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Form **990-PF**
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**CONWAY FARMS GOLF CLUB FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

**425 S. CONWAY FARMS DR.**

Room/suite

City or town, state, and ZIP code

**LAKE FOREST IL 60045**

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col (c),  
line 16) ► \$ **108,680**J Accounting method  Cash  Accrual  
 Other (specify)

(Part I, column (d) must be on cash basis )

A Employer identification number

**03-0523195**

B Telephone number (see instructions)

**847-234-6979**

C If exemption application is pending, check here	► <input type="checkbox"/>
D 1 Foreign organizations, check here	► <input type="checkbox"/>
2 Foreign organizations meeting the 85% test, check here and attach computation	► <input type="checkbox"/>
E If private foundation status was terminated under section 507(b)(1)(A), check here	► <input type="checkbox"/>
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	► <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	<b>67,237</b>		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	<b>16</b>	<b>16</b>	<b>16</b>
	4 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<b>119</b>		
	b Gross sales price for all assets on line 6a	<b>2,623</b>		
	7 Capital gain net income (from Part IV, line 2)		<b>119</b>	
	8 Net short-term capital gain			<b>119</b>
	9 Income modifications			
	10a Gross sales less returns and allowances			
<b>Operating and Administrative Expenses</b>	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	<b>67,372</b>	<b>135</b>	<b>135</b>
	13 Compensation of officers, directors, trustees, etc	<b>0</b>		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	<b>1,118</b>		
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
<b>SCANNED DECEMBER 2013</b>	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (alt sch)	<b>280</b>		
	24 Total operating and administrative expenses.	<b>39</b>		<b>25</b>
	Add lines 13 through 23	<b>1,437</b>	<b>0</b>	<b>0</b>
	25 Contributions, gifts, grants paid	<b>40,672</b>		<b>40,672</b>
	26 Total expenses and disbursements. Add lines 24 and 25	<b>42,109</b>	<b>0</b>	<b>40,697</b>
	27 Subtract line 26 from line 12			
<b>18</b>	a Excess of revenue over expenses and disbursements	<b>25,263</b>		
	b Net investment income (if negative, enter -0-)		<b>135</b>	
	c Adjusted net income (if negative, enter -0-)			<b>135</b>

For Paperwork Reduction Act Notice, see instructions.

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## Form 990-PF (2012) CONWAY FARMS GOLF CLUB FOUNDATION

03-0523195

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing		81,407	106,047	106,047
	2 Savings and temporary cash investments		2,010	2,633	2,633
	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 (att schedule) ►				
	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 (attach schedule)				
	b Investments – corporate stock (attach schedule)				
	c Investments – corporate bonds (attach schedule)				
Liabilities	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch ) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch ) ►				
	15 Other assets (describe ►				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item l)		83,417	108,680	108,680
Net Assets or Fund Balances	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►				
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input checked="" type="checkbox"/>				
	24 Unrestricted		83,417	108,680	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		83,417	108,680	
	31 Total liabilities and net assets/fund balances (see instructions)		83,417	108,680	

## 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	83,417
2 Enter amount from Part I, line 27a	2	25,263
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	108,680
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	108,680

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a 24 SH CHEVRON CORP</b>			<b>D</b>	<b>06/15/12</b>	<b>08/08/12</b>
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a 2,623</b>		<b>2,504</b>	<b>119</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			<b>119</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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		<b>2</b>	<b>119</b>	
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		<b>3</b>	<b>119</b>	

**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

**N/A**

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))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

**2**

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

**3**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

**4**

5 Multiply line 4 by line 3

**5**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**6**

7 Add lines 5 and 6

**7**

8 Enter qualifying distributions from Part XII, line 4

**8**

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	3
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	3
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	3
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3
10	<b>Overpayment.</b> 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 2013 estimated tax ►	Refunded	11

**Part VII-A** Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13		<input checked="" type="checkbox"/>
14	The books are in care of ► <b>SHARON RUDY 425 S. CONWAY FARMS</b>	Telephone no ► <b>847-234-6979</b>		
	Located at ► <b>LAKE FOREST</b>	IL	ZIP+4 ► <b>60045</b>	
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	► <input type="checkbox"/> 15		
16	At any time during calendar year 2012, 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	Yes	No <input checked="" type="checkbox"/>

**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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	► <input type="checkbox"/> 1b
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 2012?	<b>N/A</b>	► <input type="checkbox"/> 1c
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► <b>20 20 20 20</b>		
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)	<b>N/A</b>	► <input type="checkbox"/> 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 ► <b>20 20 20 20</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2012 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 2012 )	<b>N/A</b>	► <input type="checkbox"/> 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>N/A</b>	► <input type="checkbox"/> 4a <input checked="" type="checkbox"/>
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 2012?		
		<b>4b</b>	<input checked="" type="checkbox"/>

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	<input checked="" type="checkbox"/>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 (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 3				

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

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services ►

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

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

Expenses

**1 SCHOLARSHIPS WERE GRANTED TO 29 STUDENTS RANGING FROM \$500 TO \$4,500****40,672**

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 N/A**

2

All other program-related investments. See instructions

3

Total Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2 , 321
b	Average of monthly cash balances	1b	81 , 478
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	83 , 799
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	83 , 799
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1 , 257
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	82 , 542
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	4 , 127

**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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

**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	40 , 697
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40 , 697
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	40 , 697

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)**

1 Distributable amount for 2012 from Part XI, line 7

2 Undistributed income, if any, as of the end of 2012

a Enter amount for 2011 only

b Total for prior years 20\_\_\_\_\_, 20\_\_\_\_\_, 20\_\_\_\_\_

3 Excess distributions carryover, if any, to 2012

a From 2007 \_\_\_\_\_

b From 2008 \_\_\_\_\_

c From 2009 \_\_\_\_\_

d From 2010 \_\_\_\_\_

e From 2011 \_\_\_\_\_

f Total of lines 3a through e \_\_\_\_\_

4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 40,697

a Applied to 2011, but not more than line 2a

b Applied to undistributed income of prior years (Election required – see instructions)

c Treated as distributions out of corpus (Election required – see instructions)

d Applied to 2012 distributable amount

e Remaining amount distributed out of corpus

5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )

6 Enter the net total of each column as indicated below:

a Corpus Add lines 3f, 4c, and 4e Subtract line 5

b Prior years' undistributed income Subtract line 4b from line 2b

c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed

d Subtract line 6c from line 6b Taxable amount – see instructions

e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions

f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013

7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)

8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)

9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a

10 Analysis of line 9

a Excess from 2008 \_\_\_\_\_

b Excess from 2009 \_\_\_\_\_

c Excess from 2010 \_\_\_\_\_

d Excess from 2011 \_\_\_\_\_

e Excess from 2012 \_\_\_\_\_

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	► 07/06/04				
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	135	54	422	249	860	
b	85% of line 2a	115	46	359	212	732
c	Qualifying distributions from Part XII, line 4 for each year listed	40,697	50,843	46,865	49,533	187,938
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	40,697	50,843	46,865	49,533	187,938
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test – enter					
	(1) Value of all assets	108,680	83,417	79,168	79,143	350,408
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	108,680	83,417	79,168	79,143	350,408
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)	N/A				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	N/A				
	(3) Largest amount of support from an exempt organization	N/A				
	(4) Gross investment income	N/A				

**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) )

**SEE STATEMENT 4**

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 or e-mail of the person to whom applications should be addressed

**CONWAY FARMS GOLF CLUB FOUNDATION 847-234-6979  
425 S. CONWAY FARMS DR LAKE FOREST IL 60045**

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

**REQUEST APPLICATION FORM**

c Any submission deadlines

**SCHOLARSHIPS AWARDED EACH YEAR**

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

**SEE STATEMENT 5**

## Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year <b>SEE ATTACHED SCHEDULE</b>				40,672
Total			► 3a	40,672
b Approved for future payment <b>SEE ATTACHED SCHEDULE</b>				17,500
Total			► 3b	17,500

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

**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****5 Net rental income or (loss) from real estate**

a Debt-financed property  
 b Not debt-financed property

**6 Net rental income or (loss) from personal property****7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****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)**

14 16

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

13 135

(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.)
N/A	

**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		

**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
SEE STATEMENT 7		

<b>Sign Here</b>	<p>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.</p>	
	<u>11/13/13</u>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	<b>DIRECTOR</b> Title

Paid Preparer Use Only	Print/Type preparer's name <b>JAMES HALEY</b>	Preparer's signature <i>James Haley</i>	Date <b>11/11/13</b>	Check <input type="checkbox"/> if self-employed
	Firm's name ► <b>PHILIP+RAE &amp; ASSOCIATES, CPAS</b>	PTIN <b>P00837714</b>		
	Firm's address ► <b>564 S WASHINGTON ST STE 200 NAPERVILLE, IL 60540</b>	Firm's EIN ► <b>27-0479293</b>	Phone no <b>630-505-3620</b>	

030523195 Conway Farms Golf Club Foundation  
03-0523195  
FYE. 12/31/2012

**Federal Statements**

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**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX RETURN PREPARATION	\$ 1,118	\$ 0	\$ 0	\$ 0
TOTAL	\$ 1,118	\$ 0	\$ 0	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
STATE FILING FEE	25			
DELIVERY CHARGES	14			
TOTAL	\$ 39	\$ 0	\$ 0	\$ 25

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03-0523195  
FYE: 12/31/2012

**Federal Statements**

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**Statement 3 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
W. MADDEN 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	PRESIDENT	2.00	0	0	0
J. O'KEANE 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	VICE PRESIDE	2.00	0	0	0
J. AKE 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	DIRECTOR	1.00	0	0	0
J. BEDFORD 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	DIRECTOR	1.00	0	0	0
M. ROZZI 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	DIRECTOR	1.00	0	0	0
R. WEISNECK 425 S. CONWAY FARMS DR. LAKE FOREST IL 60045	DIRECTOR	1.00	0	0	0

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## Federal Statements

### Statement 4 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
MARSHALL ROZZI	\$ 23,851
JAMES LIGGETT	22,700
TOTAL	\$ 46,551

### Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUEST APPLICATION FORM

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SCHOLARSHIPS AWARDED EACH YEAR

### Statement 5 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CURRENT EMPLOYEES AND CADDIES (AFTER 1 YEAR OF SERVICE) OF CONWAY FARMS GOLF CLUB OR PARENT EMPLOYED AT LEAST 3 YEARS AT CONWAY FARMS GOLF CLUB.

030523195 Conway Farms Golf Club Foundation  
03-0523195  
FYE 12/31/2012

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## Federal Statements

### Statement 6 - Form 990-PF, Part XVII, Line 1d - Schedule Information

Line No.	Amount Involved	Name of Noncharitable Exempt Organization	Description of Transfers Transactions, Etc.
	\$	CONWAY FARMS GOLF CLUB	CONWAY FARMS GOLF CLUB ACTS AS THE COLLECTION AGENCY FOR ADMINISTERING CONTRIBUTIONS
		CONWAY FARMS GOLF CLUB	CONWAY FARMS GOLF CLUB SHARES ITS MEMBERSHIP LIST WITH THE FOUNDATION FOR SOLICITING CONTRIBUTIONS

### Statement 7 - Form 990-PF, Part XVII, Line 2b - Schedule Information

Name of Organization	Type of Organization	Description of Relationship
CONWAY FARMS GOLF CLUB	501(C)(7)	THE FOUNDATION WAS CREATED BY CONWAY FARMS GOLF CLUB, A NON-PROFIT ORGANIZATION. FOUNDATION TRUSTEES ARE CLUB MEMBERS; ONE OF WHICH IS A CLUB BOARD MEMBER.

**Attachment to 990 PF 2012****Part XV Supplementary Information****3 Grants and Contributions Paid During the Year or Approved for Future Payments**

<b>Recipient</b>	<b>Relationship</b>	<b>Status</b>	<b>Purpose</b>	<b>Amount</b>
<b>a Paid during the year</b>				
Eastern Illinois University For: Ross Bildsten	None		educational scholarship	\$1,000
University of Indiana For: Michael Brocious	None		educational scholarship	\$1,000
University of Illinois For: Matt DeGroot	None		educational scholarship	\$4,500
University of Iowa For: Brad Drogos	None		educational scholarship	\$2,500
DePaul University For: Connor Healy	None		educational scholarship	\$2,000
Ave Maria University For: Eileen Lee	None		educational scholarship	\$2,000
College of Lake County For: Xavier Thompson	None		educational scholarship	\$1,000
University of Iowa For: Laura Martin	None		educational scholarship	\$2,000
College of Lake County For: Andres Avila	None		educational scholarship	\$500
Lake Forest College For: Hannah Mory	None		educational scholarship	\$2,000
College of Lake County For: Victor Castillo	None		educational scholarship	\$500
University of Michigan For: Tyler Peacock	None		educational scholarship	\$3,000
Loras College For: Zack Schwartz	None		educational scholarship	\$1,500
Xavier University For: Conor O'Brien	None		educational scholarship	\$500
DePauw University For: Will Joseph	None		educational scholarship	\$500
University of Iowa	None		educational scholarship	\$1,500

For: Ashley Adamczyk

University of Dayton For: Michaela Eames	None	educational scholarship	\$1,500
Carthage College For: Tony Farella	None	educational scholarship	\$2,000
College of Lake County For: Samuel Jaimes	None	educational scholarship	\$500
Marquette University For: Brice Jarvis	None	educational scholarship	\$1,250
Loyola University For: Nicole Jarvis	None	educational scholarship	\$1,750
Loyola University For: Samantha Jarvis	None	educational scholarship	\$1,500
Southern Methodist University For: Kellie Grace Mory	None	educational scholarship	\$1,500
Iowa State University For: Eric Novak	None	educational scholarship	\$500
University of Dayton For: Bridget O'Brien	None	educational scholarship	\$1,500
Western Michigan University For: Jonathan Rudy	None	educational scholarship	\$500
College of Lake County For: Xavier Thompson	None	educational scholarship	\$500
Northeastern Illinois University For: Kelly Whalen Hunzinger	None	educational scholarship	\$500
Carroll University For: Brisbia Zavala	None	educational scholarship	\$1,172
<b>Total Paid in 2012</b>		<b>3a</b>	<b>\$40,672</b>

**b Approved for Future Payment**

University of Iowa For: Ashley Adamczyk	None	educational scholarship	\$1,000
University of Dayton For: Michaela Eames	None	educational scholarship	\$1,000
Carthage College For: Tony Farella	None	educational scholarship	\$1,500
Illinois State University	None	educational scholarship	\$750

For: Brice Jarvis

**Loyola University** **None** **educational scholarship** **\$1,250**  
**For:** **Nicole Jarvis**

Loyola University None educational scholarship \$1,000  
For: Samantha Jarvis

**University of Dayton** **None** **educational scholarship** **\$1,000**  
**For:** **Bridget O'Brien**

College of Lake County      None      educational scholarship      \$1,000  
For: Xavier Thompson

**Carroll University** **None** **educational scholarship** **\$1,000**  
**For: Brisbia Zavala**

University of Illinois      None      educational scholarship      \$2,500  
For: Matt DeGroot

**University of Iowa** **None** **educational scholarship** **\$1,500**  
**For: Brad Dragos**

**Ave Maria University** **None** **educational scholarship** **\$1,000**  
**For: Eileen Lee**

College of Lake County None educational scholarship \$500  
For: Andres Avila

College of Lake County None educational scholarship \$500  
For: Victor Castillo

DePauw University None educational scholarship \$500  
For: Will Joseph

Xavier University None educational scholarship \$500  
For: Conor O'Brien

**Reserved for Future Payment** **3b** **\$17,500**

Total Paid and Reserved \$58 172