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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

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation GERALD & JANET CARRUS FOUNDATION		A Employer identification number 13-3929249						
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA NA 231 S LASALLE STREET		B Telephone number (see instructions) 866- 752-2127						
City or town, state, and ZIP code CHICAGO, IL 60697		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,586,947.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	297,957.	294,186.		STMT 1
5a	Gross rents				
	b Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	97,556.			
b	Gross sales price for all assets on line 6a	3,732,367.			
7	Capital gain net income (from Part IV, line 2)		97,556.		
8	Net short-term capital loss				
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	395,513.	391,742.		
13	Compensation of officers, directors, and key personnel	50,000.			50,000.
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)	3,293.	NONE	NONE	3,293.
c	Other professional fees (attach schedule)	63,939.	42,709.		21,230.
17	Interest				
18	Taxes (attach schedule) (see instructions)	22,106.	5,551.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	300.	NONE	NONE	300.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	5,402.	5,327.		75.
24	Total operating and administrative expenses. Add lines 13 through 23	145,040.	53,587.	NONE	74,898.
25	Contributions, gifts, grants paid	492,974.			492,974.
26	Total expenses and disbursements. Add lines 24 and 25	638,014.	53,587.	NONE	567,872.
27	Subtract line 26 from line 12	-242,501.			
a	Excess of revenue over expenses and disbursements		338,155.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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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				
	2	Savings and temporary cash investments	413,651.	387,378.	387,378.	
	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)	7,272,034.	7,108,543.	8,676,766.	
	c	Investments - corporate bonds (attach schedule)	1,475,889.	1,352,889.	1,409,832.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	319,900.	175,000.	179,129.	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)	833,038.	1,038,478.	933,842.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	10,314,512.	10,062,288.	11,586,947.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)			NONE		
Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds	10,314,512.	10,062,288.	
		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)	10,314,512.	10,062,288.	
	31	Total liabilities and net assets/fund balances (see instructions)	10,314,512.	10,062,288.		

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	10,314,512.
2	Enter amount from Part I, line 27a	2	-242,501.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,989.
4	Add lines 1, 2, and 3	4	10,074,000.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	11,712.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,062,288.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 3,752,066.		3,634,811.	117,255.		
b -19,699.			-19,699.		
c					
d					
e					
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			
a			117,255.		
b			-19,699.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	97,556.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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))
2011	497,394.	11,375,076.	0.043727
2010	453,635.	10,285,961.	0.044102
2009	587,795.	9,169,531.	0.064103
2008	701,089.	11,959,340.	0.058623
2007	590,764.	13,978,492.	0.042262
2 Total of line 1, column (d)			2 0.252817
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 0.050563
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 11,438,811.
5 Multiply line 4 by line 3			5 578,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,382.
7 Add lines 5 and 6			7 581,763.
8 Enter qualifying distributions from Part XII, line 4			8 567,872.

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	6,763.
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	
3 Add lines 1 and 2		3	6,763.
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	6,763.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,256.	
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 I credits and payments. Add lines 6a through 6d			12,256.
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		5,493.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,493. Refunded <input type="checkbox"/>	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?		X
b 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		X
le 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NH		
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	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 li		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>NONE</u>				
14	The books are in care of ▶ <u>Bank of America, N.A.</u> Telephone no ▶ <u>(866) 752-2127</u>			
	Located at ▶ <u>231 S LASALLE ST, CHICAGO, IL</u> ZIP+4 ▶ <u>60697</u>			
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 ▶ <u>15</u>			
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 X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> 1b		X
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? <input type="checkbox"/> 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 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 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? <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.) 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 2012? 4b		X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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		50,000.	-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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 NOT APPLICABLE

2 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.

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

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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	11,104,600.
b	Average of monthly cash balances	1b	508,406.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,613,006.
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	11,613,006.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	174,195.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,438,811.
6	Minimum investment return. Enter 5% of line 5	6	571,941.

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	571,941.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,763.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,763.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	565,178.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	565,178.
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	565,178.

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	567,872.
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	567,872.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	567,872.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				565,178.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			492,974.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 567,872.				
a Applied to 2011, but not more than line 2a . . .			492,974.	
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 2012 distributable amount				74,898.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2012 . (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 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				490,280.
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 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

JANET CARRUS

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

NONE

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

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

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

SEE STATEMENT 11

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:

SEE ATTACHED STATEMENT FOR LINE 2

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 15				492,974.
Total			3a	492,974.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

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

- | | | | |
|---|--------------|-----|----|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

- 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.

Janet Carrus 5-14-13
Signature of officer or trustee Date Title

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

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

Paid Preparer Use Only	Print/Type preparer's name KENTON JOHNSON	Preparer's signature <i>Kent Johnson</i>	Date 5-3-2013	Check <input type="checkbox"/> if self-employed	PTIN P00174680
	Firm's name ▶ BANK OF AMERICA, N.A.			Firm's EIN ▶ 94-1687665	
	Firm's address ▶ 231 S. LASALLE ST, IL1-231-10-05 CHICAGO, IL 60697			Phone no 312-828-3917	

Form 990-PF (2012)

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	76,007 950	76,007 95	76,007 95
BOFA CASH RESERVES TRUST CLASS	311,369 660	311,369 66	311,369 66
Total CASH EQUIVALENTS		387,377 61	387,377 61
Total CASH/CURRENCY		387,377 61	387,377 61
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS COM	654 000	31,201 09	42,837 00
ACCENTURE PLC CL A COM			
IRELAND AGILENT TECHNOLOGIES INC COM	230 000	10,353 53	15,295 00
ALEXION PHARMACEUTICALS INC COM	29 000	928 45	1,187 26
ALLERGAN INC COM	770 000	34,559 89	72,179 80
ALTRIA GROUP INC COM	974 000	52,998.88	89,345.02
AMAZON COM INC COM	2,400 000	48,372 20	75,456 00
APPLE INC COM	351 000	34,435 31	88,055 37
AT&T INC COM	72 000	12,977 15	38,316 45
AUTOZONE INC COM	2,400 000	65,442 00	80,904 00
BED BATH & BEYOND INC COM	10 000	3,402 34	3,544 30
BIOGEN IDEC INC COM	366 000	20,095 18	20,463 06
BOEING CO COM	589 000	62,401 10	86,211 93
CABOT OIL & GAS CORP COM	900 000	39,653 64	67,824 00
CAMERON INTL CORP COM	90 000	2,930 63	4,476 60
	557 000	23,241 86	31,448 22

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
CELGENE CORP			
COM	965 000	48,912 51	75,723 55
CERNER CORP			
COM	39 000	1,144 74	3,022 89
CHEVRON CORP			
COM	760 000	33,655 87	82,186 40
CISCO SYS INC			
COM	2,540 000	49,254 92	49,909 48
CITRIX SYS INC			
COM	83 000	4,632 23	5,446 46
COCA COLA CO			
COM	1,192 000	31,164 62	43,210 00
COGNIZANT TECHNOLOGY SOLUTIONS			
CL A	851.000	43,714 44	62,873 84
COLGATE PALMOLIVE CO			
COM	309 000	26,740 02	32,302 86
CONOCOPHILLIPS			
COM	1,368 000	59,822 63	79,330 32
CONTINENTAL RES INC			
OKLAHOMA COM	44 000	2,301 50	3,233 56
COSTCO WHSL CORP NEW			
COM	301 000	18,687 74	29,717 73
CROWN CASTLE INTL CORP			
COM	120 000	5,775 67	8,659 20
CSX CORP			
COM	165 000	3,645 94	3,255 45
CUMMINS INC			
COM	42 000	1,869 99	4,550 70
DELPHI AUTOMOTIVE PLC			
COM			
JERSEY	80 000	2,563 85	3,060 00
DISCOVERY COMMUNICATIONS INC			
NEW SER A COM	88 000	3,596 00	5,586 24
DISH NETWORK CORP			
COM CL A	126 000	2,959 94	4,586 40
DOMINION RES INC VA NEW			
COM	906 000	38,293 63	46,930 80
DU PONT E I DE NEMOURS & CO			
COM	1,245 000	42,196 41	55,998 23
EBAY INC			
COM	430 000	15,611 39	21,929 01
EMC CORP			
COM	3,136 000	60,111 36	79,340 80
EOG RES INC			

GERALD JANET CARRUS FOUNDATION
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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM	604 000	56,078 52	72,957 16
EXPRESS SCRIPTS HLDG CO			
COM	599 000	32,708 71	32,346 00
FACEBOOK INC			
CL A COM	2,233 000	50,629 01	59,441 79
FASTENAL CO			
COM	290 000	13,200 20	13,528 50
FRANKLIN RES INC			
COM	437 000	48,652 51	54,930 90
GAP INC DEL			
COM	121 000	4,337 21	3,755 84
GENERAL ELEC CO			
COM	4,879 000	147,405 54	102,410 21
GILEAD SCIENCES INC			
COM	780.000	51,199 36	57,291 00
GOOGLE INC			
CL A COM	122 000	49,778 00	86,300 36
GRAINGER W W INC			
COM	20 000	3,805 44	4,047 40
HEINZ H J CO			
COM	1,498 000	68,570 40	86,404 64
HERSHEY CO			
COM	55 000	3,936 24	3,972 10
INTEL CORP			
COM	1,970 000	38,119 30	40,621 40
INTERNATIONAL PAPER CO			
COM	84 000	2,469 64	3,346 56
INTUIT			
COM	79.000	4,217 54	4,698 56
ISHARES RUSSELL 1000 VALUE INDEX			
FUND	1,700 000	98,345 00	123,794 00
J P MORGAN CHASE & CO			
COM	1,004 000	45,830 89	44,144 98
JOHNSON & JOHNSON			
COM	1,030 000	59,074 21	72,203 00
JOHNSON CTLS INC			
COM	277 000	7,474 71	8,495 59
KIMBERLY CLARK CORP			
COM	840 000	59,356 80	70,921 20
KRAFT FOODS GROUP INC			
COM	746 000	24,815 59	33,920 62
LAS VEGAS SANDS CORP			
COM	2,183 000	95,850 71	100,767 28
LAUDER ESTEE COS INC			

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
CL A	1,039 000	42,642 66	62,194 54
LILLY ELI & CO COM	2,000 000	96,143 60	98,640 00
LIMITED BRANDS INC COM	97 000	4,828 82	4,564 82
LINKEDIN CORP CL A COM	799 000	88,434 61	91,741 18
LORILLARD INC COM	11 000	1,493 84	1,283 37
MACYS INC COM	74 000	2,939 65	2,887 48
MARSH & MCLENNAN COS INC COM	92 000	2,972 46	3,171 24
MCDONALDS CORP COM	169 000	12,846 32	14,907 49
MEAD JOHNSON NUTRITION CO COM	59 000	3,914 51	3,887 51
MERCK & CO INC NEW COM	1,910 000	59,782 62	78,195 40
MICROSOFT CORP COM	2,560 000	60,177 27	68,376 83
MONDELEZ INTL INC COM	3,546 000	74,336 96	90,257.05
MONSANTO CO NEW COM	406 000	27,882 97	38,427 90
NEXTERA ENERGY INC COM	1,095 000	52,322 38	75,763 05
NIELSEN HLDGS N V COM			
NETHERLANDS NIKE INC	90 000	2,641 93	2,753 10
CL B OCCIDENTAL PETE CORP DEL	264 000	9,371 50	13,622 40
COM ORACLE CORP	253 000	19,072 35	19,382 33
COM PEPSICO INC	1,032 000	30,498 86	34,386 24
COM PHILIP MORRIS INTL INC	327 000	20,950 72	22,376 61
COM PRECISION CASTPARTS CORP	1,221 000	74,620 22	102,124 44
COM PRICELINE COM INC	321 000	42,094 97	60,803 82
COM NEW	106 000	13,047 08	65,761 34

GERALD JANET CARRUS FOUNDATION
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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
PROCTER & GAMBLE CO			
COM	371 000	23,330 18	25,187 19
QUALCOMM INC			
COM	1,873 000	80,276 76	115,863 03
RAYTHEON CO			
COM NEW	1,308.000	68,917 47	75,288 48
REGENERON PHARMACEUTICALS			
COM	14 000	1,837.06	2,394 98
SALESFORCE COM INC			
COM	488 000	37,267 06	82,032 80
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	220 000	13,159 18	15,245 69
SHERWIN WILLIAMS CO			
COM	55.000	7,057.19	8,460.10
SIRIUS XM RADIO INC			
COM	954.000	2,241.23	2,757.06
STARBUCKS CORP			
COM	445.000	22,628.56	23,865 35
STRYKER CORP			
COM	406.000	20,203.91	22,256 92
SUNTRUST BKS INC			
COM	99.000	2,654.76	2,806 65
TJX COS INC NEW			
COM	373 000	6,782 94	15,833 85
TRAVELERS COS INC			
COM	760 000	30,127 00	54,583.20
UNITED PARCEL SVC INC			
CL B	319 000	20,227.43	23,519.87
V F CORP			
COM	25.000	4,043 83	3,774 25
VERIZON COMMUNICATIONS INC			
COM	1,667.000	54,682.53	72,131 09
VISA INC			
CL A COM	709.000	65,022 99	107,470 22
WATSON PHARMACEUTICALS INC			
COM	60 000	2,573 64	5,160 00
WELLS FARGO & CO			
NEW COM	904 000	30,223 69	30,898.72
WHOLE FOODS MKT INC			
COM	74.000	6,008 70	6,745 84
YUM BRANDS INC			
COM	1,169.000	75,427 64	77,621.60
3M CO			

GERALD JANET CARRUS FOUNDATION
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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM	580 000	33,757 33	53,853 00
Total U.S. LARGE CAP		3,256,971 56	4,281,955 05
U.S. MID CAP			
AFFILIATED MANAGERS GROUP			
COM	44 000	3,238 01	5,726 60
AIR LEASE CORP			
CL A COM	346 000	6,804 46	7,439 00
ALBEMARLE CORP			
COM	44 000	2,836 20	2,733 28
ALLIANCE DATA SYS CORP			
COM	31.000	1,537 80	4,487 56
ALTERA CORP			
COM	88 000	3,347 62	3,026 32
AMERISOURCEBERGEN CORP			
COM	647 000	25,218 16	27,937 46
AMETEK INC NEW			
COM	142.000	3,011.66	5,334 94
AMPHENOL CORP NEW			
CL A	54.000	3,305 17	3,493 80
ANSYS INC			
COM	64 000	4,557 36	4,309 76
ATWOOD OCEANICS INC			
COM	174.000	7,271.08	7,967 46
AUTODESK INC			
COM	96 000	3,094 79	3,393 60
BAIDU INC			
SPONSORED ADR REPSTG ORD SHS			
CAYMAN ISLANDS	824.000	76,351.43	82,638 96
BARD C R INC			
COM	23 000	1,963 93	2,248 02
BEAM INC			
COM	70 000	4,111 20	4,276 30
BORG WARNER INC			
COM	50.000	3,165 62	3,581 00
BROOKDALE SENIOR LIVING INC			
COM	127 000	2,018 74	3,215 64
BRUKER CORP			
COM	546 000	8,147.86	8,319 89
C H ROBINSON WORLDWIDE INC			
COM	53.000	3,202 98	3,350 66
CABELAS INC			
COM	18 000	806.30	751 50
CELANESE CORP DEL			

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
SER A COM	35 000	1,178.76	1,558.55
CF INDS HLDGS INC COM	30.000	1,933.20	6,094.80
CHARTER COMMUNICATIONS INC DEL CL A NEW COM	44.000	3,090.55	3,354.56
CHIPOTLE MEXICAN GRILL INC CL A COM	9 000	2,618.28	2,677.14
CLEAN HBRS INC COM	66 000	3,598.49	3,630.66
COLUMBIA ACORN FUND CLASS Z SHARES	17,876.296	500,000.00	544,333.21
CONCHO RES INC COM	82.000	4,194.76	6,605.92
CONCUR TECHNOLOGIES INC COM	22 000	1,435.80	1,485.44
CRANE CO COM	183 000	8,302.69	8,469.24
CROWN HLDGS INC COM	77 000	2,676.63	2,834.37
DENBURY RES INC COM NEW	179 000	2,419.28	2,899.80
DICKS SPORTING GOODS INC COM	79 000	3,894.32	3,593.71
DOLLAR TREE INC COM	146.000	6,889.88	5,921.76
DST SYS INC DEL COM	138 000	6,637.40	8,362.80
EASTMAN CHEM CO COM	33 000	1,573.75	2,245.65
EDWARDS LIFESCIENCES CORP COM	793.000	76,151.25	71,504.81
EQUINIX INC NEW COM	16 000	2,547.32	3,299.20
FAMILY DLR STORES INC COM	48 000	3,076.74	3,043.68
FIRST REP BK SAN FRANCISCO CA NEW COM	98 000	3,303.92	3,212.44
FMC TECHNOLOGIES INC COM	1,469 000	34,637.08	62,917.27
FOOT LOCKER INC COM	87 000	2,562.32	2,794.44
FORTINET INC COM	211 000	4,419.78	4,435.22
FORTUNE BRANDS HOME & SEC INC			

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM	96.000	2,809 09	2,805 12
F5 NETWORKS INC			
COM	82 000	8,176 20	7,966 30
GENUINE PARTS CO			
COM	910 000	40,848.20	57,857 80
GNC HLDGS INC			
COM	99.000	3,389 08	3,294 72
HANESBRANDS INC			
COM	236 000	6,010 79	8,453 52
HARMAN INTL INDS INC			
COM	203 000	7,952.59	9,061 92
HERBALIFE LTD			
COM			
CAYMAN ISLANDS	99 000	1,562 94	3,261 06
HUNT J B TRANS SVCS INC			
COM	24 000	916 87	1,433.04
IHS INC			
CL A COM	36 000	2,543.46	3,456 00
ILLUMINA INC			
COM	81 000	3,791 46	4,502 79
INTERCONTINENTAL EXCHANGE INC			
COM	21.000	2,724 95	2,600.01
ITC HLDGS CORP			
COM	57 000	3,936.21	4,383 87
JDS UNIPHASE CORP			
COM	749 000	7,761 47	10,111.50
JOHN HANCOCK FDS III DISCIPLINED			
VALUE MID CAP FUND	28,800.000	360,000.00	383,040 00
JOY GLOBAL INC			
COM	59 000	3,303.22	3,763 02
JUNIPER NETWORKS INC			
COM	1,173.000	25,724 39	23,072 91
KANSAS CITY SOUTHERN			
NEW COM	54 000	2,289.94	4,507.92
KBR INC			
COM	105 000	3,884 42	3,141 60
KIRBY CORP			
COM	137 000	6,406 43	8,478 93
KLA-TENCOR CORP			
COM	124 000	5,616 54	5,922 24
LABORATORY CORP AMER HLDGS			
NEW COM	25 000	2,214 26	2,165 50
LKQ CORP			
COM	153.000	3,078.59	3,228.30

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
LULULEMON ATHLETICA INC COM	912 000	19,981.69	69,521.76
MEDIVATION INC COM	20 000	884 67	1,023 20
MICHAEL KORS HLDGS LTD COM			
ISIN VGG607541015 VIRGIN ISLANDS MICROCHIP TECHNOLOGY INC COM	1,800 000	86,379 66	91,854 00
MOODYS CORP COM	94 000	3,252.45	3,063 46
NATIONSTAR MTG HLDGS INC COM	92 000	2,462.22	4,629 44
NORDSTROM INC COM	23 000	695 05	712 54
O REILLY AUTOMOTIVE INC NEW COM	48 000	1,443.46	2,568 00
OCEANEERING INTL INC COM	40.000	3,156.55	3,576 80
OIL STS INTL INC COM	53 000	2,523.44	2,850 87
ONYX PHARMACEUTICALS INC COM	39 000	2,203.61	2,790 06
PANERA BREAD CO CL A	73 000	2,985 66	5,513 69
PARAMETRIC TECHNOLOGY CORP NEW COM	24.000	2,101.35	3,811 92
PERRIGO CO COM	368 000	7,413.27	8,283.68
PETSMART INC COM	39 000	4,168 21	4,057.17
POLARIS INDS INC COM	58.000	4,036.51	3,963 72
RACKSPACE HOSTING INC COM	26 000	1,489.43	2,187.90
RED HAT INC COM	54 000	2,748 50	4,010 58
REGAL BELOIT CORP COM	128.000	7,301.00	6,778.88
ROCK-TENN CO CL A	40 000	2,199 59	2,818.80
ROCKWELL AUTOMATION INC COM	42 000	2,410.32	2,936 22
ROYAL GOLD INC	38.000	2,892 37	3,191.62

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM	41 000	3,042 01	3,335 76
SBA COMMUNICATIONS CORP			
COM	53 000	3,150 30	3,761 94
SIGNATURE BK NEW YORK N Y			
COM	48 000	2,572 00	3,424 32
SKYWORKS SOLUTIONS INC			
COM	105 000	2,469.02	2,131 50
STARWOOD HOTELS & RESORTS			
WORLDWIDE INC COM	69 000	3,950.52	3,957 84
STERICYCLE INC			
COM	47 000	2,759 06	4,384 16
SUPERIOR ENERGY SVCS INC			
COM	127 000	3,002 07	2,631 44
TERADATA CORP			
DELAWARE COM	92 000	4,300 03	5,693 88
TERADYNE INC			
COM	493 000	6,706 58	8,326 77
TIBCO SOFTWARE INC			
COM	148 000	2,406 37	3,253 04
TOLL BROTHERS INC			
COM	80 000	2,225 10	2,586.40
TRIPADVISOR INC			
COM	18 000	463 35	754 56
ULTA SALON COSMETICS & FRAGRANCE			
INC COM	72 000	4,727 53	7,074.72
UNITED CONTL HLDGS INC			
COM	131 000	2,722 80	3,062.78
UNITED RENTALS INC			
COM	64 000	2,026 24	2,913.28
URBAN OUTFITTERS INC			
COM	68 000	2,685.12	2,676 48
VERISK ANALYTICS INC			
CL A COM	116 000	4,896 67	5,912 52
VERTEX PHARMACEUTICALS INC			
COM	77 000	3,189 10	3,226 30
WARNACO GROUP INC			
COM NEW	158 000	7,777 11	11,308 06
WYNN RESORTS LTD			
COM	35 000	3,602 39	3,937 15
Total U.S. MID CAP		1,577,476 05	1,810,511 70
 U.S. SMALL CAP			
ABM INDS INC			
COM	308 000	5,942 35	6,144.60

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
ALIGN TECHNOLOGY INC			
COM	83.000	2,220 13	2,303 25
AMERICAN EQUITY INVT LIFE HLDG			
COM	526 000	5,884 69	6,422 46
ASPEN INS HLDGS LTD			
COM			
BERMUDA	230.000	6,051 69	7,378 40
BANKUNITED INC			
COM	117.000	3,304.11	2,859 48
BRINKS CO			
COM	217 000	5,308 03	6,191 01
C&J ENERGY SVCS INC			
COM	379.000	8,557 11	8,125 76
CABOT CORP			
COM	215.000	7,891.15	8,554 85
CATHAY GENERAL BANCORP			
COM	498 000	7,129.22	9,725 94
CHEMTURA CORP			
NEW COM	425 000	7,444 38	9,035 50
CLIFFS NAT RES INC			
COM	59.000	2,562 75	2,275 63
DARLING INTL INC			
COM	455.000	6,340.97	7,298.20
EXELIS INC			
COM	712 000	7,725 16	8,024 24
FINISAR CORP			
COM	512.000	8,284 78	8,340.48
FRESH DEL MONTE PRODUCE INC			
COM			
CAYMAN ISLANDS	246.000	5,486 47	6,482 10
GATX CORP			
COM	184.000	7,554 00	7,967.20
HANOVER INS GROUP INC			
COM	217 000	8,352.60	8,406 58
HARSCO CORP			
COM	381.000	7,885 67	8,953.50
HEALTH NET INC			
COM	284 000	8,272.08	6,901 20
HMS HLDGS CORP			
COM	144.000	3,801 51	3,732.48
INTEGRA LIFESCIENCES HLDGS CORP			
COM NEW	157.000	5,088.76	6,118 29
INTREPID POTASH INC			
COM	343 000	8,374.57	7,302 47

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
JDA SOFTWARE GROUP INC			
COM	229 000	6,159 95	10,346 22
KORN FERRY INTL			
COM NEW	432 000	7,429 73	6,851.52
LATTICE SEMICONDUCTOR CORP			
COM	1,491.000	8,997 16	5,949 09
LIFEPOINT HOSPITALS INC			
COM	209 000	7,994 62	7,889.75
LUFKIN INDS INC			
COM	142 000	9,271 55	8,254 46
MAGELLAN HEALTH SVCS INC			
NEW COM	160 000	7,930 10	7,840 00
MICROSEMI CORP			
COM	395 000	7,222 14	8,310.80
QUALITY SYS INC			
COM	328.000	5,999 49	5,694.08
RENT A CTR INC NEW			
COM	224 000	7,688 22	7,696 64
SAKS INC			
COM	756 000	7,489 27	7,945 56
SCOTTS MIRACLE GRO CO			
CL A COM	195.000	8,833 22	8,589.75
SOTHEBYS HLDGS INC			
CL A	244 000	7,440 97	8,203 28
STONE ENERGY CORP			
COM	380.000	9,560.19	7,797.60
TCF FINL CORP			
COM	689 000	7,817 27	8,371 35
TREEHOUSE FOODS INC			
COM	155.000	7,585 81	8,080.15
U S G CORP			
COM NEW	89.000	2,192 72	2,498 23
UMPQUA HLDGS CORP			
COM	634 000	7,968 34	7,474 86
WELLCARE GROUP INC			
COM	156.000	7,683.69	7,595.64
WENDYS CO			
COM	1,677 000	8,369 48	7,881 90
WMS INDS INC			
COM	340.000	8,092.02	5,950.00
Total U.S. SMALL CAP		291,188 12	297,764 50

INTERNATIONAL DEVELOPED
AERCAP HOLDINGS NV

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM			
ISIN NL0000687663 NETHERLANDS	613 000	6,795 53	8,410 36
ASTRAZENECA PLC			
SPONSORED ADR			
UNITED KINGDOM	1,500 000	70,482.30	70,905 00
CATAMARAN CORP			
COM			
CANADA	99.000	4,691.35	4,662 90
COLUMBIA ACORN INTERNATIONAL			
FUND CLASS Z SHARES	11,409.248	459,368 84	465,953 69
CORE LABORATORIES N V			
COM			
NETHERLANDS	28 000	2,898 90	3,060.68
DIAGEO PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	582.000	45,075 90	67,849 56
ELAN PLC			
ADR			
IRELAND	193 000	2,206.20	1,970 53
HARBOR INTERNATIONAL FUND			
INSTL CL	5,830 675	360,607 71	362,201 53
HSBC HLDGS PLC			
SPON ADR NEW			
UNITED KINGDOM	1,100.000	49,495.60	58,377.00
MCDERMOTT INTL INC			
COM			
ISIN PA5800371096 PANAMA	755 000	8,442 36	8,320 10
NOVO-NORDISK A S			
ADR			
DENMARK	378.000	24,707.41	61,693 38
PROTHENA CORP PLC			
COM			
IRELAND	4 708	42.73	34 51
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL B			
UNITED KINGDOM	880.000	63,794.10	62,383 20
UNILEVER N V			
NEW NEW YORK SHSADR			
NETHERLANDS	2,677 000	74,127 40	102,529 10
VODAFONE GROUP PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	2,610.000	75,307 63	65,745 90
Total INTERNATIONAL DEVELOPED		1,248,043.96	1,344,097 44

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
EMERGING MARKETS			
ISHARES MSCI EMERGING MKTS INDEX FUND	21,250.000	734,863 75	942,437 50
Total EMERGING MARKETS		734,863 75	942,437 50
Total EQUITIES		7,108,543 44	8,676,766 19
 FIXED INCOME			
INVESTMENT GRADE TAXABLE			
MERCK & CO INC SR NT			
DTD 02/18/03 4.375% DUE 02/15/13	100,000.000	103,485.00	100,481 00
PIMCO TOTAL RETURN FUND INSTL	31,300.800	340,000.00	351,820.99
PRUDENTIAL SHORT-TERM CORPORATE BD FUND INC CL Z	30,333 047	350,000 00	351,560 01
Total INVESTMENT GRADE TAXABLE		793,485 00	803,862 00
 INTERNATIONAL DEVELOPED BONDS			
TEMPLETON GLOBAL BD FUND ADVISOR CL	11,329.305	150,000.00	151,132 93
Total INTERNATIONAL DEVELOPED BONDS		150,000 00	151,132 93
 GLOBAL HIGH YIELD TAXABLE			
ARTIO GLOBAL HIGH INCOME FUND CL I	39,652 498	349,403.90	394,145 83
PIMCO EMERGING LOCAL BD FUND INSTL CL	5,527 413	60,000.00	60,690.99
Total GLOBAL HIGH YIELD TAXABLE		409,403 90	454,836 82
Total FIXED INCOME		1,352,888 90	1,409,831 75
 HEDGE FUNDS			
HEDGE FUNDS SPECIFIC STRATEGY			
PIMCO ALL ASSET FUND INSTL CL	14,239 219	175,000.00	179,129 38
Total HEDGE FUNDS SPECIFIC STRATEGY		175,000 00	179,129 38
Total HEDGE FUNDS		175,000 00	179,129 38
 REAL ESTATE			
REAL ESTATE PRIVATE OWNERSHIP			

GERALD JANET CARRUS FOUNDATION
13-3929249

BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
BA DIVERSIFIED REAL ESTATE FUND			
LP			
(VALUATION AS OF 12/31/12)	192,677 810	253,507 01	192,677 81
Total REAL ESTATE PRIVATE OWNERSHIP		253,507 01	192,677 81
 PUBLIC REITS			
DIGITAL RLTY TR INC			
REITS	111 000	7,213 59	7,535 79
HCP INC			
REIT	1,640 000	51,554 27	74,062 40
HEALTH CARE REIT INC			
COM	1,500 000	62,001 52	91,935.00
HOME PPTYS INC			
REITS	71 000	4,204 19	4,353.01
PLUM CREEK TIMBER CO INC			
COM	122 000	4,836 75	5,413.14
RAYONIER INC			
REIT	117 000	5,160.76	6,064 11
Total PUBLIC REITS		134,971 08	189,363 45
 Total REAL ESTATE		388,478 09	382,041 26
 TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN			
STRATEGY FUND	83,102.583	650,000 00	551,801.15
TOTAL ASSETS		10,062,288 04	11,586,947 34
 NET TOTAL		10,062,288 04	11,586,947 34

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	10,698.	10,698.
FOREIGN DIVIDENDS	53,742.	53,742.
NONDIVIDEND DISTRIBUTIONS	3,771.	
DOMESTIC DIVIDENDS	112,542.	112,542.
OTHER INTEREST	15,764.	15,764.
ACCRUED MARKET DISCOUNT INTEREST	393.	393.
NONQUALIFIED FOREIGN DIVIDENDS	11,643.	11,643.
NONQUALIFIED DOMESTIC DIVIDENDS	89,404.	89,404.
	-----	-----
TOTAL	297,957.	294,186.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	3,293.			3,293.
TOTALS	3,293.	NONE	NONE	3,293.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK OF AMERICA, INV. ADVISORY	10,864.	10,864.	
BANK OF AMERICA, CUSTODIAN	53,075.	31,845.	21,230.
	-----	-----	-----
TOTALS	63,939.	42,709.	21,230.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	822.	822.
EXCISE TAX - PRIOR YEAR	4,299.	
EXCISE TAX ESTIMATES	12,256.	
FOREIGN TAXES ON QUALIFIED FOR	3,138.	3,138.
FOREIGN TAXES ON NONQUALIFIED	1,591.	1,591.
	-----	-----
TOTALS	22,106.	5,551.
	=====	=====

GERALD & JANET CARRUS FOUNDATION

13-3929249

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	85.	85.	
STATE FILING FEE	75.		75.
PARTNERSHIP EXPENSES	5,242.	5,242.	
	-----	-----	-----
TOTALS	5,402.	5,327.	75.
	=====	=====	=====

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

BEG. DEF. INCOME

1,398.

NON-TAXABLE RECEIPTS

591.

TOTAL

1,989.

=====

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

DESCRIPTION -----	AMOUNT -----
END DEF. INCOME	3,313.
ADJUSTMENTS IN CARRYING VALUE	8,083.
SALES CLOSED AFTER YEAR END	175.
REIT ROC BASIS ADJ.	141.

TOTAL	11,712.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-19,699.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-19,699.00
=====

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

OFFICER NAME:

Cathey Romano

ADDRESS:

19 LINCOLN PL, APT 52
OSSINING, NY 10562-5240

TITLE:

Executive Director

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 50,000.

OFFICER NAME:

Janet Carrus

ADDRESS:

19 LINCOLN PL, APT 52
OSSINING, NY 10562-5240

TITLE:

President/Director

OFFICER NAME:

Irving Sitnick

ADDRESS:

405 Lexington Avenue
New York, NY 10174-1299

TITLE:

VP/Secretary/Director

OFFICER NAME:

Robin Miller

ADDRESS:

19 LINCOLN PL, APT 52
OSSINING, NY 10562-5240

TITLE:

Director

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

OFFICER NAME:

Michelle Peperone

ADDRESS:

19 LINCOLN PL, APT 52

OSSINING, NY 10562-5240

TITLE:

Director

OFFICER NAME:

Renee Peperone

ADDRESS:

19 LINCOLN PL, APT 52

OSSINING, NY 10562-5240

TITLE:

Director

TOTAL COMPENSATION:

50,000.

=====

GERALD & JANET CARRUS FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-3929249

RECIPIENT NAME:

GEORGE THORN

ADDRESS:

231 S. LASALLE ST.

CHICAGO, IL 60697

RECIPIENT'S PHONE NUMBER: 312.828.6763

FORM, INFORMATION AND MATERIALS:

NO FORMAL APPLICATION REQUIRED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 11

=====

RECIPIENT NAME:

SHINNECOCK INDIAN NATION

ADDRESS:

P.O. BOX 5006 MONTAUK HWY

SOUTHAMPTON, NY 11969

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

AFRICAN WILDLIFE FOUNDATION

ADDRESS:

1400 16TH STREET NW

WASHINGTON, DC 20036

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

FOOD BANK FOR WESTCHESTER

ADDRESS:

200 CLEARBROOK RD

ELMSFORD, NY 10523

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,474.

GERALD & JANET CARRUS FOUNDATION

13-3929249

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

=====

RECIPIENT NAME:

SEARCH DOG FOUNDATION

ADDRESS:

501 EAST OJAI AVE

OJAI, CA 93023-997

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CLASSROOM IN THE CANINE PAVILION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

HELEN KELLER INTERNATIONAL, INC

ADDRESS:

352 PARK AVENUE SOUTH, 12TH FLOOR

NEW YORK, NY 10010

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

SURGERY FOR THE POOR

ADDRESS:

420 5TH AVENUE 27TH FLOOR

NEW YORK, NY 10018

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOUNDING DONORS MATCH PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

STATEMENT 13

GERALD & JANET CARRUS FOUNDATION

13-3929249

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

=====

RECIPIENT NAME:

CHATHAM ORPHEUM THEATER

ADDRESS:

P.O. BOX 17

CHATHAM, MA 02633

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NATURAL RESOURCES

ADDRESS:

40 WEST 20TH STREET

NEW YORK, NY 10011

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

SURGICAL MISSION FUND, INC.

ADDRESS:

1000 10TH AVENUE SUITE 2B

NEW YORK, NY 10019

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SURGICAL RESIDENTS AT ST.LUKES - MISSIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

STATEMENT 14

GERALD & JANET CARRUS FOUNDATION

13-3929249

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

=====

RECIPIENT NAME:

SHINNECOCK INDIAN NATION

ADDRESS:

PO BOX 5006 MONTAUK HIGHWAY

SOUTHAMPTON, NY 11969

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

LIFE SKILLS ENHANCEMENT PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

CENTER FOR DISCOVERY

ADDRESS:

840 BENMOSCHE ROAD

HARRIS, NY 12742-0840

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 62,500.

RECIPIENT NAME:

Friends of the Palace Theatre

ADDRESS:

38 HAILI ST.

Hilo, HI 96720

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PROJECTOR FOR THE PALACE THEATRE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,000.

TOTAL GRANTS PAID:

492,974.

=====

STATEMENT 15

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

GERALD & JANET CARRUS FOUNDATION

13-3929249

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

BANK OF AMERICA NA 231 S LASALLE STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHICAGO, IL 60697

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Bank of America, N.A.

Telephone No. ► (866) 752-2127FAX No. ►

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning , 20 , and ending , 20 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	6,763.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	12,256.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)