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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 SEP 1, 2011 **, and ending** AUG 31, 2012

Name of foundation: POLK FAMILY CHARITABLE TRUST

A Employer identification number: 36-3332896

Number and street (or P O box number if mail is not delivered to street address): 333 NORTH MICHIGAN AVE, SUITE

Room/suite: 510

B Telephone number: 312-641-5765

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)* ▶$ 3,113,815.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	29,234.	29,234.		STATEMENT 1
	4 Dividends and interest from securities	82,080.	82,080.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,797.			
	b Gross sales price for all assets on line 6a 671,548.				
	7 Capital gain net income (from Part IV, line 2)		16,797.		
	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	-12,759.	-12,759.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	115,352.	115,352.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	5,000.	0.		5,000.
	c Other professional fees STMT 5	13,661.	0.		13,661.
	17 Interest				
	18 Taxes STMT 6	992.	341.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,792.	0.		3,792.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	23,445.	341.		22,453.
	25 Contributions, gifts, grants paid	235,500.			235,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	258,945.	341.		257,953.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-143,593.			
	b **Net investment income** (if negative, enter -0-)		115,011.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,654.	1,014.	1,014.
	2 Savings and temporary cash investments	245,493.	133,639.	133,639.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	988.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,879,412.	1,968,212.	2,146,483.
	c Investments - corporate bonds STMT 9	520,167.	513,672.	512,244.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	588,573.	476,157.	320,435.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,236,287.	3,092,694.	3,113,815.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,236,287.	3,092,694.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,236,287.	3,092,694.	
	31 **Total liabilities and net assets/fund balances**	3,236,287.	3,092,694.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,236,287.
2	Enter amount from Part I, line 27a	2	-143,593.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,092,694.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,092,694.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	671,548.		654,751.	16,797.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				16,797.

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	16,797.
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	240,952.	3,075,907.	.078335
2009	242,026.	2,971,758.	.081442
2008	250,947.	2,855,020.	.087897
2007	242,230.	3,765,494.	.064329
2006	258,446.	3,947,417.	.065472

2	**Total** of line 1, column (d)	2	.377475
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	.075495
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,997,581.
5	Multiply line 4 by line 3	5	226,302.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,150.
7	Add lines 5 and 6	7	227,452.
8	Enter qualifying distributions from Part XII, line 4	8	257,953.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,150.
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	1,150.
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	1,150.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,360.		
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	1,360.
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	210.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 210. **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)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ IRIS KRIEG Telephone no. ▶ 312-641-5765

Located at ▶ 333 NORTH MICHIGAN AVE. SUITE #510, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,497,392.
b	Average of monthly cash balances		1b	220,122.
c	Fair market value of all other assets		1c	325,715.
d	**Total** (add lines 1a, b, and c)		1d	3,043,229.
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	3,043,229.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	45,648.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,997,581.
6	**Minimum investment return.** Enter 5% of line 5		6	149,879.

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	149,879.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 1,150.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,150.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	148,729.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	148,729.
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	148,729.

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	257,953.
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	257,953.
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	1,150.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	256,803.

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				148,729.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 56,490.				
b From 2007 58,335.				
c From 2008 110,650.				
d From 2009 95,702.				
e From 2010 89,821.				
f **Total** of lines 3a through e	410,998.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 257,953.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				148,729.
e Remaining amount distributed out of corpus	109,224.			
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	520,222.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	56,490.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	463,732.			
10 Analysis of line 9:				
a Excess from 2007 58,335.				
b Excess from 2008 110,650.				
c Excess from 2009 95,702.				
d Excess from 2010 89,821.				
e Excess from 2011 109,224.				

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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
100 CLUB OF ARIZONA 5033 N. 19TH AVE, SUITE 123 PHOENIX, AZ 85015-3203	NONE	CHARITABLE	GRANT AWARD	1,000.
3RD LAW DANCE/THEATER 2026 19TH STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	CHARITABLE	GRANT AWARD	1,000.
ANSHE EMET SYNAGOGUE 3751 NORTH BROADWAY CHICAGO, IL 60613	NONE	CHARITABLE	GRANT AWARD	5,000.
BOULDER BALLET 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	235,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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			14	29,234.	
4 Dividends and interest from securities			14	82,080.	
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			14	-12,759.	
8 Gain or (loss) from sales of assets other than inventory			18	16,797.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		115,352.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	115,352.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

▶ Signature of officer or trustee — Date 12/15/13 ▶ President — 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
MICHAEL L. DEMARCO		2/8/13		P00736471

Firm's name ▶ DEMARCO, KINNAMAN, LEWIS & CO. — Firm's EIN ▶ 36-4458862

Firm's address ▶ 300 KNIGHTSBRIDGE PARKWAY, SUITE 350 LINCOLNSHIRE, IL 60069 — Phone no. (847) 415-1313

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOULDER COMMUNITY HOSPITAL FOUNDATION 1155 ALPINE BOULDER, CO 80304	NONE	CHARITABLE	GRANT AWARD	1,000.
BOULDER ENSEMBLE THEATER COMPANY 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,250.
BOULDER INTERNATIONAL FILM FESTIVAL 1906 13TH STREET, SUITE 301 BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
BOULDER ROTARY CLUB 5390 MANHATTAN CIRCLE, SUITE 101 BOULDER, CO 80303	NONE	CHARITABLE	GRANT AWARD	1,000.
CANADIAN OPERA CO INC 12 FOUNTAIN PLAZA, SUITE 800 BUFFALO, NY 14202-2292	NONE	CHARITABLE	GRANT AWARD	5,000.
CANCER WELLNESS CENTER 215 REVERE DRIVE NORTHBROOK, IL 60062	NONE	CHARITABLE	GRANT AWARD	1,000.
CASCADIA BEHAVIOR HEALTHCARE, INC. PO BOX 8459 PORTLAND, OR 97207	NONE	CHARITABLE	GRANT AWARD	500.
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W. WASHINGTON BLVD CHICAGO, IL 60607	NONE	CHARITABLE	GRANT AWARD	5,000.
CHURCH OF CHRIST C/O LANDON WEEKS 3404 CONSOLIDATION BELLINGHAM, WA 98225	NONE	CHARITABLE	GRANT AWARD	3,000.
COMMUNITY FOUNDATION OF BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				227,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
E TOWN 1535 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	750.
FAMILY SERVICES OF SOUTH LAKE COUNTY 777 CENTRAL AVENUE, SUITE #17 HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	500.
FORNEY MUSEUM OF TRANSPORTATION 4303 BRIGHTON BOULEVARD BUILDING #1 DENVER, CO 80216	NONE	CHARITABLE	GRANT AWARD	1,000.
FRIENDS OF THE MULTNOMAH COUNTY LIBRARY 919 SW RAYLOR, SUITE 220 PORTLAND, OR 97205	NONE	CHARITABLE	GRANT AWARD	500.
IMAGINE! FOUNDATION 1400 DIXON STREET LAFAYETTE, CO 80026	NONE	CHARITABLE	GRANT AWARD	1,000.
ISRAEL SPORTS FOR THE DISABLED 901 S. PLYMOUTH CT. #805 CHICAGO, IL 60605	NONE	CHARITABLE	GRANT AWARD	1,500.
NA'AMAT USA 8707 N. SKOKIE BOULEVARD, SUITE 222 SKOKIE, IL 60077	NONE	CHARITABLE	GRANT AWARD	1,000.
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT, RI 028411213	NONE	CHARITABLE	GRANT AWARD	17,500.
NORTH SUBURBAN SYNAGOGUE BETH EL 1175 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	2,500.
OPEN STUDIOS, INC. 1301 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 600621830	NONE	CHARITABLE	GRANT AWARD	6,500.
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 600621830	NONE	CHARITABLE	GRANT AWARD	400.
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 60062	NONE	CHARITABLE	GRANT AWARD	2,500.
PHOENIX LAW ENFORCEMENT ASSOCIATION 1102 WEST ADAMS STREET PHOENIX, AZ 85007	NONE	CHARITABLE	GRANT AWARD	1,000.
PORTLAND STATE UNIVERSITY DEPT. OF MATHEMATICAL SCIENCE PO BOX 751 PORTLAND, OR 97207	NONE	CHARITABLE	GRANT AWARD	500.
RAVINIA FESTIVAL ASSOCIATION 400 IRIS LANE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	4,000.
ROYAL ONTARIO MUSEUM FOUNDATION 100 QUEEN'S PARK CIRCLE TORONTO, ONTARIO, CANADA	NONE	CHARITABLE	GRANT AWARD	8,500.
SCRAP 2915 NE MLK BLVD PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	500.
SHAW FESTIVAL FOUNDATION 12 FOUNTAIN PLAZA, SUITE 800 BUFFALO, NY 14202-2292	NONE	CHARITABLE	GRANT AWARD	2,000.
STORIES ON STAGE PO BOX 211093 DENVER, CO 80221	NONE	CHARITABLE	GRANT AWARD	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STRATFORD FESTIVAL 55 QUEEN STREET PO BOX 520 STRATFORD, CANADA ONN5A6V2	NONE	CHARITABLE	GRANT AWARD	2,000.
SUBUD PORTLAND 3185 NE REGENTS DRIVE PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	500.
SUFFOLK UNIVERSITY 8 ASHBURTON PLACE BOSTON, MA 02108	NONE	CHARITABLE	GRANT AWARD	7,000.
THE ART CENTER 1957 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	1,000.
THE DAIRY CENTER FOR THE ARTS 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	2,500.
THEATRE VERTIGO 4110 SE HAWTHORNE BLVD PORTLAND, OR 97214	NONE	CHARITABLE	GRANT AWARD	1,000.
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE WASHINGTON, DC 20024	NONE	CHARITABLE	GRANT AWARD	2,500.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE	CHARITABLE	GRANT AWARD	16,000.
BETH EMET SYNAGOGUE 1224 DEMPSTER STREET EVANSTON, IL 60202	NONE	CHARITABLE	GRANT AWARD	50,000.
JEWISH COUNCIL FOR YOUTH SERVICES 180 W. WASHINGTON, #1100 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	4,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ILLINOIS INSTITUTE OF TECHNOLOGY 3360 S. STATE STREET CHICAGO, IL 60616	NONE	CHARITABLE	GRANT AWARD	250.
ANTI-DEFAMATION LEAGUE 120 S. LASALLE STREET, #1150 CHICAGO, IL 60603	NONE	CHARITABLE	GRANT AWARD	5,000.
JEWISH COUNCIL FOR YOUTH SERVICES 180 W. WASHINGTON, #1100 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	1,000.
HOWARD BROWN HEALTH CENTER 4025 N. SHERIDAN ROAD CHICAGO, IL 60613	NONE	CHARITABLE	GRANT AWARD	2,250.
ASPIRITECH NFP 1950 SHERIDAN ROAD, SUITE 200 HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	500.
MORIAH CONGREGATION 200 TAUB DRIVE DEERFIELD, IL 60015	NONE	CHARITABLE	GRANT AWARD	1,500.
ASPIRITECH NFP 1950 SHERIDAN ROAD, SUITE 200 HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	300.
FAMILY NETWORK, INC. 330 LAUREL DRIVE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	500.
JEWISH COUNCIL FOR YOUTH SERVICES 180 W. WASHINGTON, #1100 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	300.
MILLENIUM PARK, INC. 201 E. RANDOLPH ST. CHICAGO, IL 60601	NONE	CHARITABLE	GRANT AWARD	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NAPLES PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BLVD NAPLES, FL 34106	NONE	CHARITABLE	GRANT AWARD	10,000.
ROBERTA BACHMANN LEWIS SCHOLARSHIP FUND 1615 S. CHRISTIANA CHICAGO, IL 60623	NONE	CHARITABLE	GRANT AWARD	2,500.
STUART I. RASKAS FRIENDSHIP CIRCLE OF IL ZETA BETA TAU 907 FOURTH STREET CHAMPAIGN, IL 61820	NONE	CHARITABLE	GRANT AWARD	1,000.
JEWISH NATIONAL FUND 60 REVERE DRIVE NORTHBROOK, IL 60062	NONE	CHARITABLE	GRANT AWARD	1,000.
SCHLERODERMA FOUNDATION OF GREATER CHICAGO 134 N. LASALLE STREET, SUITE 1360 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	2,000.
YEA HIGHLAND PARK C/O RAVINIA FESTIVAL 400 IRIS LANE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	1,500.
ARIZONA MILITARY FAMILY RELIEF FUND 3839 NORTH 3RD STREET, SUITE 200 PHOENIX, AZ 85012	NONE	CHARITABLE	GRANT AWARD	500.
VMLC CHARITIES 3627 E. INDIAN SCHOOL ROAD, #209 PHOENIX, AZ 85018	NONE	CHARITABLE	GRANT AWARD	500.
NAVAL INSTITUTE FOUNDATION 291 WOOD ROAD ANNAPOLIS, MD 21402	NONE	CHARITABLE	GRANT AWARD	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUDICIAL WATCH 425 THIRD STREET, SW SUITE 800 WASHINGTON D.C. DC 20024	NONE	CHARITABLE	GRANT AWARD	1,000.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 4343 E. CAMELBACK ROAD, SUITE 230 PHOENIX, AZ 85018	NONE	CHARITABLE	GRANT AWARD	500.
TRUSTEES OF UNIVERSITY OF PENNSYLVANIA 3535 MARKET STREET, SUITE 750 PHILADELPHIA, PA 19104	NONE	CHARITABLE	GRANT AWARD	2,000.
COLORADO MUSIC FESTIVAL 900 BASELINE ROAD BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
COMMUNITY OF SUDANESE AND AMERICAN WOMEN PO BOX 3217 BOULDER, CO 80307	NONE	CHARITABLE	GRANT AWARD	500.
FREQUENT FLYERS 3022 E. STERLING CIRCLE BOULDER, CO 80301	NONE	CHARITABLE	GRANT AWARD	500.
PARLANDO SCHOOL FOR THE ARTS THE DAIRY CENTER 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
BOULDER JEWISH COMMUNITY FOUNDATION 3800 KALMIA AVENUE BOULDER, CO 80301	NONE	CHARITABLE	GRANT AWARD	1,000.
COLORADO CHAUTAUQUA ASSOCIATION 900 BASELINE ROAD BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
LONGMONT HIGH SCHOOL 1040 SUNSET ST. LONGMONT, CO 80501	NONE	CHARITABLE	GRANT AWARD	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOULDER HISTORY MUSEUM 1206 EUCLID AVENUE BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	250.
HISTORIC BOULDER, INC. 1123 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	250.
HEARING LOSS ASSOCIATION OF AMERICA 7910 WOODMONT AVENUE, SUITE 1200 BETHESDA, MD 20814	NONE	CHARITABLE	GRANT AWARD	500.
JEWISH CHILD & FAMILY SERVICES 216 W. JACKSON BLVD., SUITE 800 CHICAGO, IL 60606	NONE	CHARITABLE	GRANT AWARD	1,000.
ALBANY PARK THEATER PROJECT PO BOX 257995 CHICAGO, IL 60625	NONE	CHARITABLE	GRANT AWARD	1,000.
MACCABI USA/SPORTS FOR ISRAEL 1926 ARCH STREET, 4R PHILADELPHIA, PA 19103	NONE	CHARITABLE	GRANT AWARD	850.
CONWAY FARMS GOLF CLUB FOUNDATION 425 S. CONWAY FARMS DRIVE LAKE FOREST, IL 60045	NONE	CHARITABLE	GRANT AWARD	750.
LEUKEMIA & LYMPHOMA SOCIETY, INC. 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	NONE	CHARITABLE	GRANT AWARD	1,750.
CHICAGO YOUTH CENTERS 218 SOUTH WABASH AVE., STE 600 CHICAGO, IL 60604	NONE	CHARITABLE	GRANT AWARD	2,000.
JOHN G. SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	CHARITABLE	GRANT AWARD	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HEART FOUNDATION PO BOX 244 LIBERTYVILLE, IL 60045	NONE	CHARITABLE	GRANT AWARD	650.
LEUKEMIA & LYMPHOMA SOCIETY, INC. 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	NONE	CHARITABLE	GRANT AWARD	500.
MERCY CORPS NW 920 SW 3RD AVENUE, SUITE 100 PORTLAND, OR 97207	NONE	CHARITABLE	GRANT AWARD	1,000.
OREGON CITY PARKS AND RECREATION DEPT 615 FIFTH STREET OREGON CITY, OR 97045	NONE	CHARITABLE	GRANT AWARD	500.
FILM ACTION OREGON 4122 NE SANDY BLVD PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	1,000.
NO SOLDIER LEFT BEHIND PO BOX 222 OREGON CITY, OR 97045	NONE	CHARITABLE	GRANT AWARD	2,500.
QUEST CENTER FOR INTEGRATIVE HEALTH 2901 E. BURNSIDE PORTLAND, OR 97214	NONE	CHARITABLE	GRANT AWARD	1,000.
FRIENDS OF THE MULTNOMAH COUNTY LIBRARY 919 SW TAYLOR, SUITE 220 PORTLAND, OR 97205	NONE	CHARITABLE	GRANT AWARD	1,000.
ATKINSON MEMORIAL CHURCH 710 SIXTH STREET OREGON CITY, OR 97045	NONE	CHARITABLE	GRANT AWARD	2,000.
CLACKAMAS COUNTY FRIENDS OF THE LIBRARY 16201 SE MCLAUGHLIN BLVD OAK GROVE, OR 97267	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WILLIAM P. LORD HIGH SCHOOL 2630 N. PACIFIC HIGHWAY WOODBURN, OR 97071	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED		VARIOUS	VARIOUS
b	SEE ATTACHED		VARIOUS	VARIOUS
c	INDIA FUND		VARIOUS	VARIOUS
d	INDIA FUND		VARIOUS	VARIOUS
e	CAMPBELL STRATEGIC ALLOCATION FUND		VARIOUS	VARIOUS
f	CAMPBELL STRATEGIC ALLOCATION FUND		VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	358,847.		358,210.	637.
b	310,212.		294,839.	15,373.
c	770.			770.
d	320.			320.
e	1,399.			1,399.
f			1,702.	-1,702.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				637.
b				15,373.
c				770.
d				320.
e				1,399.
f				-1,702.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	16,797.
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

123591
05-01-11

Polk Family Charitable Fund A Corp 36-3332896
Gain-Loss
8/31/2012

	# SHS	Date Acquired	Cost Basis	Sales/redemption #	date	$	Gain Loss
Short Term							
Bank Hapoalim CD 0.250% 10/11/11	100,000	6/28/11	100,000 00	100,000	10/11/11	100,000.00	0.00
Bank Hapoalim CD 6.0% 4/3/12	10,000	2/14/12	10,075.58	10,000	4/3/2012	10,000.00	(75.58)
Cred Suisse Cpn 6.125% 11/15/11	35,000	9/28/11	35,188.75	35,000	11/15/11	35,000.00	(188.75)
Kraft Foods 5.625% 11/01/11	42,000	9/28/11	42,133.94	42,000	11/1/11	42,000.00	(133.94)
McDonald's Corp 3/1/12 5.75%	11,000	2/7/12	11,041.19	11,000	3/1/2012	11,000.00	(41.19)
Merchants Bk Cd 0 200% 12/30/11	50,000	11/14/11	50,000.00	50,000	12/30/12	50,000.00	0.00
Texas Capital Bk 0.35% 4/23/12	100,000	2/16/12	100,000 00	100,000	4/23/2012	100,000.00	0.00
Two Harbors Invt Corp	1,000	9/21/11	9,770.91	1000	3/30/2012	9,967.58	196.67
McDonalds Corp	Call		-	10	12/8/2011	879.68	879.68
SHORT TERM TOTAL			358,210.37			358,847.26	636.89
Long Term							
Alexandria Real Estate Eq	1,000	6/18/04	25,000.00	1,000	4/13/12	25,000.00	0.00
American Express Cr Cor 6.050% 9/15/11	30,000	9/2/08	30,000.00	30,000	9/15/11	30,000.00	0.00
Bank of America 6.0% 12/15/32	25,000	1/6/03	25,005.00	25,000.00	6/15/2012	25,000.00	(5.00)
Bank of America 6.0% 9/15/27	13,000	7/21/04	13,005.00	13,000.00	6/15/2012	13,000.00	(5.00)
Countrywide Mtg Bckd 5.5% 7/25/33	10,000	10/11/04	165.44	10,000.00	6/26/2012	72.93	(92.51)
Fedl Natl Mtg Assn 4.0% 3/1/12	29,427	7/13/05	3,146.32	29,427	2/27/2012	3,320.91	174.59
Intl Bk for Rec & Dev 3.500% 7/2/25	25,000	6/25/10	25,000.00	25,000	1/3/12	25,000.00	0.00
Intl Bk for Recon & Dev 2.750% 7/29/20	50,000	7/22/10	50,000.00	50,000	1/30/12	50,000.00	0.00
Kilroy Realty Cor	1,000	11/4/04	25,000.00	1,000	4/16/12	25,000.00	0.00
LaSalle Hotel Properties Pfd	1,000	8/19/05	25,000.00	1000	5/21/2012	25,000.00	0.00
National City Cap IV 8% 9/15/47	800	8/24/07	20,000.00	800	7/30/12	20,000.00	0.00
Sprint Nextel Corp	500	9/8/00	13,747.57	500	8/21/12	2,523.28	(11,224.30)
Sprint Nextel Corp	500	9/21/00	11,653.90	500	8/21/12	2,523.28	(9,130.63)
V F Corp	300	1/27/09	16,754.76	300	9/28/11	38,262.67	21,507.91
V F Corp	200	1/30/09	11,360.65	200	9/28/11	25,508.45	14,147.80
LONG TERM TOTAL			294,838.64			310,211.51	15,372.87
TOTAL SHORT & LONG TERM			653,049.01			669,058.77	16,009.76

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

SOURCE	AMOUNT
CAMPBELL STRATEGIC ALLOCATION FUND	646.
WELLS FARGO ADVISORS	28,588.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29,234.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO ADVISORS	82,080.	0.	82,080.
TOTAL TO FM 990-PF, PART I, LN 4	82,080.	0.	82,080.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CAMPBELL STRATEGIC ALLOCATION FUND	-12,759.	-12,759.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-12,759.	-12,759.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	13,661.	0.		13,661.
TO FORM 990-PF, PG 1, LN 16C	13,661.	0.		13,661.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHOLDING	341.	341.		0.
FEDERAL EXCISE TAXES	651.	0.		0.
TO FORM 990-PF, PG 1, LN 18	992.	341.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL MEETING	3,676.	0.		3,676.
FILING FEES	25.	0.		25.
BANK FEES	91.	0.		91.
TO FORM 990-PF, PG 1, LN 23	3,792.	0.		3,792.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE ATTACHED	1,968,212.	2,146,483.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,968,212.	2,146,483.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - SEE ATTACHED	513,672.	512,244.
TOTAL TO FORM 990-PF, PART II, LINE 10C	513,672.	512,244.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY	FMV	300,000.	144,276.
CAMPBELL STRATEGIC FUND	FMV	176,157.	176,159.
CD - BANK HAPOALIM	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		476,157.	320,435.

Polk Family Charitable Fund A Corp 36-3332896
COST BASIS - FMV
8/31/2012

		# SHS	Date Acquired	8/31/2011 Opening Value	Purchases	Sales/Redemption #	Sales/Redemption date	Sales/Redemption $	Gain Loss	Principal	8/31/2012 Cost Basis	8/31/2012 FMV
cash	Cash			1,653 38							1,014 07	1,014 07
cash	Centennial Money Mkt			271,074 62							162,901 96	162,901 96
-	Less O/S			(25,581 84)							(29,263 15)	(29,263 15)
cash				247,146 16							134,652 88	134,652 88
saving	CD World Financial Network	100000	11/10/09	100,000 00			10/11/2012	100,000 00	-		-	-
saving	CD Bank Hapoalim BM NV 6 0% 4/3/12	10000	2/14/12	-	10,075 58	10,000	4/3/2012	10,000 00	(75 58)		-	-
				347,146 16	10,075 58			110,000 00	(75 58)	-	134,652.88	134,652 88
bonds	American Express Cr Cor 6 050% 9/15/11	30000	9/2/08	30,000 00		30,000	9/15/2011	30,000 00	-		-	-
bonds	Bank of America 6 0% 12/15/32	25000	1/6/03	25,005 00		25,000	6/15/2012	25,000 00	(5 00)		-	-
bonds	Bank of America 6.0% 9/15/27	13000	7/21/04	13,005 00		13,000	6/15/2012	13,000.00	(5 00)		-	-
bonds	Bank of America 6.25% 9/15/37	21000	9/24/09	20,541 32							20,541 32	21,012 60
bonds	Bank of America 6 250% 9/15/37	35000	7/5/12	-	35,355 00						35,355 00	35,021 00
bonds	Bank of America 6.250% 9/15/37	30000	8/3/12	-	30,155 00						30,155.00	30,018 00
bonds	Bear Stearns	20000	3/11/10	19,869 40							19,869 40	20,043 80
bonds	Countrywide Mtg Bckd 5 5% 7/25/33	10000	10/11/04	1,996.68		10,000	6/26/2012	72 93	(92 51)	1,831 24	-	-
bonds	Cred Suisse Cpn 6 125% 11/15/11	35000	9/28/11	-	35,188 75	35,000	11/15/2011	35,000 00	(188.75)		-	-
bonds	Equity One 6 25% 12/15/14	20000	12/23/09	20,000 80							20,000 80	21,608 20
bonds	Fedl Home Loan Mtg 5.0 % 7/15/33	50000	7/2/03	50,005 00							50,005 00	55,012 00
bonds	Fedl Home Ln Mtg Corp 5 125% 10/15/37	48000	8/14/12	-	48,389 00						48,389 00	48,214 08
bonds	Fedl Natl Mtg Assn 4 0% 3/1/12	29427	7/13/05	5,942 21		29,427	2/27/2012	3,320 91	174 59	2,795.89	-	-
bonds	Ford Motor Co 6.5% 8/1/18	9000	5/9/03	8,667 85							8,667 85	10,266 75
bonds	Ford Motor Credit Corp 6 52% 3/10/13	9000	8/8/05	8,401 68							8,401 68	9,112 50
bonds	General Electric 6 0% 4/15/38	20000	9/24/09	19,997 00							19,997 00	20,164 80
bonds	Genl Electric Cap Corp 6 2% 8/15/27	5000	3/12/10	5,005 00							5,005 00	5,053 60
bonds	Genl Electric Cap Corp 6 125% 8/15/27	20000	8/27/07	20,000.00							20,000.00	20,057 60
bonds	Genl Motors Accept Corp 7 0% 7/15/17	44000	8/9/05	39,790 56							39,790 56	43,320 64
bonds	GMX Resources 9 25% 9/30/11	1000	1/13/11	24,507 08							24,507 08	10,500 00
bonds	Goldman Sachs 3 5% 9/17/20	25000	9/10/10	25,000 00							25,000 00	24,992 75
bonds	Govt Natl Mtg Assn 5 5% 9/20/29	40000	3/19/03	12,472 15						10,419 76	2,052 39	746 57
bonds	Intl Bk for Recon & Dev 2 75% 7/29/20	50000	7/22/10	50,000.00		50,000	1/30/2012	50,000 00			-	-
bonds	Intl Bk for Recon & Dev 3 5% 7/2/25	25000	6/25/10	25,000 00		25,000	1/3/2012	25,000 00			-	-
bonds	JP Morgan Chase 6 0% 6/15/37	17000	12/9/10	17,005 00							17,005 00	17,041 65
bonds	Kraft Foods 5 625% 11/01/11	42000	9/28/11	-	42,133 94	42,000	11/1/2011	42,000 00	(133 94)		-	-
bonds	Laclede Gas Co 6 35% 10/15/38	13000	4/21/09	12,999 80							12,999 80	13,251 81
bonds	McDonald's Corp 3/1/12 5.75%	11000	2/7/12	-	11,041 19	10,000	3/1/2012	11,000 00	(41.19)			
bonds	Merchants Bk Cd 0 200% 12/30/11	50000	11/14/11	-	50,000 00	50,000	12/30/2011	50,000 00		-	-	-
bonds	Morgan Stanley 6 125% 11/12/24	15000	6/23/10	15,005 00							15,005 00	15,010 65
bonds	Morgan Stanley Step up 5.5% 5/14/30	40000	5/10/10	40,000 00							40,000 00	39,502 80
bonds	S Finance PFD 0% Call 3/5/17	1000	11/14/11	-	15,294.14						15,294 14	16,310 00
bonds	SLM Corp 7 15% 12/15/20	17000	3/20/12	-	17,005 00						17,005 00	17,023 97
bonds	SLM Corp Ednotes 6 05% 12/15/31	10000	8/10/12	-	8,676 00						8,676 00	8,840 80
bonds	Texas Capital Bk 0.35% 4/23/12	100000	2/16/12	-	100,000 00	100,000	4/23/2012	100,000 00	-		-	-
bonds	US West Comm 6 875% 9/15/33	10000	4/30/10	9,950 00							9,950 00	10,117 00
				520,166 53	393,238 02			384,393 84	(291 80)	15,046 89	513,672.02	512,243 57
pref	Alexandria Real Estate Eq	1000	6/18/04	25,000 00		1000	4/13/2012	25,000 00	-		-	-
pref	American Financial Gr 7 125% 2/3/34	1000	1/28/04	25,000 00							25,000 00	25,240 00
pref	Kilroy Realty Cor	1000	11/4/04	25,000 00		1000	4/16/2012	25,000 00	-		-	-
pref	LaSalle Hotel Properties Pfd	1000	8/19/05	25,000 00		1000	5/21/2012	25,000 00	-		-	-
pref	Merrill Lynch & Co/BANK OF AMERICA	1000	4/22/08	25,000 00							25,000 00	25,700 00
pref	Nat'l City Capital 8% 8/30/12 Call	800	8/24/07	20,000 00		800	7/30/2012	20,000 00	-		-	-
stock	3M	300	10/26/11	-	23,146 31						23,146 31	27,780 00
stock	Abbott Laboratories	500	4/8/10	26,510 59							26,510 59	32,770 00
stock	American Express Co	500	11/17/03	19,398 03							19,398 03	29,150 00
stock	Apple	75	5/8/12	-	42,523 09						42,523 03	49,893 00
stock	AT&T	500	12/26/03	12,834 16							12,834 16	18,320 00
stock	AT&T	1000	2/20/08	35,115 26							35,115 26	36,640 00
stock	Automatic Data Processing	500	8/8/11	23,485 27							23,485 27	29,040 00
stock	Blackrock Corp High Yield Fund VI	1500	12/14/10	16,781 87							16,781 87	19,440 00
stock	Blackrock Credit Alloc Income Trust	1000	7/21/11	10,478 63							10,478 63	11,320 00
stock	BP PLC	250	11/8/00	12,471 11							12,471 11	10,515 00
stock	BP PLC	250	11/7/02	9,585 36							9,585 36	10,515 00
stock	Bristol Myers Squibb Co	1000	12/12/01	51,899 80							51,899 80	33,010 00
stock	Centurylink Inc.	1000	6/4/10	34,380 97							34,380 97	42,260 00
stock	Chevron Corp	600	8/6/04	29,009 00							29,009 00	67,296 00
stock	Chevron Corp	200	11/21/11	-	19,301 66						19,301 66	22,432 00
stock	Citigroup Inc	1000	11/5/98	14,762 64							14,762 64	2,971 00
stock	Cliffs Natural Resources	500	8/28/12	-	18,964 32						18,964 32	17,920 00
stock	Exxon Mobil Corp	300	2/4/08	25,997 50							25,997 50	26,190 00
stock	Exxon Mobil Corp	300	7/2/08	27,031 00							27,031 00	26,190 00
stock	Exxon Mobil Corp	200	7/31/08	16,514 50							16,514 50	17,460 00
stock	Exxon Mobil Corp	425	6/28/10	28,964 50							28,964 50	37,102 50
stock	Fifth Street Finance Corp	1000	8/5/11	9,011 94							9,011 94	10,490 00
stock	Fifth Third Bancorp	500	3/11/05	22,438 77							22,438 77	7,570 00
stock	Fifth Third Bancorp	500	5/3/05	22,267 41							22,267 41	7,570 00

Polk Family Charitable Fund A Corp 36-3332896
COST BASIS - FMV
8/31/2012

		# SHS	Date Acquired	8/31/2011 Opening Value	Purchases	Sales/Redemption #	date	$	Gain Loss	Principal	8/31/2012 Cost Basis	8/31/2012 FMV
stock	First Trust Specialty Fin & Fin Opty	1500	5/25/07	30,000 00							30,000 00	11,820 00
stock	First Trust Specialty Fin & Fin Opty	300	7/30/07	4,859 99							4,859 99	2,364 00
stock	First Trust Specialty Fin & Fin Opty	300	7/30/07	4,927 10							4,927 10	2,364 00
stock	First Trust Specialty Fin & Fin Opty	200	7/30/07	3,235 32							3,235 32	1,576 00
stock	First Trust Specialty Fin & Fin Opty	200	7/30/07	3,290 84							3,290 84	1,576 00
stock	Freeport-McMoran Copper & Gold	600	4/4/12	-	22,960.18						22,960.18	21,666 00
stock	Frontier Communications Corp	1000	8/31/10	7,934.78							7,934 78	4,620 00
stock	Frontier Communications Corp	1500	2/22/12	-	7,104 38						7,104 38	6,930 00
stock	General Electric Company	4800	11/5/98	52,144 00							52,144 00	99,408 00
stock	General Mills	650	8/11/10	22,386 55							22,386 55	25,564 50
stock	General Mills	150	11/21/11	-	5,850 71						5,850.71	5,899 50
stock	Goldman Sachs	1000	10/26/11	-	19,541 96						19,541.96	22,470 00
stock	Guggenheim Build America Bond	750	6/14/11	14,794 06							14,794 06	17,911 87
stock	Harris Corp	350	1/27/09	15,409.49							15,409 49	16,460 50
stock	Harris Corp	150	1/5/11	6,983.56							6,983.56	7,054 50
stock	Illinois Tool Works, Inc	500	5/20/11	28,978 00							28,978 00	29,645 00
stock	Illinois Tool Works, Inc	250	7/26/11	13,187 35							13,187 35	14,822 50
stock	Illinois Tool Works, Inc	350	11/21/11	-	15,636 30						15,636 30	20,751 50
stock	IBM	50	9/6/09	4,074.22							4,074.22	9,742 50
stock	IBM	50	1/27/09	4,633 49							4,633.49	9,742 50
stock	IBM	100	1/25/10	12,730 05							12,730 05	19,485 00
stock	India Fund	167	1/10/07	7,150 19							7,150 19	3,552 09
stock	India Fund	400	2/27/07	15,337 97							15,337.97	8,508 00
stock	India Fund	100	2/27/07	3,834.13							3,834 13	2,127 00
stock	India Fund	333	8/21/09	8,797 86							8,797.86	7,082 91
stock	Intel Corp	2000	11/5/09	5,977 50							5,977.50	24,830 00
stock	Ishares Dow Jones Select Div	1000	4/28/04	54,675 46							54,675 46	57,170 00
stock	Johnson & Johnson	750	10/29/03	37,560.14							37,560 14	50,572 50
stock	Johnson & Johnson	250	5/25/11	16,807 33							16,807 33	16,857 50
stock	Johnson Controls	500	11/17/11	-	15,267 30						15,267 30	13,605 00
stock	Kellogg Company	300	10/13/09	15,132 11							15,132 11	15,195 00
stock	Kellogg Company	200	8/24/10	10,121 10							10,121.10	10,130 00
stock	Kimberly-Clark Corp	300	1/23/09	15,775 01							15,775 01	25,080.00
stock	Kraft Foods	200	7/26/07	6,872 39							6,872 39	8,302 00
stock	Lilly Eli & Co	1000	10/7/04	60,263 28							60,263 28	44,910 00
stock	Lilly Eli & Co	500	2/28/06	28,315.36							28,315 36	22,455 00
stock	McDonalds Corp	350	1/28/09	20,704 06							20,704 06	31,321 50
stock	McDonalds Corp	100	1/29/09	5,931 17							5,931 17	8,949 00
stock	McDonalds Corp	50	1/29/09	2,962.84		Call	12/8/2011	879 68	879 68		2,962.84	4,474 50
stock	McDonalds Corp	500	5/13/09	27,134 27							27,134 27	44,745 00
stock	Microsoft Corp	500	3/24/04	12,399 04							12,399 04	15,410 00
stock	Nextera Energy Inc	400	6/3/09	21,468.79							21,468.79	26,924 00
stock	Nextera Energy Inc	200	11/21/11	-	11,133 04						11,133.04	13,462 00
stock	Nordstrom	500	6/3/11	22,261 50							22,261.50	28,915 00
stock	Nuveen Multi Strategy	1000	6/25/03	15,000.00							15,000.00	9,550 00
stock	Pepsico Inc	250	10/12/10	16,655 05							16,655 05	18,107 50
stock	Pepsico Inc	250	10/27/10	16,247.40							16,247 40	18,107 50
stock	Pfizer Inc	1000.5	1/20/99	24,375 80							24,375 80	23,871 93
stock	Pfizer Inc	2062.5	6/28/99	48,137 51							48,137 51	49,211 25
stock	Powershares Exch Trd Trust Intl	500	4/1/05	7,364 84							7,364 84	2,075 00
stock	Powershares ExchTrd Wilder	1000	9/15/05	15,225.00							15,225 00	14,920 00
stock	Powershares Financial Prf	2400	6/30/09	35,130.25							35,130 25	44,280 00
stock	Procter & Gamble	500	11/16/04	27,619 83							27,619.83	33,595 00
stock	Procter & Gamble	250	11/29/04	13,727 50							13,727 50	16,797 50
stock	Procter & Gamble	250	1/28/05	13,579 43							13,579 43	16,797 50
stock	Realty Income Corp	500	3/24/06	12,195 00							12,195 00	21,065 00
stock	Royal Dutch Shell PLC	500	6/7/10	26,306 51							26,306.51	34,985 00
stock	Royce Focus Trust	1500	7/13/05	13,743 13							13,743.13	9,795 00
stock	Scana Corp	500	3/9/05	19,264 79							19,264.79	23,680 00
stock	Scana Corp	500	4/5/11	20,016 55							20,016 55	23,680 00
stock	Sctor Spdr Tr shs Ben Int Materials	500	2/3/04	12,878 17							12,878.17	17,825 00
stock	Sprint Nextel Corp	500	9/8/00	13,747 57		500	8/21/2012	2,523 28	(11,224 30)		-	-
stock	Sprint Nextel Corp	500	9/21/00	11,653 90		500	8/21/2012	2,523 28	(9,130 63)		-	-
stock	Sprint Nextel Corp	250	10/31/01	10,313 95							10,313 95	1,212 50
stock	Sprint Nextel Corp	500	1/15/02	16,124 48							16,124.48	2,425 00
stock	Sprint Nextel Corp	250	2/5/02	4,931 20							4,931 20	1,212 50
stock	Sysco Corp	500	8/18/04	16,117 78							16,117 78	15,150 00
stock	Sysco Corp	400	11/15/05	12,667 61							12,667 61	12,120 00
stock	Sysco Corp	100	11/15/05	3,170 89							3,170 89	3,030 00
stock	Teva Pharmaceuticals	500	9/22/11	-	18,114 30						18,114.30	19,790 00
stock	Two Harbors Invt Corp	1000	9/21/11	-	9,770 91	1000	3/30/2012	9,967 58	196 67		-	-
stock	U S Bancorp	500	7/15/03	12,531 31							12,531 31	16,705 00
stock	U S Bancorp	300	8/11/03	7,159 15							7,159 19	10,023 00
stock	United Technologies Corp	500	11/7/07	38,016 01							38,016 01	39,925 00
stock	United Technologies Corp	200	12/11/07	15,495 50							15,495 50	15,970 00
stock	United Technologies Corp	300	12/14/07	23,333 50							23,333 50	23,955 00

Polk Family Charitable Fund A Corp 36-3332896
COST BASIS - FMV
8/31/2012

		# SHS	Date Acquired	8/31/2011 Opening Value	Purchases	Sales/Redemption #	date	$	Gain Loss	Principal	8/31/2012 Cost Basis	8/31/2012 FMV
stock	V F Corp	300	1/27/09	16,754 76		300	9/28/2011	38,262.67	21,507 91		-	-
stock	V F Corp	200	1/30/09	11,360 65		200	9/28/2011	25,508 45	14,147 80		-	-
stock	Vale S A ADR	500	8/17/12	-	9,242 56						9,242 56	8,185 00
stock	Wal-Mart	500	9/22/04	26,374 97							26,374 97	36,300 00
stock	Wal-Mart	250	7/16/10	12,645 75							12,645 75	18,150 00
stock	Walgreen Company	500	6/21/11	21,718 15							21,718 15	17,880 00
stock	Walgreen Company	250	2/7/12	-	8,530 77						8,530 77	8,940.00
stock	Wells Fargo Advantage	1000	6/24/03	20,000 00							20,000 00	16,190 00
stock	Windstream Corp	804	6/2/10	11,149 99							11,149 99	7,935 48
stock	Windstream Corp	196	6/4/10	2,202.58							2,202 58	1,934 52
stock	Windstream Corp	1000	6/23/10	11,486 56							11,486 56	9,870 00
				1,879,411 63	247,087 79			174,664 93	16,377 14	-	1,968,211 61	2,146,482 55
other	Campbell Strategic Allocation Fund	49378	10/18/05	-								123,832 61
other	Campbell Strategic Allocation Fund	20865	10/4/06	188,573 06							176,156 65	52,326 29
other	K-1			-								
RECON				188,573 06							176,156 65	176,158 90
annuity	AIG Ovation Annuity			300,000 00							300,000 00	144,276 14
				488,573.06							476,156.65	320,435 04
TOTAL	TOTAL			3,235,297 38							3,092,693 16	3,113,814 04

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE R. BACHMANN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
EDWARD M. POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
LINDA E. CUTLER 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	TREASURER 0.00	0.	0.	0.
SANDRA P. GUTHMAN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
HOWARD J. POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
JEFFRY A. LEWIS 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	VICE PRESIDENT 0.00	0.	0.	0.
JEFFREY A . POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
BARBARA P. MILSTEIN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	PRESIDENT 0.00	0.	0.	0.
DR. TRAVIS M. POLK LT, MC, USN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
ELLEN P. MULTACK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	SECRETARY 0.00	0.	0.	0.
E. RICHARD POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

IRIS KRIEG
333 NORTH MICHIGAN AVE., SUITE 510
CHICAGO, IL 60601

TELEPHONE NUMBER

312-641-5765

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATIONS DESCRIBING CHARITABLE, SCIENTIFIC AND/OR RELIGIOUS PURPOSE.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

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
File by the due date for filing your return See instructions	POLK FAMILY CHARITABLE TRUST	[X] 36-3332896
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	333 NORTH MICHIGAN AVE, SUITE, NO. 510	[ ]
	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 ▶ IRIS KRIEG 333 NORTH MICHIGAN AVE. SUITE #510 - CHICAGO, IL 60601
  Telephone No. ▶ 312-641-5765 FAX No ▶ 312-641-5736
- 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 APRIL 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 SEP 1, 2011 , and ending AUG 31, 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	$ 1,360.
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	$ 1,360.
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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

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01-04-12