 00	4,160 00	2 33
450	MARATHON PETRO COMMON STOCK CUSIP 56585A102 TKR MPC	17,837 86 39 640	0.05%	20,214 00 44 920	112 50	450 00	2 23

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
600	MCDONALDS CORPORATION COMMON STOCK CUSIP 580135101 TKR MCD	54,586 45 90 977	0 14%	53,118.00 88 530	0 00	1,680 00	3 16
1,100	MCKESSON CORPORATION COMMON STOCK CUSIP 58155Q103 TKR· MCK	88,318 19 80 289	0.27%	103,125 00 93.750	220.00	880.00	0 85
850	MEAD JOHNSON NUTRITION CO COMMON STOCK CUSIP 582839106 TKR MJN	60,935 38 71 689	0.18%	68,433 50 80 510	255 00	1,020 00	1 49
19,500	MICROSOFT CORPORATION COMMON STOCK CUSIP 594918104 TKR· MSFT	588,930 45 30 202	1.58%	596,505 00 30 590	0 00	15,600 00	2.62
2,000	MONSTER BEVERAGE CORP CUSIP 611740101 TKR: MNST	86,865 73 43 433	0 38%	142,400 00 71 200	0 00		
1,400	MOTOROLA SOLUTIONS INC COMMON STOCK CUSIP 620076307 TKR: MSI	66,246 00 47 319	0 18%	67,354 00 48 110	0 00	1,232 00	1 83
2,000	MURPHY OIL CORPORATION COMMON STOCK CUSIP 626717102 TKR. MUR	111,440 10 55 720	0 27%	100,580 00 50 290	0 00	2,200.00	2 19
1,600	NABORS INDUSTRIES LTD BARBADOS COMMON STOCK CUSIP G6359F103 TKR NBR	30,823 52 19.265	0 06%	23,040 00 14 400	0 00		
3,700	NATIONAL OILWELL VARCO INC COMMON STOCK CUSIP 637071101 TKR NOV	265,748 96 71 824	0 63%	238,428 00 64 440	0 00	1,776 00	0 74
3,700	NISOURCE INCORPORATED COMMON STOCK CUSIP 65473P105 TKR. NI	51,943 71 14 039	0.24%	91,575 00 24.750	0 00	3,552 00	3 88

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
2,250	NORFOLK SOUTHERN CORPORATION COMMON STOCK CUSIP 655844108 TKR NSC	162,916 39 72 407	0 43%	161,482 50 71 770	0 00	4,230 00	2 62
4,550	NORTHROP GRUMMAN CORP COMMON STOCK CUSIP 666807102 TKR NOC	247,714 78 54 443	0 77%	290,244 50 63 790	0 00	10,010 00	3 45
1,400	NUCOR CORPORATION COMMON STOCK CUSIP 670346105 TKR· NUE	61,325 21 43 804	0 14%	53,060 00 37 900	511 00	2,044 00	3 85
1,100	ONEOK INCORPORATED COMMON STOCK CUSIP 682680103 TKR· OKE	42,252 38 38 411	0 12%	46,541 00 42 310	0 00	2,684 00	5.77
21,405	PFIZER INC COMMON STOCK CUSIP 717081103 TKR· PFE	392,683 99 18 345	1 30%	492,315 00 23.000	0 00	18,836 40	3 83
4,900	PHILIP MORRIS INTERNATIONAL COMMON STOCK CUSIP 718172109 TKR PM	308,647 68 62 989	1 13%	427,574 00 87 260	3,773 00	15,092 00	3 53
1,950	PHILLIPS 66 COMMON STOCK CUSIP 718546104 TKR· PSX	63,811 28 32 724	0 17%	64,818 00 33.240	0 00		
1,900	PLAINS EXPLORATION & PRODUCTION CO COMMON STOCK CUSIP 726505100 TKR. PXP	86,904 95 45 739	0 18%	66,842 00 35 180	0.00		
2,050	POLARIS INDUSTRIES INC COMMON STOCK CUSIP 731068102 TKR. PII	122,482 72 59 748	0 39%	146,534.00 71 480	0 00	3,034 00	2 07

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,550	PPG INDUSTRIES INCORPORATED COMMON STOCK CUSIP 693506107 TKR PPG	125,146 14 80 739	0 43%	164,486.00 106 120	0 00	3,658 00	2 22
5,200	PROTECTIVE LIFE CORPORATION COMMON STOCK CUSIP 743674103 TKR. PL	147,711 72 28 406	0 40%	152,932 00 29.410	0 00	3,744.00	2 45
2,150	PUBLIC STORAGE COMMON STOCK CUSIP 74460D109 TKR PSA	197,762 67 91 983	0 82%	310,481 50 144 410	0 00	9,460 00	3 05
5,400	PULTE HOMES INC COMMON STOCK CUSIP 745867101 TKR PHM	52,329 78 9 691	0 15%	57,780 00 10 700	0 00		
1,250	QUALCOMM INCORPORATED COMMON STOCK CUSIP 747525103 TKR QCOM	62,195 49 49 756	0 18%	69,600.00 55 680	0 00	1,250 00	1 80
13,200	REGAL ENTERTAINMENT GROUP COMMON STOCK CUSIP 758766109 TKR RGC	181,420 03 13 744	0 48%	181,632 00 13.760	0 00	11,088.00	6 10
17,000	REGIONS FINANCIAL CORP COMMON STOCK CUSIP 7591EP100 TKR RF	111,368 60 6.551	0.30%	114,750 00 6 750	170 00	680 00	0 59
700	RELIANCE STEEL & ALUMINUM COMPANY COMMON STOCK CUSIP 759509102 TKR· RS	33,289 94 47 557	0 09%	35,350.00 50 500	0.00	420 00	1 19
2,300	RESMED INCORPORATED COMMON STOCK CUSIP 761152107 TKR. RMD	76,890 84 33 431	0 19%	71,760 00 31 200	0 00		

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,550	ROSS STORES INCORPORATED COMMON STOCK CUSIP 778296103 TKR· ROST	31,473 99 20.306	0 26%	96,828.50 62 470	0 00	868 00	0 90
800	SCHEIN HENRY INC COMMON STOCK CUSIP 806407102 TKR: HSIC	61,079 81 76.350	0.17%	62,792 00 78 490	0 00		
1,600	SHAW GROUP INCORPORATED COMMON STOCK CUSIP 820280105 TKR SHAW	47,570 48 29 732	0 12%	43,696 00 27 310	0 00		
300	SHERWIN WILLIAMS COMPANY COMMON STOCK CUSIP 824348106 TKR· SHW	39,366 81 131 223	0 10%	39,705 00 132.350	0 00	468 00	1 18
10,000	SLM CORPORATION COMMON STOCK CUSIP 78442P106 TKR SLM	134,133 22 13 413	0 42%	157,100 00 15 710	0 00	5,000 00	3 18
1,400	STARBUCKS CORPORATION COMMON STOCK CUSIP 855244109 TKR SBUX	61,467 70 43 906	0 20%	74,648.00 53 320	0 00	952 00	1 28
4,600	STEEL DYNAMICS INCORPORATED COMMON STOCK CUSIP 858119100 TKR STLD	78,960 10 17 165	0 14%	53,912 00 11 720	460 00	1,840 00	3 41
1,500	SYSCO CORPORATION COMMON STOCK CUSIP 871829107 TKR· SYY	43,802 26 29 202	0 12%	44,715 00 29 810	0 00	1,620 00	3 62
1,100	TECH DATA CORPORATION COMMON STOCK CUSIP 878237106 TKR. TECD	49,856 83 45 324	0 14%	52,987 00 48 170	0 00		

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,900	TESORO CORPORATION CUSIP 881609101 TKR TSO	56,143 63 29 549	0 13%	47,424 00 24 960	0 00		
1,900	THE TRAVELERS COMPANIES, INC COMMON STOCK CUSIP 89417E109 TKR TRV	116,926 00 61 540	0 32%	121,296 00 63 840	0 00	3,496 00	2 88
1,300	TIMKEN COMPANY COMMON STOCK CUSIP 887389104 TKR TKR	31,293 80 24 072	0 16%	59,527 00 45.790	0 00	1,196 00	2.01
5,400	TJX COMPANIES INCORPORATED NEW COMMON STOCK CUSIP 872540109 TKR: TJX	132,756 80 24 585	0.61%	231,822 00 42.930	0 00	2,484 00	1 07
3,100	TORCHMARK CORPORATION COMMON STOCK CUSIP 891027104 TKR· TMK	148,204 75 47 808	0 41%	156,705 00 50 550	0 00	1,860.00	1 19
7,000	U S BANCORP COMMON STOCK CUSIP 902973304 TKR· USB	181,872 97 25 982	0 59%	225,120 00 32.160	1,365 00	5,460 00	2 43
950	UNION PACIFIC CORPORATION COMMON STOCK CUSIP 907818108 TKR: UNP	106,672 55 112 287	0 30%	113,344 50 119 310	570 00	2,280 00	2.01
1,000	UNITED STATES STL CORP NEW COM CUSIP 912909108 TKR· X	31,089 90 31 090	0 05%	20,600 00 20.600	0 00	200 00	0 97
1,500	UNITED TECHNOLOGIES CORPORATION COMMON STOCK CUSIP 913017109 TKR· UTX	120,381 09 80 254	0 30%	113,295 00 75 530	0 00	2,880 00	2 54
3,800	UNITED THERAPEUTICS CORP DEL COM CUSIP 91307C102 TKR UTHR	179,017 74 47 110	0 50%	187,644 00 49 380	0 00		

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,400	UNITEDHEALTH GROUP INCORPORATED COMMON STOCK CUSIP 91324P102 TKR. UNH	41,151 22 29 394	0 22%	81,900.00 58 500	0 00	910.00	1 11
4,100	VALERO ENERGY CORPORATION COMMON STOCK CUSIP 91913Y100 TKR VLO	75,682 74 18 459	0 26%	99,015 00 24 150	0 00	2,460 00	2 48
6,100	VERIZON COMMUNICATIONS COMMON STOCK CUSIP 92343V104 TKR VZ	220,991 59 36 228	0 72%	271,084.00 44 440	0 00	12,200 00	4 50
3,600	VISA INC-CLASS A SHARES COMMON STOCK CUSIP 92826C839 TKR· V	325,525 31 90 424	1 18%	445,068 00 123 630	0 00	3,168 00	0 71
3,500	WAL-MART STORES INCORPORATED COMMON STOCK CUSIP 931142103 TKR WMT	238,121 72 68 035	0 64%	244,020 00 69 720	0 00	5,565 00	2 28
1,800	WELLPOINT INC COMMON STOCK CUSIP 94973V107 TKR. WLP	119,007 00 66.115	0.30%	114,822.00 63 790	0 00	2,070 00	1 80
7,800	WELLS FARGO COMPANY COMMON STOCK CUSIP 949746101 TKR· WFC	221,397.24 28 384	0 69%	260,832 00 33 440	0 00	6,864 00	2 63
1,400	WESTERN DIGITAL CORPORATION COMMON STOCK CUSIP 958102105 TKR· WDC	53,995 76 38 568	0 11%	42,672 00 30 480	0 00		
1,000	WYNDHAM WORLDWIDE CORP COMMON STOCK CUSIP 98310W108 TKR WYN	35,200 90 35 201	0 14%	52,740 00 52 740	0 00	920.00	1 74

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,650	ZIMMER HOLDINGS INCORPORATED COMMON STOCK CUSIP 98956P102 TKR: ZMH	99,704 72 60 427	0 28%	106,194 00 64 360	297 00	1,188 00	1 12
	TOTAL COMMON STOCK	**20,210,149 18**	**61.68%**	**23,335,802.98**	**26,404 29**	**516,084.95**	
	EQUITY MUTUAL FUND - OPEN END						
1,567.803	VANGUARD 500 INDEX FUND INVESTOR SHARES CUSIP 922908108 TKR VFINX	124,089 79 79 149	0 52%	196,837 67 125 550	0 00	3,569 89	1 81
47,376 625	VANGUARD MID CAP INDEX INV SHRS FUND CUSIP 922908843 TKR VIMSX	597,319 08 12 608	2 63%	997,277 96 21 050	0.00	10,991 38	1 10
46,810 73	VANGUARD SMALL-CAP GROWTH INDEX FUND CUSIP 922908827 TKR VISGX	753,732 17 16 102	2 91%	1,100,988 37 23 520	0 00	3,932.10	0 36
	TOTAL EQUITY MUTUAL FUND - OPEN END	**1,475,141.04**	**6 06%**	**2,295,104 00**	**0.00**	**18,493.37**	
	EXCHANGE TRADED FUNDS						
1,100	SPDR GOLD TRUST FDEXCH CUSIP 78463V107 TKR GLD	198,101.53 180 092	0 45%	170,709.00 155 190	0.00		
27,700	VANGUARD MSCI EMERGING MARKETS ETF CUSIP 922042858 TKR VWO	1,152,222 99 41 596	2 92%	1,106,061 00 39 930	0 00	25,096 20	2 27
	TOTAL EXCHANGE TRADED FUNDS	**1,350,324.52**	**3.37%**	**1,276,770.00**	**0.00**	**25,096 20**	
	REITS						
2,575	COMMONWEALTH REIT REIT CUSIP 203233101 TKR CWH	68,463 38 26 588	0 13%	49,234 00 19 120	0 00	5,150 00	10.46

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
22,776	COMMONWEALTHREIT FRACTIONAL CUSIP REITS **PRICE IS UNAVAILABLE** CUSIP CAD233107	0 00	0.00%	0 00	0 00		
1,500	SIMON PPTY GROUP INC NEW REIT CUSIP 828806109 TKR: SPG	197,557 18 131 705	0 62%	233,490 00 155 660	0.00	6,000 00	2 57
	TOTAL REITS	266,020.56	0 75%	282,724.00	0.00	11,150 00	
	EQUITIES	23,301,635 30	71.86%	27,190,400 98	26,404 29	570,824 52	

FIXED INCOME

US TREASURY NOTES

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
780,000	US TREAS NT DTD 02/15/08 3.500% DUE 02/15/2018 CUSIP 912828HR4	866,483 20 111 088	2 36%	892,429 20 114 414	10,275 00	27,300 00	0 87
325,000	US TREAS NT DTD 07/31/10 0 625% DUE 07/31/2012 CUSIP 912828NQ9	325,967 89 100 298	0 86%	325,126 75 100 039	848 21	2,031 25	0 32
890,000	US TREAS NT DTD 08/15/10 2.625% DUE 08/15/2020 CUSIP 912828NT3	919,256 88 103 287	2 59%	979,489 50 110 055	8,793 03	23,362 50	1 32
30,000	US TREAS NT DTD 02/15/11 3 625% DUE 02/15/2021 CUSIP 912828PX2	34,552 85 115 176	0 09%	35,418 90 118 063	409 31	1,087 50	1 40
410,000	US TREAS NT DTD 02/28/11 2.750% DUE 02/28/2018 CUSIP 912828PY0	442,821 17 108 005	1 20%	452,504 70 110.367	3,768 55	11,275 00	0 87

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
285,000	US TREAS NT DTD 05/16/11 3.125% DUE 05/15/2021 CUSIP 912828QN3	315,917 89 110 848	0 86%	324,455 40 113 844	1,137 48	8,906 25	1 46
625,000	US TREAS NT DTD 02/15/12 2.000% DUE 02/15/2022 CUSIP 912828SF8	647,390 19 103 582	1 71%	646,043 75 103 367	4,704 67	12,500 00	1 62
155,000	US TREAS NT DTD 02/29/2012 0 250% DUE 02/28/2014 CUSIP 912828SG6	154,982.36 99 989	0 41%	154,841 90 99 898	129 52	387 50	0 31
	TOTAL US TREASURY NOTES	**3,707,372.43**	**10.08%**	**3,810,310 10**	**30,065.77**	**86,850 00**	
	US AGENCY FIXED RATE NOTES & BONDS						
315,000	FANNIE MAE DTD 06/08/07 5 375% DUE 06/12/2017 CUSIP 31398ADM1	365,054 10 115 890	1 01%	381,650 85 121.159	893 59	16,931 25	0 98
150,000	FED HOME LN BANK DTD 09/11/09 1 625% DUE 09/26/2012 CUSIP 3133XUUJ0	151,269 00 100.846	0 40%	150,516.00 100 344	643 23	2,437 50	0 18
20,000	FED HOME LN BK DTD 10/15/09 1 625% DUE 11/21/2012 CUSIP 3133XVEM9	20,282 40 101 412	0 05%	20,113 80 100 569	36 11	325 00	0 17
295,000	FED HOME LN MTG CORP DTD 03/27/09 3 750% DUE 03/27/2019 CUSIP 3137EACA5	319,636 68 108.351	0 90%	340,733.85 115 503	2,888 54	11,062 50	1 34
380,000	FED NATL MTG ASSN DTD 06/15/06 5 375% DUE 07/15/2016 CUSIP 31359MS61	456,333 00 120 088	1 19%	449,095 40 118 183	9,418 19	20,425 00	0 79

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
320,000	FED NATL MTG ASSN DTD 04/16/07 5 000% DUE 05/11/2017 CUSIP 31359M7X5	379,779 20 118 681	1 01%	381,168 00 119 115	2,222 22	16,000 00	0 97
445,000	FED NATL MTG ASSN DTD 01/18/2011 0.750% DUE 02/26/2013 CUSIP 3135G0AK9	446,926 85 100.433	1 18%	446,415 10 100 318	1,158 85	3,337 50	0 26
530,000	FEDERAL HOME LOAN BANK DTD 10/19/07 5 000% DUE 11/17/2017 CUSIP 3133XMQ87	609,646 22 115 028	1 69%	639,969 70 120 749	3,238 89	26,500 00	1 03
	TOTAL US AGENCY FIXED RATE NOTES & BONDS	**2,748,927.45**	**7.43%**	**2,809,662.70**	**20,499.62**	**97,018.75**	

FEDERAL HOME LOAN MORTGAGE POOL

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
8,417.9862	FED HOME LN MTG CORP GOLD POOL #E98304 DTD 08/01/2003 4.000% DUE 08/01/2013 CUSIP 3128H6GM0 ORIGINAL FACE 260,000	8,273 30 98 281	0 02%	8,508.74 101 078	28.06	336 72	
30,566.4217	FED HOME LN MTG CORP GOLD POOL #G18245 DTD 03/01/2008 4 500% DUE 03/01/2023 CUSIP 3128MMHX4 ORIGINAL FACE 164,000	31,879.81 104 297	0.09%	32,524 58 106 406	114.62	1,375 49	
75,140 8312	FED HOME LN MTG CORP GOLD POOL #G18306 DTD 04/01/2009 4 500% DUE 04/01/2024 CUSIP 3128MMKU6 ORIGINAL FACE 223,000	78,369 53 104 297	0 21%	79,895 84 106 328	281 78	3,381 34	
64,397.6857	FED HOME LN MTG CORP GOLD POOL # G13573 DTD 05/01/2009 4 500% DUE 05/01/2024 CUSIP 3128MCFN0 ORIGINAL FACE 204,000	67,164 79 104 297	0 18%	68,523 16 106 406	241 49	2,897 90	

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STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
24,640 3989	FED HOME LN MTG CORP GOLD POOL #J14954 DTD 03/01/2011 3.500% DUE 04/01/2021 CUSIP 3128PUQF2 ORIGINAL FACE 78,000	25,941 71 105 281	0 07%	25,934 02 105 250	71 87	862 41	
341,346.5616	FED HOME LN MTG CORP GOLD POOL # G14216 DTD 08/01/2011 3.500% DUE 07/01/2021 CUSIP 3128MC3Z6 ORIGINAL FACE 440,000	360,093 94 105 492	0 95%	359,267.26 105 250	995.59	11,947 13	
183,582.9607	FED HOME LN MTG CORP GOLD POOL DTD 09/19/2011 3 000% DUE 09/01/2026 CUSIP 3128MC4R3 ORIGINAL FACE 221,000	191,915.90 104 539	0 51%	193,507 91 105 406	183 58	5,507 49	
154,646 485	FED HOME LOAN MTG CORP GOLD POOL # J16706 DTD 09/01/2011 3 000% DUE 09/01/2021 CUSIP 3128PWNX2 ORIGINAL FACE 175,000	161,629 74 104 516	0 43%	163,007 06 105 406	386 62	4,639 39	
	TOTAL FEDERAL HOME LOAN MORTGAGE POOL	**925,268.72**	**2 46%**	**931,168.57**	**2,303.61**	**30,947.87**	
	FEDERAL NATIONAL MORTGAGE ASSN POOL						
28,498.6815	FED NATL MTG ASSN POOL # 256872 DTD 07/01/2007 4.500% DUE 07/01/2017 CUSIP 31371NJR7 ORIGINAL FACE 150,000	27,625 90 96 937	0 08%	30,564.84 107 250	106 87	1,282.44	
52,774.369	FED NATL MTG ASSN POOL # 931478 DTD 06/01/2009 4.500% DUE 07/01/2024 CUSIP 31412P2K6 ORIGINAL FACE 124,000	55,264 66 104 719	0.15%	56,600 51 107 250	197 90	2,374 85	

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STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
54,860.9213	FED NATL MTG ASSN POOL # MA0548 DTD 09/01/2010 3.500% DUE 10/01/2020 CUSIP 31417YTE7 ORIGINAL FACE 93,000	57,843.98 105 437	0 15%	58,015 42 105 750	160 01	1,920 13	
	TOTAL FEDERAL NATIONAL MORTGAGE ASSN POOL	**140,734.54**	**0.38%**	**145,180.77**	**464.78**	**5,577.42**	
	CORPORATE BONDS - FIXED						
65,000	AMERICAN EXPRESS COMPANY SENIOR NOTES DATED 05/18/2009 7 250% DUE 05/20/2014 CUSIP 025816BA6	64,897 30 99.842	0 19%	72,080.45 110 893	536 70	4,712.50	1 39
10,000	AT & T INC SENIOR UNSECURED NOTES DTD 08/18/2011 3.875% DUE 08/15/2021 CUSIP 00206RAZ5	10,265.50 102 655	0 03%	10,892 60 108 926	146 39	387 50	2 76
50,000	BP CAPITAL MARKETS PLC NOTES DATED 10/01/2010 3 125% DUE 10/01/2015 CUSIP 05565QBN7	52,514.00 105 028	0 14%	53,156.50 106 313	390 63	1,562 50	1 14
85,000	CANADIAN NATL RY CO SENIOR UNSECURED DATED 05/01/2008 4 950% DUE 01/15/2014 CUSIP 136375BS0	84,635 35 99 571	0 24%	90,472.30 106 438	1,940 13	4,207 50	0 74
40,000	CONOCOPHILLIPS NOTES DATED 05/21/2009 4 600% DUE 01/15/2015 CUSIP 20825CAT1	44,191.60 110 479	0.12%	43,792 00 109 480	848 44	1,840 00	0 82

Bank of America
Merrill Lynch

STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
55,000	DEVON ENERGY CORPORATION SENIOR NOTES DATED 01/09/2009 5 625% DUE 01/15/2014 CUSIP 25179MAG8	55,168 30 100.306	0 15%	58,824 15 106 953	1,426 56	3,093 75	1 07
10,000	DOMINION RESOURCES INC SENIOR UNSECURED NOTE DATED 03/07/2011 4.450% DUE 03/15/2021 CUSIP 25746UBL2	11,016 90 110 169	0 03%	11,372.60 113 726	131 03	445 00	2 67
28,000	DU PONT E I DE NEMOURS & CO NOTES DATED 12/03/2007 5.000% DUE 01/15/2013 CUSIP 263534BS7	29,016.40 103 630	0 08%	28,641.76 102 292	645 56	1,400 00	0 75
130,000	DUKE ENERGY CORPORATION SENIOR NOTE DATED 01/26/2009 6.300% DUE 02/01/2014 CUSIP 264399EQ5	132,938 00 102 260	0 37%	140,686 00 108 220	3,412 50	8,190 00	1 06
120,000	FLORIDA POWER & LIGHT COMPANY FIRST MORTGAGE DATED 12/13/2002 4.850% DUE 02/01/2013 CUSIP 341081EN3	120,998.50 100 832	0 32%	122,970 00 102.475	2,425 00	5,820 00	0.61
150,000	GENERAL DYNAMICS CORP NOTES DATED 12/15/2008 5.250% DUE 02/01/2014 CUSIP 369550AN8	149,292 00 99 528	0 42%	160,858 50 107 239	3,281 25	7,875 00	0 65
90,000	GENERAL ELECTRIC CAPITAL CREDIT SENIOR UNSECURED NOTES DATED 10/19/2007 5 250% DUE 10/19/2012 CUSIP 36962G3K8	93,660 30 104 067	0 24%	91,260 00 101 400	945 00	4,725 00	0 61

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
25,000	GENERAL MILLS INC SENIOR UNSECURED NOTE DATED 02/03/2009 5 650% DUE 02/15/2019 CUSIP 370334BH6	29,985 00 119 940	0 08%	30,176 75 120 707	533 61	1,412 50	2 27
170,000	HONEYWELL INTL INC NOTES DATED 02/29/2008 4 250% DUE 03/01/2013 CUSIP 438516AW6	172,575.00 101 515	0 46%	174,204.10 102 473	2,408 33	7,225 00	0 54
160,000	KELLOGG COMPANY NOTES DATED 03/06/2008 4 250% DUE 03/06/2013 CUSIP 487836BA5	157,829 75 98 644	0 43%	163,822.40 102 389	2,172 22	6,800 00	0 74
125,000	LOCKHEED MARTIN CORP DATED 05/01/1996 7.650% DUE 05/01/2016 CUSIP 539830AE9	143,750 00 115 000	0 40%	150,853.75 120 683	1,593 75	9,562 50	2 02
170,000	MCDONALDS CORP NOTES DATED 02/29/2008 4.300% DUE 03/01/2013 CUSIP 58013MED2	172,120 60 101.247	0 46%	174,204 10 102.473	2,436 67	7,310 00	0.59
175,000	MERCK & CO INC NOTES DTD 02/17/2005 4 750% DUE 03/01/2015 CUSIP 589331AK3	173,129 40 98 931	0 51%	193,350 50 110.486	2,770.83	8,312.50	0 77
85,000	PEPSICO INCORPORATED SENIOR UNSECURED NOTES DATED 03/02/2009 3 750% DUE 03/01/2014 CUSIP 713448BK3	84,819 80 99 788	0 24%	89,164 15 104 899	1,062 50	3,187 50	0 79

Bank of America Merrill Lynch

STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
40,000	PEPSICO INCORPORATED SENIOR NOTES DATED 05/10/2011 2.500% DUE 05/10/2016 CUSIP 713448BT4	41,712 00 104 280	0 11%	41,993.60 104 984	141 67	1,000 00	1 18
25,000	PFIZER INC SENIOR UNSECURED NOTES DATED 03/24/2009 6 200% DUE 03/15/2019 CUSIP 717081DB6	31,271 25 125 085	0 08%	31,333.75 125 335	456 39	1,550 00	2 13
30,000	PHILIP MORRIS INTL INC NOTES DATED 05/16/2008 5.650% DUE 05/16/2018 CUSIP 718172AA7	35,955 00 119 850	0 10%	36,230 70 120 769	211 88	1,695 00	1 90
27,000	PROGRESS ENERGY CAROLINA 1ST MORTGAGE DATED 09/15/2011 3 000% DUE 09/15/2021 CUSIP 144141DA3	26,990.91 99 966	0 07%	28,192 59 104 417	238 50	810 00	2 46
180,000	SBC COMMUNICATIONS INC NOTES DATED 11/03/2004 5 100% DUE 09/15/2014 CUSIP 78387GAP8	180,061.40 100 034	0 52%	196,529 40 109 183	2,703 00	9,180 00	0 89
55,000	TRANSCANADA PIPELINES LTD NOTE DATED 10/07/2004 4.875% DUE 01/15/2015 CUSIP 893526DG5	53,996 25 98 175	0 16%	60,069 35 109 217	1,236 35	2,681 25	1 18
55,000	UNITED PARCEL SERVICE INC SENIOR UNSECURED NOTES DATED 03/24/2009 3 875% DUE 04/01/2014 CUSIP 911312AL0	54,877 90 99 778	0 15%	58,028 85 105 507	532.81	2,131 25	0 71

STATEMENT of INVESTMENT POSITION (continued)

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
175,000	US BANK NA SUBORDINATED NOTES DATED 10/14/2004 4.950% DUE 10/30/2014 CUSIP 90331HKP7	171,892 00 98 224	0 50%	190,317 75 108 753	1,467 81	8,662.50	1 14
100,000	WAL MART STORES INC SENIOR NOTES DATED 04/15/2008 4.250% DUE 04/15/2013 CUSIP 931142CL5	100,151 00 100 151	0.27%	102,990.00 102 990	897 22	4,250 00	0 46
70,000	WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9	71,138 20 101 626	0 19%	71,586 20 102 266	192 50	1,050 00	0 81
40,000	WELLS FARGO CORP SENIOR NOTE DATED 01/31/2008 4.375% DUE 01/31/2013 CUSIP 949746NY3	39,637 20 99 093	0 11%	40,877 20 102 193	734 03	1,750 00	0 60
	TOTAL CORPORATE BONDS - FIXED	2,590,486.81	7 17%	2,718,932.00	37,919 26	122,828.75	
	FIXED INCOME	10,112,789.95	27 52%	10,415,254.14	91,253 04	343,222.79	

CASH AND EQUIVALENTS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
262,826 6	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	262,826 60	0 69%	262,826 60	13 61	26 29	
	CASH	-27,444 64	0 07%	-27,444 64	0 00		
	CASH AND EQUIVALENTS	235,381 96	0.62%	235,381.96	13 61	26.29	

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	TOTAL ASSETS	33,649,807.21	100 00%	37,841,037.08	117,670 94	914,073 60	
	TOTAL ACCRUED INCOME			117,670 94			
	TOTAL ASSETS AND ACCRUED INCOME			37,958,708.02			

Collective Trust Fund Disclosure·
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge Please call your Administrative Officer for a copy.

Statement Content Disclosure:
This statement was prepared to provide you with a detailed record of information for the period covered by this report. The gain/loss and income figures presented are preliminary and approximate and should not be used for tax preparation. Estimated annual income may differ from actual income received and should not be used for tax preparation If you have any questions regarding this statement or your account, please call your Administrative Officer.

Affiliate Disclosures·
Affiliates of Bank of America may provide services relating to certain investments in your account These services may, where appropriate, include underwriting or participating in the syndication of securities purchased for your account and executing brokerage transactions for your account Bank of America will, where appropriate, invest your account in mutual funds for which affiliates provide investment advice and other services, or in Bank depository vehicles for which the Bank receives a financial benefit. Affiliates are compensated for these services and transactions in accordance with applicable law

The overall investment activities of Bank of America and its affiliates may limit the investment opportunities for accounts under its management (collectively, the "Accounts") in certain markets in which limitations are imposed by regulators upon the amount of investment by affiliated investors, in the aggregate or in individual issuers. From time to time, the Account's activities also may be restricted because of regulatory restrictions applicable to Bank of America and its affiliates, and/or its internal policies.

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For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset, therefore, the price shown on your statement may not be a current value as of the statement date. Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices

To holders of Auction Rate Securities: Due to the recent, unprecedented conditions in the Auction Rate Securities market, the pricing of Auction Rate Securities as reflected on your statement may not be indicative of readily available pricing if you desired to and could liquidate these holdings. Additionally, some Auction Rate Securities may not be priced and will reflect a valuation of unavailable or zero. Thus, these securities will not be included in the account's market valuation total

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CHILDREN'S CARE FOUNDATION	[X] 36-6088708
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. 333 N. MICHIGAN AVENUE, NO. 2131	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

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 ▶ ROXANNE WARBLE 333 N. MICHIGAN AVENUE, NO. 2131 - CHICAGO, IL 60601
  Telephone No. ▶ (312)201-0540 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ____ or
▶ [X] tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

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	$ 52,045.
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	$ 56,439.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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