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 11/01 **, 2011, and ending** 10/31, 20 12

Name of foundation: FRANKEL JULIUS N FOUNDATION 110010677666

A Employer identification number: 36-6765844

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 10C

Room/suite:

B Telephone number (see instructions): (312) 461-5154

City or town, state, and ZIP code: CHICAGO, IL 60603

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 [X] 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)* ▶ $ 54,064,622.

J Accounting method: [X] Cash [ ] 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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,682,149.	1,682,149.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,714,453.			
	b Gross sales price for all assets on line 6a 5,845,733.				
	7 Capital gain net income (from Part IV, line 2)		2,714,453.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	4,396,602.	4,396,602.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	583,140.	279,907.		303,233.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	20,430.	5,980.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 5	765.			765.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	604,335.	285,887.	NONE	303,998.
	25 Contributions, gifts, grants paid	2,281,490.			2,281,490.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,885,825.	285,887.	NONE	2,585,488.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,510,777.			
	b **Net investment income** (if negative, enter -0-)		4,110,715.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAR 2 1 2013
OGDEN, UT
784
IRS-OSC

SCANNED MAR 2 6 2013

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	118,648.	451,284.	451,284.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	13,207,308.	13,457,247.	44,641,173.
	c	Investments - corporate bonds (attach schedule)	6,708,672.	7,647,769.	7,730,506.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,000,000.	1,001,312.	1,241,659.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 6)	1,523.		
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	21,036,151.	22,557,612.	54,064,622.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	21,036,151.	22,557,612.	
	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** (see instructions)	21,036,151.	22,557,612.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,036,151.	22,557,612.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,036,151.
2	Enter amount from Part I, line 27a	2	1,510,777.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	10,684.
4	Add lines 1, 2, and 3	4	22,557,612.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,557,612.

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			
b	CAPITAL GAIN DIVIDENDS			
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	5,840,121.		3,131,280.	2,708,841.
b				5,612.
c				
d				
e				

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				2,708,841.
b				5,612.
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** 2,714,453.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,373,461.	49,951,343.	0.047515
2009	1,909,058.	46,178,871.	0.041341
2008	2,182,807.	40,826,585.	0.053465
2007	2,760,903.	54,205,147.	0.050934
2006	3,001,348.	57,849,718.	0.051882

2	**Total** of line 1, column (d)	2	0.245137
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049027
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	51,840,941.
5	Multiply line 4 by line 3	5	2,541,606.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	41,107.
7	Add lines 5 and 6	7	2,582,713.
8	Enter qualifying distributions from Part XII, line 4	8	2,585,488.

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	41,107.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	41,107.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	41,107.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 20,303.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	20,303.
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	20,804.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 8 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
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)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		583,140.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	52,017,656.
b	Average of monthly cash balances	1b	612,741.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	52,630,397.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	52,630,397.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	789,456.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,840,941.
6	**Minimum investment return.** Enter 5% of line 5	6	2,592,047.

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	2,592,047.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	41,107.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	41,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,550,940.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,550,940.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,550,940.

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	2,585,488.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,585,488.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	41,107.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,544,381.

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				2,550,940.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,124,968.	
b Total for prior years 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,585,488.				
a Applied to 2010, but not more than line 2a			2,124,968.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				460,520.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,090,420.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 NONE				
c Excess from 2009 NONE				
d Excess from 2010 NONE				
e Excess from 2011 NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

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 23				
Total . . . . ▶ **3a**				2,281,490.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,682,149.	
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				NONE	
8 Gain or (loss) from sales of assets other than inventory			18	2,714,453.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,396,602.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,396,602.

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 3/7/13 — Title: BMO Harris Bank N.A., Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK T. BURKE		3-3-13		P00010768

Firm's name ▶ FRIEDMAN & HUEY ASSOCIATES LLP — Firm's EIN ▶ 36-3382360

Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430 — Phone no 708-799-6800

• *Details of assets in your account*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I	451,251.150	1.0000	451,251.15	451,251.15	0.00	60.47	0.01%
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I (INCOME INVESTMENT)	32.890	1.0000	32.89	32.89	0.00	0.00	0.00%
TOTAL CASH & SHORT-TERM			**$451,284.04**	**$451,284.04**	**$0.00**	**$60.47**	**.01%**
FIXED INCOME/LOW VOLATILITY							
Corporate and other taxable							
AMGEN INC DTD 09/16/2010 3.450% 10/01/2020 NON CALLABLE MOODYS: BAA1 S&P: A+	100,000.000	106.9530	106,953.00	101,186.00	5,767.00	3,450 00	3.23%
AMGEN INC DTD 12/01/2007 5.850% 06/01/2017 NON CALLABLE MOODYS: BAA1 S&P: A+	100,000.000	120.5530	120,553.00	118,376.00	2,177.00	5,850.00	4.85%
AT&T INC DTD 02/01/2008 5.500% 02/01/2018 NON CALLABLE MOODYS: A2 S&P: A-	100,000.000	121.5130	121,513.00	114,166.00	7,347.00	5,500.00	4.53%
BANK OF AMERICA CORP DTD 03/11/2010 4.500% 04/01/2015 NON CALLABLE MOODYS: BAA2 S&P: A-	200,000.000	107 1100	214,220.00	209,066.00	5,154.00	9,000.00	4.20%

8X

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BEAR STEARNS & CO DTD 11/06/2002 5.700% 11/15/2014 MOODYS: A2 S&P: A	250,000.000		109.3580		273,395.00		266,967.50		6,427.50	14,250.00	5.21%
BLACKROCK INC DTD 12/10/2009 3.500% 12/10/2014 NON CALLABLE MOODYS: A1 S&P: A+	100,000.000		106.1320		106,132.00		106,730.00		-598.00	3,500.00	3.30%
BLACKROCK INC DTD 12/10/2009 5.000% 12/10/2019 NON CALLABLE MOODYS: A1 S&P: A+	100,000.000		118.6940		118,694.00		110,762.30		7,931.70	5,000.00	4.21%
BOEING CO DTD 03/13/2009 5.000% 03/15/2014 NON CALLABLE MOODYS: A2 S&P: A	200,000.000		105.9760		211,952.00		211,838.00		114.00	10,000.00	4.72%
CHARLES SCHWAB CORP DTD 07/22/2010 4.450% 07/22/2020 NON CALLABLE MOODYS: A2 S&P: A	100,000.000		114.4600		114,460 00		110,689.00		3,771.00	4,450.00	3.89%
CITIGROUP INC DTD 11/01/2011 4.500% 01/14/2022 NON CALLABLE MOODYS: BAA2 S&P: A-	100,000.000		110.3950		110,395.00		101,740.00		8,655.00	4,500.00	4.08%
CONOCOPHILLIPS DTD 02/03/2009 5.750% 02/01/2019 NON CALLABLE MOODYS: A1 S&P: A	200,000.000		125.1790		250,358.00		236,826.00		13,532.00	11,500.00	4.59%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DANAHER CORP DTD 12/11/2007 5.625% 01/15/2018 NON CALLABLE MOODYS: A2 S&P: A+	100,000.000	119.9000	119,900.00	120,971.87	-1,071.87	5,625.00	4.69%
DELL INC DTD 10/15/2008 5.650% 04/15/2018 NON CALLABLE MOODYS: A2 S&P: A-	200,000.000	116.4100	232,820.00	226,408.00	6,412.00	11,300.00	4.85%
EMERSON ELECTRIC CO DTD 04/17/2009 5.000% 04/15/2019 NON CALLABLE MOODYS: A2 S&P: A	100,000.000	118.4790	118,479.00	114,315.10	4,163.90	5,000.00	4.22%
GENERAL DYNAMICS CORP DTD 12/15/2008 5.250% 02/01/2014 NON CALLABLE MOODYS: A2 S&P: A	250,000.000	105.8260	264,565.00	268,690.00	-4,125.00	13,125.00	4.96%
GENERAL ELECTRIC CO DTD 12/06/2007 5.250% 12/06/2017 NON CALLABLE MOODYS: AA3 S&P: AA+	100,000.000	118.4850	118,485.00	111,254.00	7,231.00	5,250.00	4.43%
GOLDMAN SACHS GROUP INC DTD 09/19/2006 5.750% 10/01/2016 NON CALLABLE MOODYS: A3 S&P: A-	100,000.000	114.3630	114,363.00	112,680.00	1,683.00	5,750.00	5.03%
HEWLETT-PACKARD CO DTD 02/26/2009 4.750% 06/02/2014 NON CALLABLE MOODYS: A3 S&P: BBB+	100,000.000	104.6950	104,695.00	107,508.00	-2,813.00	4,750.00	4.54%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HOUSEHOLD FINANCE CORPORATION DTD 07/21/2003 4.750% 07/15/2013 MOODYS: BAA1 S&P: A	250,000.000		102.6680		256,670.00		251,225.00		5,445.00	11,875.00	4.63%
IBM CORPORATION DTD 11/27/2002 4.750% 11/29/2012 MOODYS· AA3 S&P: AA-	250,000.000		100.3200		250,800.00		256,747.50		-5,947.50	11,875.00	4.73%
JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE DTD 10/11/2011 3.150% 10/15/2021 NON CALLABLE MOODYS: A2 S&P. A	100,000.000		107.8770		107,877.00		104,838.00		3,039.00	3,150.00	2.92%
LILLY ELI & CO DTD 03/06/2009 4.200% 03/06/2014 NON CALLABLE MOODYS: A2 S&P: AA-	250,000.000		104.8030		262,007.50		257,460.00		4,547.50	10,500.00	4.01%
MCDONALD'S CORP MEDIUM TERM NOTE DTD 02/29/2008 4.300% 03/01/2013 NON CALLABLE MOODYS· A2 S&P: A	200,000.000		101.2460		202,492.00		208,976.00		-6,484.00	8,600 00	4.25%
PHILIP MORRIS INTL INC DTD 03/26/2010 4.500% 03/26/2020 NON CALLABLE MOODYS: A2 S&P: A	100,000.000		117 8790		117,879 00		109,695 00		8,184.00	4,500.00	3.82%
TEVA PHARMACEUTICAL FINANCE LLC DTD 01/31/2006 5.550% 02/01/2016 NON CALLABLE MOODYS: A3 S&P: A-	100,000.000		113.6620		113,662.00		117,157.38		-3,495.38	5,550.00	4.88%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTE DTD 09/15/2011 2.000% 09/15/2016 NON CALLABLE MOODYS: AA3 S&P: AA-	100,000.000		103.6810		103,681.00		99,370.00		4,311.00	2,000.00	1.93%
WALGREEN CO DTD 01/13/2009 5.250% 01/15/2019 NON CALLABLE MOODYS: BAA1 S&P: BBB	100,000.000		118.2930		118,293.00		117,467.00		826.00	5,250.00	4.44%
WALT DISNEY COMPANY MEDIUM TERM NOTE DTD 12/22/2008 4.500% 12/15/2013 NON CALLABLE MOODYS: A2 S&P: A	250,000.000		104.6150		261,537.50		259,545.00		1,992.50	11,250.00	4.30%
International											
ASTRAZENECA PLC DTD 09/12/2007 5.900% 09/15/2017 NON CALLABLE MOODYS: A1 S&P: AA-	100,000.000		122.5780		122,578.00		120,247.00		2,331.00	5,900.00	4 81%
BP CAPITAL MARKETS PLC DTD 10/01/2010 3.125% 10/01/2015 NON CALLABLE MOODYS: A2 S&P: A	100,000.000		106.8730		106,873.00		102,930.00		3,943.00	3,125.00	2.92%
BP CAPITAL MARKETS PLC DTD 10/01/2010 4.500% 10/01/2020 NON CALLABLE MOODYS: A2 S&P: A	100,000.000		117.4280		117,428.00		112,726.00		4,702.00	4,500.00	3.83%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PHILIPS ELECTRONICS NV DTD 08/15/1993 7.250% 08/15/2013 NON CALLABLE MOODYS· A3 S&P· A-	100,000.000	104.9840	104,984.00	110,982.00	-5,998.00	7,250 00	6.91%
SHELL INTERNATIONAL FIN DTD 06/28/2010 3.100% 06/28/2015 NON CALLABLE MOODYS: AA1 S&P: AA	100,000.000	106.7470	106,747.00	106,232.00	515.00	3,100.00	2.90%
TOTAL CAPITAL INTL SA DTD 02/17/2012 2.875% 02/17/2022 NON CALLABLE MOODYS: AA1 S&P: AA-	100,000.000	105.2470	105,247.00	100,138.00	5,109.00	2,875.00	2.73%
Preferred							
BAC CAPITAL TRUST III 7.000% PREFERRED DUE 08/15/2032	10,000.000	25.3700	253,700.00	266,850.00	-13,150.00	17,500.00	6.90%
BANK OF AMERICA CORPORATION PREFERRED	7,500.000	19.4400	145,800.00	181,950.00	-36,150.00	5,752.50	3.94%
BNY CAPITAL V 5.950% PREFERRED DUE 05/01/2033	10,000.000	25.3600	253,600.00	251,200.00	2,400.00	14,870.00	5.86%
GENERAL ELECTRIC CAPITAL CORP 5.875% PREFERRED DUE 02/18/2033	15,000 000	25.8500	387,750.00	385,230.00	2,520.00	22,035.00	5.68%
GOLDMAN SACHS GROUP INC 3.911% PREFERRED	7,500.000	20.8700	156,525.00	185,904.75	-29,379.75	7,425.00	4.74%
JP MORGAN CHASE 5.875% PREFERRED DUE 06/15/2033	10,000.000	25.4000	254,000.00	247,140.00	6,860.00	14,690.00	5.78%
METLIFE INC VAR PREFERRED	7,500.000	25.1100	188,325.00	186,750.00	1,575.00	7,665.00	4.07%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WELLS FARGO & COMPANY PREFERRED		10,000.000	30.3600	303,600.00	257,300.00	46,300.00	20,000.00	6.59%
Taxable funds								
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	VFSUX	46,554.935	10.8800	506,517.69	499,534 45	6,983.24	12,476.72	2.46%
Total Corporate and other taxable				**$7,730,505.69**	**$7,647,768.85**	**$82,736.84**	**$351,514.22**	**4.55%**
Alternatives-Low Volatility								
Opportunistic low volatility								
PIMCO HIGH YIELD FUND INSTL CL	PHIYX	130,016.688	9.5500	1,241,659.37	1,001,311.89	240,347.48	76,969.88	6.20%
Total Alternatives-Low Volatility				**$1,241,659.37**	**$1,001,311.89**	**240,347.48**	**$76,969.88**	**6.20%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$8,972,165.06**	**$8,649,080.74**	**$323,084.32**	**$428,484.10**	**4.78%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
ACCENTURE PLC CL A AMERICAN DEPOSITORY RECEIPT Information technology	ACN	8,000.000	67.4100	539,280.00	249,191.20	290,088.80	12,960.00	2.40%
AMGEN INC Health care	AMGN	8,500.000	86.4900	735,165.00	499,545.00	235,620.00	12,240.00	1.66%
AT & T INC Telecommunication services	T	32,080.000	34.5900	1,109,647.20	383,435.25	726,211.95	56,460.80	5.09%
BERKSHIRE HATHAWAY INC CLASS A CLASS A COMMON STOCK Financials	BRK/A	19.000	129,505.0000	2,460,595.00	226,160.18	2,234,434.82	0.00	0.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	BP	26,600.000	42.8900	1,140,874.00	253,010 66	887,863.34	57,456.00	5 04%
BRASCAN LTD FRACTIONAL SCRIP CERTIFICATES HELD IN TRUST VAULT 0.20 Other assets		0.200	0.0000	0.00	0.00	0.00	0.00	0.00%
CHEVRON CORPORATION Energy	CVX	6,500.000	110.2407	716,564.55	430,639.30	285,925.25	23,400.00	3 27%
COCA COLA CO Consumer staples	KO	28,000.000	37.1800	1,041,040.00	25,774.58	1,015,265.42	28,560.00	2.74%
COLGATE PALMOLIVE CO Consumer staples	CL	20,000.000	104.9600	2,099,200.00	49,312.50	2,049,887.50	49,600 00	2 36%
CONOCOPHILLIPS Energy	COP	23,700.000	57.8500	1,371,045.00	41,480.22	1,329,564.78	62,568.00	4.56%
DEERE & CO Industrials	DE	11,904.000	85.4400	1,017,077 76	58,698 70	958,379.06	21,903.36	2.15%
DISNEY WALT CO NEW Consumer discretionary	DIS	10,000.000	49.1200	491,200.00	227,777.00	263,423.00	6,000.00	1 22%
DOW CHEMICAL COMPANY Materials	DOW	29,268.000	29 3000	857,552.40	165,040.00	692,512.40	37,463.04	4.37%
DU PONT E I DE NEMOURS & CO Materials	DD	13,516.000	44.5200	601,732.32	79,631.77	522,100.55	23,247.52	3.86%
DUKE ENERGY CORP Utilities	DUK	7,837.000	65.6900	514,812.53	298,768.66	216,043.87	23,981.22	4.66%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
EXXON MOBIL CORPORATION Energy	XOM	36,000.000	91.1700	3,282,120.00	202,615.70	3,079,504.30	82,080.00	2.50%
GENERAL ELECTRIC CORP Industrials	GE	64,800.000	21.0600	1,364,688.00	175,178.75	1,189,509.25	44,064.00	3.23%
HOME DEPOT INC Consumer discretionary	HD	8,000 000	61.3800	491,040.00	413,980.80	77,059.20	9,280.00	1.89%
ILLUMINA INC Health care	ILMN	10,500.000	47.5000	498,750.00	425,883.15	72,866.85	0.00	0.00%
INTEL CORP Information technology	INTC	50,000.000	21.6300	1,081,500.00	1,238,155.00	-156,655.00	45,000.00	4.16%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	19,500.000	194.5300	3,793,335.00	395,969.75	3,397,365.25	66,300.00	1.75%
INTERNATIONAL SPACE CORP. Other assets	2290T	10.000	0.0000	0.00	0.00	0.00	0.00	0.00%
JOHNSON & JOHNSON Health care	JNJ	4,500.000	70.8200	318,690.00	250,167.15	68,522.85	10,980.00	3.44%
JP MORGAN CHASE & CO Financials	JPM	22,200.000	41 6800	925,296.00	105,587.50	819,708.50	26,640.00	2.88%
MERCK & CO INC NEW Health care	MRK	16,000.000	45.6300	730,080.00	225,411.30	504,668.70	26,880.00	3.68%
MICROSOFT CORP Information technology	MSFT	22,600.000	28.5400	645,004.00	591,109.00	53,895.00	20,792.00	3.22%
MONSANTO CO NEW Materials	MON	5,082.000	86.0700	437,407.74	3,366.65	434,041.09	7,623.00	1.74%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MORGAN COOPER IN Consumer discretionary	MCII	1.000	0.0000	0.00	1.01	-1.01	0.00	0.00%
NEXTERA ENERGY INC Utilities	NEE	10,000.000	70.0600	700,600.00	203,226.94	497,373 06	24,000.00	3 43%
PFIZER INC Health care	PFE	79,820.000	24.8700	1,985,123.40	326,813.54	1,658,309.86	70,241.60	3.54%
PROCTER & GAMBLE CO Consumer staples	PG	17,500.000	69.2400	1,211,700.00	928,550.00	283,150.00	39,340.00	3.25%
QUALCOMM INC Information technology	QCOM	5,000.000	58.6100	293,050.00	222,789.50	70,260.50	5,000.00	1.71%
REMEDCO INC HELD IN TRUST VAULT 1 000.00 Health care		1,000.000	0 0000	0.00	125.00	-125.00	0.00	0.00%
SCHLUMBERGER LTD Energy	SLB	6,500.000	69.5300	451,945.00	402,511.85	49,433.15	7,150.00	1.58%
TARGET CORP Consumer discretionary	TGT	38,500.000	63.7500	2,454,375.00	219,161.25	2,235,213.75	55,440.00	2.26%
TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT Health care	TEVA	10,300.000	40.4200	416,326.00	485,867.12	-69,541.12	7,961.90	1.91%
UNION PAC CORP Industrials	UNP	6,000.000	123.0300	738,180.00	48,475.84	689,704.16	14,400.00	1.95%
US BANCORP NEW Financials	USB	73,979 000	33.2100	2,456,842.59	232,563 45	2,224,279 14	57,703 62	2.35%
VERIZON COMMUNICATIONS Telecommunication services	VZ	22,000.000	44.6400	982,080.00	321,065.82	661,014.18	45,320 00	4.61%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WAL MART STORES INC Consumer staples	WMT	5,000.000	75.0200	375,100.00	242,449.50	132,650.50	7,950.00	2.12%
WELLS FARGO & CO Financials	WFC	12,816.000	33.6900	431,771.04	734,103.54	-302,332.50	11,278.08	2.61%
3M CO Industrials	MMM	5,500.000	87.6000	481,800.00	51,259.18	430,540.82	12,980.00	2.69%
Total U.S. equity				**$41,242,589.53**	**$11,434,853.31**	**$29,807,736.22**	**$1,114,244.14**	**2.70%**
International								
AON PLC Financials	AON	18,625.000	53.9500	1,004,818.75	913,509.69	91,309.06	11,733.75	1 17%
INGERSOLL-RAND PLC Industrials	IR	19,000.000	47.0300	893,570.00	5 044 86	879,405.14	12,160.00	1.36%
T ROWE PRICE INSTITUTIONAL INTERNATIONAL EMERGING MARKETS FUND Emerging	IEMFX	24,438.825	29.6000	723,389.22	345,451.18	377,938.04	3,910.21	0.54%
TEMPLETON FOREIGN EQU SERIES Developed large cap	TFEQX	40,949.159	18.9700	776,805.55	758,387.90	18,417 65	20,843.12	2.68%
Total International				**$3,398,583.52**	**$2,022,393.63**	**$ 1,376,189.89**	**$48,647.08**	**1.43%**
TOTAL EQUITY/HIGH VOLATILITY				**$44,641,173.05**	**$13,457,246.94**	**$31,183,926.11**	**$1,162,891.22**	**2.60%**
TOTAL ASSETS IN YOUR ACCOUNT				**$54,064,622.15**	**$22,557,611.72**	**$31,507,010.43**	**$1,591,435.79**	**2.94%**

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	56,140.	56,140.
AT&T INC 5.500% 2/01/18	4,293.	4,293.
AMEREN CORP	2,880.	2,880.
AMGEN INC COMMON STOCK	11,560.	11,560.
AMGEN INC 5.850% 6/01/17	3,640.	3,640.
AMGEN INC 3.450% 10/01/20	3,450.	3,450.
AON CORPORATION COMMON STOCK	5,588.	5,588.
ASTRAZENECA PLC 5.900% 9/15/17	5,900.	5,900.
BAC CAP TR VII GTD CAP SECS 7%	17,500.	17,500.
BP AMOCO PLC SPONSORED ADR	49,476.	49,476.
BP CAPITAL PLC 3.125% 10/01/15	3,012.	3,012.
BP CAPITAL PLC 4.500% 10/01/20	2,738.	2,738.
BANK AMERICA CORP COMMON STOCK	168.	168.
BANK OF AMERICA CORPORATION PFD	5,688.	5,688.
BANK OF AMERICA CORP 4.500% 4/01/15	9,000.	9,000.
BEAR STEARNS & CO 5.700% 11/15/14	14,250.	14,250.
BLACKROCK INC 3.500% 12/10/14	2,294.	2,294.
BLACKROCK INC 5.000% 12/10/19	5,000.	5,000.
BNY CAPITAL V 5.950% PFD	14,875.	14,875.
BOEING CO 5.000% 3/15/14	10,000.	10,000.
CHEVRON TEXACO INC COMMON STOCK	22,230.	22,230.
CITIGROUP INC 4.500% 1/14/22	1,750.	1,750.
COCA COLA COMPANY COMMON STOCK	28,000.	28,000.
COLGATE-PALMOLIVE CO	48,000.	48,000.
CONOCOPHILLIPS	62,568.	62,568.
CONOCOPHILLIPS 5.750% 2/01/19	9,008.	9,008.
CREDIT SUISSE NY 5.300% 8/13/19	2,341.	2,341.
DANAHER CORP 5.625% 1/15/18	2,234.	2,234.
DEERE & CO	20,713.	20,713.
JOHN DEERE CAP MTN 3.150% 10/15/21	2,039.	2,039.
DELL INC 5.650% 4/15/18	11,300.	11,300.
WALT DISNEY CO.	6,000.	6,000.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALT DISNEY CO MTN 4.500% 12/15/13	11,250.	11,250.
DOW CHEM CO	33,366.	33,366.
DU PONT E I DE NEMOURS & COMPANY COMMON	22,707.	22,707.
DUKE ENERGY CORP	5,995.	5,995.
EMERSON ELECTRIC 5.000% 4/15/19	5,000.	5,000.
EXELON CORPORATION COMMON STOCK	7,875.	7,875.
EXXON MOBIL CORP COMMON STOCK	78,640.	78,640.
GENERAL DYNAMICS 5.250% 2/01/14	13,125.	13,125.
GENERAL ELECTRIC COMPANY COMMON STOCK	44,064.	44,064.
GENERAL ELECTRIC CO 5.250% 12/06/17	3,383.	3,383.
GE CAPITAL CORP 5.875% PFD	22,031.	22,031.
GOLDMAN SACHS GP 5.750% 10/01/16	5,750.	5,750.
GOLDMAN SACHS GROUP INC 3.911% PFD	7,148.	7,148.
HEWLETT-PACKARD CO 4.750% 6/02/14	2,929.	2,929.
HOME DEPOT INC COMMON STOCK	2,320.	2,320.
HONEYWELL INTL 6.125% 11/01/11	6,125.	6,125.
HOUSEHOLD FIN CORP 4.750% 7/15/13	11,875.	11,875.
INTEL CORPORATION COMMON STOCK	42,750.	42,750.
IBM CORP	66,150.	66,150.
IBM CORP 4.750% 11/29/12	11,875.	11,875.
J P MORGAN CHASE & COCOMMON STOCK	25,530.	25,530.
JP MORGAN CHASE 5.875% PFD	14,688.	14,688.
JOHNSON & JOHNSON COMMON STOCK	10,620.	10,620.
LILLY ELI & COMPANY COMMON STOCK	23,520.	23,520.
LILLY ELI & CO 4.200% 3/06/14	10,500.	10,500.
MCDONALD'S CORP MTN 4.300% 3/01/13	8,600.	8,600.
MERCK & CO INC NEW	26,880.	26,880.
METLIFE INC VAR PFD	7,625.	7,625.
MICROSOFT CORP	18,080.	18,080.
MONSANTO CO NEW COMMON STOCK	6,480.	6,480.
NEXTERA ENERGY INC	23,500.	23,500.
PIMCO FDS PAC INVT MGMT SER HIGH YIELD F	77,518.	77,518.
PFIZER INC COMMON STOCK	68,645.	68,645.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHILIP MORRIS INTL 4.500% 3/26/20	4,500.	4,500.
PHILIPS ELECTRONICS 7.250% 8/15/13	6,001.	6,001.
PIMCO COMMODITY RR STRAT-INS	142,328.	142,328.
T ROWE PRICE INST INTL EMER MKTS FD	5,099.	5,099.
PROCTER AND GAMBLE COMPANY	38,045.	38,045.
PROGRESS ENERGY INC COMMON STOCK	19,071.	19,071.
QUALCOMM, INC.	4,650.	4,650.
SCHLUMBERGER LTD.	1,788.	1,788.
CHARLES SCHWAB CORP 4.450% 7/22/20	1,854.	1,854.
SHELL INTL FIN 3.100% 6/28/15	3,100.	3,100.
SYSCO INTL CO 6.100% 6/01/12	6,100.	6,100.
TARGET CORP COMMON STOCK	51,330.	51,330.
TEMPLETON FDS INC FOREIGN FD ADVISOR CL	24,361.	24,361.
TEMPLETON INSTITUTIONAL FDS INC FOREIGN	618.	618.
TEVA PHARMACEUTICAL ADR	10,168.	10,168.
TEVA PHARMACEUTICAL 5.550% 2/01/16	5,550.	5,550.
3M COMPANY COMMON STOCK	12,760.	12,760.
TOTAL CAP INTL 2.875% 2/17/22	1,390.	1,390.
TOYOTA MTR CRED MTN 2.000% 9/15/16	1,839.	1,839.
US BANCORP COMMON STOCK	52,525.	52,525.
UNION PACIFIC CORPORATION	14,400.	14,400.
VANGUARD FIXED INCOME SECS FD SHORT TERM	3,917.	3,917.
VERIZON COMMUNICATIONS COMMON STOCK	44,000.	44,000.
VIRTUS INSIGHT GOVERNMENT MMF I	69.	69.
WAL-MART STORES INC	7,788.	7,788.
WALGREEN CO 5.250% 1/15/19	2,056.	2,056.
WELLS FARGO & COMPANY NEW COMMON STOCK	9,996.	9,996.
WELLS FARGO & CO PFD	20,000.	20,000.
AON PLC	5,867.	5,867.
ACCENTURE PLC CL A ADR	10,800.	10,800.
TOTAL	1,682,149.	1,682,149.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,201.	2,201.
FEDERAL ESTIMATES - PRINCIPAL	14,450.	
FOREIGN TAXES ON QUALIFIED FOR	3,044.	3,044.
FOREIGN TAXES ON NONQUALIFIED	735.	735.
TOTALS	20,430.	5,980.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	765.	765.
TOTALS	765.	765.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE
ACCRUED PURCHASE INTEREST	1,523.
TOTALS	1,523.

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE		10,684.
	TOTAL	10,684.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: HECTOR AHUMADA

ADDRESS: 111 W. MONROE STREET, TAX DIV 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

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

OFFICER NAME:
MR. JOHN L. GEORGAS
ADDRESS:
111. W. MONROE ST.,TAX DIVISION 10C
CHICAGO, IL 60603
TITLE:
CO-TRUSTEE
COMPENSATION .... 241,136.

OFFICER NAME:
BMO HARRIS BANK N.A.
ADDRESS:
111 W. MONROE ST.,TAX DIVISION 10C
CHICAGO, IL 60603
TITLE:
TRUSTEE
COMPENSATION .... 342,004.

TOTAL COMPENSATION: 583,140.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
THE FRANKEL FOUNDATION C/O BMO HARRIS BANK N.A.
ADDRESS:
111 W. MONROE STREET, TAX DIVISION 10C
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 312-461-5154
FORM, INFORMATION AND MATERIALS:
THE FRANKEL FOUNDATION GIVES GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. CO-TRUSTEES REVIEW WRITTEN GRANT PROPOSALS ON A REGULAR BASIS, AND MEET TO DISCUSS GRANT REQUESTS AT LEAST FIVE TIMES PER YEAR
SUBMISSION DEADLINES:
PROPOSALS MAY BE SUBMITTED AT ANY TIME IN WRITING TO THE FRANKEL FOUNDATION ADMINISTRATOR.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO OPERA THEATER
ADDRESS:
70 E. LAKE STREET STE 540
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
CHICAGO CHAMBER MUSICIANS
ADDRESS:
180 N. STETSON AVENUE #1330
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COURT THEATRE
ADDRESS:
5535 S. ELLIS AVE
CHICAGO, IL 60637
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WTTW CHANNEL 11
ADDRESS:
5400 N. ST. LOUIS AVE
CHICAGO, IL 60625
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
RAVINIA FESTIVAL
ADDRESS:
400 IRIS LANE
HIGHLAND PARK, IL 60035
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
JACKSONVILLE SYMPHONY ORCHESTRA
ADDRESS:
300 W. WATER STREET STE 200
JACKSONVILLE, FL 32202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO SYMPHONY ORCHEST
ADDRESS:
220 S. MICHIGAN AVENUE
CHICAGO, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
JOBS FOR YOUTH, CHICAGO
ADDRESS:
50 E. WASHINGTON, 4TH FLOOR
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHICAGO YOUTH CENTERS
ADDRESS:
104 S. MICHIGAN AVENUE
CHICAGO, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

STATEMENT 13

RECIPIENT NAME:
LAWRENCE HALL YOUTH SERVICES
ADDRESS:
4833 N. FRANCISCO AVENUE
CHICAGO, IL 60625-3698
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
METROPOLITAN FAMILY SERVICES
ADDRESS:
14 EAST JACKSON BLVD
CHICAGO, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
DEBORAH'S PLACE
ADDRESS:
2822 WEST JACKSON
CHICAGO, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
MUSEUM OF CONTEMPORARY ART
ADDRESS:
220 E. CHICAGO AVE
CHICAGO, IL 60611-2604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHICAGO SHAKESPEARE THEATER
ADDRESS:
800 EAST GRAND AVE
CHICAGO, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
GLENWOOD SCHOOL
ADDRESS:
18700 S. HALSTED STREET
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO LIGHTHOUSE
ADDRESS:
1850 W. ROOSEVELT RD
CHICAGO, IL 60608-1298
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 53,000.

RECIPIENT NAME:
REHABILITATION INSTITUTE OF CHICAGO
ADDRESS:
345 E. SUPERIOR STREET, STE 1640
CHICAGO, IL 60611-4496
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 147,600.

RECIPIENT NAME:
HUBBARD STREET DANCE CHICAGO
ADDRESS:
1147 W. JACKSON BLVD
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
LYRIC OPERA OF CHICAGO
ADDRESS:
20 N. WACKER DRIVE
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 155,000.

RECIPIENT NAME:
MUSIC OF THE BAROQUE
ADDRESS:
100 N. LASALLE ST. STE 1610
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
THE GOODMAN THEATER
ADDRESS:
200 S. COLUMBUS DRIVE
CHICAGO, IL 60603-6402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
GRANT PARK MUSIC FESTIVAL
ADDRESS:
205 EAST RANDOLPH DRIVE
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
STEPPENWOLF THEATRE COMPANY
ADDRESS:
1650 N. HALSTED STREET
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
THE NIGHT MINISTRY
ADDRESS:
4711 NORTH RAVENSWOOD AVE
CHICAGO, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MERCY HOME FOR BOYS AND GIRLS
ADDRESS:
1140 W. JACKSON BLVD
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
THRESHOLDS
ADDRESS:
4101 N. RAVENSWOOD AVE
CHICAGO, IL 60613
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 55,000.

RECIPIENT NAME:
CHICAGO YOUTH SYMPHONY ORCHESTRA
ADDRESS:
410 S. MICHIGAN AVENUE, ROOM 833
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SHEDD AQUARIUM
ADDRESS:
1200 S. LAKE SHORE DRIVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE JOFFREY BALLET OF CHICAGO
ADDRESS:
70 E. LAKE STREET STE 1300
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
ST. MARY'S HOME
LITTLE SISTERS OF THE PO
ADDRESS:
2325 N. LAKEWOOD AVE
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 140,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST. VINCENT DE PAUL CENTER
ADDRESS:
2145 N. HALSTED STREET
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
LITTLE BROTHERS FRIENDS OF THE
ELDERLY
ADDRESS:
355 N. ASHLAND AVE
CHICAGO, IL 60607-1019
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 70,890.

RECIPIENT NAME:
H.O.M.E
ADDRESS:
5414B W. ROOSEVELT RD
CHICAGO, IL 60644
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE FIELD MUSEUM
ADDRESS:
1400 S. LAKE SHORE DRIVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
NORTHWESTERN MEMORIAL
FOUNDATION
ADDRESS:
541 N. FAIRBANKS CT., #800
CHICAGO, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
MUSEUM OF SCIENCE AND INDUSTRY
ADDRESS:
5700 S. LAKE SHORE DRIVE
CHICAGO, IL 60637
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LEARNING ALLY
ADDRESS:
180 N. MICHIGAN, SUITE 620
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNION LEAGUE BOYS & GIRLS CLUBS
ADDRESS:
1214 NORTH WASHTENAW AVE
CHICAGO, IL 60622
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 125,000.

TOTAL GRANTS PAID: 2,281,490.