



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490





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
	1	Cash - non-interest-bearing . . . . .	71.	4,767.	4,767.
	2	Savings and temporary cash investments . . . . .	1,291,809.	1,964,806.	1,964,806.
	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 ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule). * *		800,000.	957,603.
	b	Investments - corporate stock (attach schedule) ATCH 7	111.		636.
	c	Investments - corporate bonds (attach schedule) ATCH 8	917,647.	909,669.	1,013,322.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	(attach schedule)				
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . ATCH 9	2,268,969.	2,929,671.	3,405,786.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	(attach schedule)				
	15	Other assets (describe ►) . . . . .			
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,478,607.	6,608,913.	7,346,920.
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ►) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	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 . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	571,983.	571,983.	
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	3,906,624.	6,036,930.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,478,607.	6,608,913.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,478,607.	6,608,913.	

**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	4,478,607.
2	Enter amount from Part I, line 27a . . . . .	2	2,603,523.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	7,082,130.
5	Decreases not included in line 2 (itemize) ► ATCH 10	5	473,217.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,608,913.

\*\*ATCH 6

Form 990-PF (2012)

**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</b> SEE PART IV SCHEDULE					
<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</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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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>	20,133.	
<b>3</b> 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>	0	

**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	569,562.	4,762,573.	0.119591
2010	451,499.	4,926,286.	0.091651
2009	414,983.	4,788,844.	0.086656
2008	229,121.	4,707,535.	0.048671
2007	290,063.	4,586,314.	0.063245

- 2 Total of line 1, column (d)** . . . . . **2** 0.409814
- 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** 0.081963
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5** . . . . . **4** 4,609,447.
- 5 Multiply line 4 by line 3** . . . . . **5** 377,804.
- 6 Enter 1% of net investment income (1% of Part I, line 27b)** . . . . . **6** 1,107.
- 7 Add lines 5 and 6** . . . . . **7** 378,911.
- 8 Enter qualifying distributions from Part XII, line 4** . . . . . **8** 597,762.

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 . . .	1,107.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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 1,107.
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 1,107.
6	<b>Credits/Payments</b>	
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a 1,720.
b	Exempt foreign organizations - tax withheld at source . . .	6b
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c
d	Backup withholding erroneously withheld . . .	6d
7	Total credits and payments Add lines 6a through 6d . . .	7 1,720.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ► . . .	9
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ► . . .	10 613.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ►	11 613. <b>Refunded</b> ►

**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
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	Yes	No
1b		X	
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . .	Yes	No
1c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	Yes	No
2		X	
3	If "Yes," attach a detailed description of the activities		
3		X	
4a	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 . . .	Yes	No
4a		X	
4b			
5	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	Yes	No
5		X	
6	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . .	Yes	No
6		X	
7	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	Yes	No
7		X	
8a	If "Yes," attach the statement required by <i>General Instruction T</i>		
8a			
b	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
b	IL, _____		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation . . .	Yes	No
b		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 . . .	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	Yes	No
10		X	

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

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14	The books are in care of ► LARRY W. GIES, JR. Telephone no ► 312-277-0159	
	Located at ► 500 WEST MADISON STREET, SUITE 3890 CHICAGO, IL ZIP+4 ► 60661-4593	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
<b>1a</b> 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 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>b</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>c</b> 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>2</b> 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))		
<b>a</b> 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>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>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
<b>3a</b> 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>b</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>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
<b>b</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? . . . . .		

**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 type="checkbox"/> Yes <input checked="" 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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
ATCH 11		0	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				
-----				
-----				
-----				
-----				

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

Form 990-PF (2012)

**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		

**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	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		

All other program-related investments. See instructions

3	NONE	

**Total. Add lines 1 through 3 . . . . . ►**

Form 990-PF (2012)

**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 3,192,927.
b	Average of monthly cash balances	1b 1,486,715.
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 4,679,642.
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
3	Subtract line 2 from line 1d	3 4,679,642.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 70,195.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,609,447.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 230,472.

**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	1 230,472.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,107.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,107.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 229,365.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 229,365.
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	7 229,365.

**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 597,762.
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	4 597,762.
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 1,107.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 596,655.

**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 . . . . .				229,365.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	12,214.			
b From 2008 . . . . .	8,612.			
c From 2009 . . . . .	179,095.			
d From 2010 . . . . .	210,547.			
e From 2011 . . . . .	334,817.			
f Total of lines 3a through e . . . . .	745,285.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 597,762.				
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 . . . . .				229,365.
e Remaining amount distributed out of corpus . . . . .	368,397.			
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:	1,113,682.			
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) . . . . .	12,214.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	1,101,468.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	8,612.			
b Excess from 2009 . . . . .	179,095.			
c Excess from 2010 . . . . .	210,547.			
d Excess from 2011 . . . . .	334,817.			
e Excess from 2012 . . . . .	368,397.			

**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

**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))

LARRY W. GIES, JR.

**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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
ATCH 12				
<b>Total</b>			► 3a	594,625.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	95,930.	
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			18	20,133.	
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)				116,063.	
13 Total. Add line 12, columns (b), (d), and (e)			13		116,063.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**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		1a(1)	X
(1) Cash . . . . .		1a(2)	X
(2) Other assets . . . . .			
b Other transactions		1b(1)	X
(1) Sales of assets to a noncharitable exempt organization . . . . .		1b(2)	X
(2) Purchases of assets from a noncharitable exempt organization . . . . .		1b(3)	X
(3) Rental of facilities, equipment, or other assets . . . . .		1b(4)	X
(4) Reimbursement arrangements . . . . .		1b(5)	X
(5) Loans or loan guarantees . . . . .		1b(6)	X
(6) Performance of services or membership or fundraising solicitations . . . . .		1c	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .			
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

Signature of officer or trustee

5-14-13

Date

CFO

## Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name  SIDNEY I. DILL, CPA	Preparer's signature  	Date  5/8/13	Check <input type="checkbox"/> if self-employed	PTIN  P01262937
	Firm's name ► BKD, LLP	Firm's EIN ► 44-0160260			
	Firm's address ► P O BOX 628 EVANSVILLE, IN	47704-0628	Phone no	812-428-6500	

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**Name of the organization**

THE GIES FOUNDATION

**Employer identification number**

20-1685394

**Organization type (check one)**

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization THE GIES FOUNDATION

Employer identification number

20-1685394

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LARRY GIES 500 WEST MADISON STREET, SUITE 3890 CHICAGO, IL 60661-4593	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	LARRY GIES 500 WEST MADISON STREET, SUITE 3890 CHICAGO, IL 60661-4593	\$ 954,516.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	MADISON GMT LLC 500 WEST MADISON STREET, SUITE 3890 CHICAGO, IL 60661-4593	\$ 1,636,466.	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization THE GIES FOUNDATION

Employer identification number

20-1685394

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CONROE TX INDEP SCHOOL BLDG BD 298,348 GEORGETOWN TX SCH DIST BLDG BD 240,000 MD ST ST & LOC FACS LN BD 118,121 WASH ST VAR PURPOSE SER B5 BD 298,047	\$ 954,516.	12/17/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	SEE ATTACHED	\$ 1,636,466.	12/17/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

**Name of organization** THE GIES FOUNDATION

**Employer identification number**

20-1685394

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry*

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$

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

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				-----	-----	-----
				-----	-----	-----
				-----	-----	-----
				<b>(e) Transfer of gift</b>		
				<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
				-----	-----	-----
				-----	-----	-----
				-----	-----	-----
				<b>(e) Transfer of gift</b>		
				<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
				-----	-----	-----
				-----	-----	-----
				-----	-----	-----
				<b>(e) Transfer of gift</b>		
				<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
				-----	-----	-----
				-----	-----	-----
				-----	-----	-----
				<b>(e) Transfer of gift</b>		
				<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
				-----	-----	-----
				-----	-----	-----
				-----	-----	-----

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
133,490.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 113,357.				P	VARIOUS 20,133.	
TOTAL GAIN(LOSS) .....							<u>20,133.</u>	

Madison GMT  
 December 17, 2012 transfers to The Gies Foundation

	Symbol	Shares	12-17-2012 price	Market Value
<b>Assets</b>				
Ace Limited	ACE	800	80 90	64,720 00
Automatic Data Processing	ADP	1,400	57 95	81,130 00
Amsurg Corp	AMSG	100	29 22	2,922 00
Bank of America	BAC	5,000	11 00	55,000 00
Becton Dickinson	BDX	750	78 73	59,047 50
BHP Billiton Ltd	BHP	3,480	77 24	268,795 20
Bank of Montreal	BMO	800	60 94	48,752 00
Canadian National Railway Co	CNI	900	91 48	82,332 00
Canadian Pacific Railway	CP	800	99 55	79,640 00
Cisco Systems Inc	CSCO	15,000	20 11	301,650 00
Chevron	CVX	200	108 68	21,736 00
Ecolab Inc	ECL	10	71 08	710 80
General Electric	GE	500	21 93	10,965 00
Intel	INTC	3,000	20 57	61,710 00
Iron Mountain Inc	IRM	100	30 94	3,094 00
International Speedway Corp	ISCA	1,100	27 12	29,832 00
Johnson and Johnson	JNJ	500	70 94	35,470 00
JP Morgan Chase	JPM	600	43 48	26,088 00
China Life Insurance Co Ltd	LFC	400	47 10	18,840 00
Medtronic	MDT	200	42 24	8,448 00
Monsanto Co	MON	600	90 67	54,402 00
Mosaic	MOS	700	56 03	39,221 00
Mindray Medical Intl Ltd	MR	100	34 01	3,401 00
Microsoft	MSFT	3,000	27 10	81,300 00
Telecom Corp New Zealand	NZT	100	9 09	909 00
Paycheck Inc	PAYX	500	33 92	16,960 00
Procter & Gamble	PG	100	69 93	6,993 00
Republic Services Inc	RSG	200	29 28	5,856 00
Sumitomo Financial Group	SMFG	1,000	6 66	6,660 00
Stryker Corp	SYK	300	56 16	16,848 00
Union Pacific	UNP	250	125 69	31,422 50
Wells Fargo	WFC	750	34 38	25,785 00
VCA Antech Inc	WOOF	200	20 75	4,150 00
Walmart Stores Inc	WMT	200	69 20	13,840 00
Exxon Mobil	XOM	400	88 87	35,548 00
Dentsfly International Inc	XRAY	800	40 36	32,288 00
<b>Total</b>				<b>1,636,466 00</b>

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	95,930.	95,930.
TOTAL	<u><u>95,930.</u></u>	<u><u>95,930.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,000.			3,000.
TOTALS	<u>3,000.</u>			<u>3,000.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER PROFESSIONAL FEES	4,884.	4,884.
TOTALS	<u>4,884.</u>	<u>4,884.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
2012 990-PF ESTIMATES FOREIGN TAXES	412. 464.	464.
TOTALS	<u>876.</u>	<u>464.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CORPORATION FEES	25.	25.
OFFICE SUPPLIES	112.	112.
TOTALS	<u>137.</u>	<u>137.</u>

ATTACHMENT 5

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>US OBLIGATIONS</u>	<u>TOTAL</u>	<u>ATTACHMENT 6</u>
	<u>ENDING</u>	<u>BOOK VALUE</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>		<u>FMV</u>
CONROE TX INDEP SCH BUILD	250,000.		299,782.
GEORGETOWN TX INDEP SCH DIST	200,000.		241,162.
MD ST ST & LOC FACS LN	100,000.		118,166.
WASH ST VAR PURPOSE SER B5	250,000.		298,493.
STATE OBLIGATIONS TOTAL	<u>800,000.</u>		<u>957,603.</u>

FORM 990PF, PART II - CORPORATE STOCKDESCRIPTION

GENERAL MOTORS

TOTALS

	ENDING <u>FMV</u>
636.	<u>636.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDSDESCRIPTION

CITIGROUP  
GECC  
GECC  
FED HOME LOAN  
BOND PREMIUM

## TOTALS

DESCRIPTION

250,000.  
250,000.  
250,000.  
125,000.  
34,669.

909,669.

ATTACHMENT 8ATTACHMENT 8

250,000.  
324,682.  
243,558.  
140,965.  
34,669.

1,013,322.

1,013,322.

## FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FORTRESS FUND	289,440.	235,968.
ROOSEVELT INVESTMENT GROUP	297,404.	352,189.
SANTA BARBARA ASSET MANAGEMENT	291,706.	393,416.
OPTIONS EXPRESS	2,051,121.	2,424,213.
 TOTALS	 <u>2,929,671.</u>	 <u>3,405,786.</u>

ATTACHMENT 9

ENDING  
FMV289,440.  
297,404.  
291,706.  
2,051,121.2,929,671.3,405,786.

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
COST BASIS ADJUSTMENT ON DONATED ASSETS	473,217.
TOTAL	<u>473,217.</u>

NAME AND ADDRESSTITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

LARRY W. GIES, JR.  
500 WEST MADISON STREET, SUITE 3890  
CHICAGO, IL 60661-4593

DIRECTOR/PRESIDENT

0

BETH G. GIES  
500 WEST MADISON STREET, SUITE 3890  
CHICAGO, IL 60661-4593

DIRECTOR/SECRETARY

0

BRIAN F. RICHARDS  
525 WEST MONROE STREET, SUITE 1600  
CHICAGO, IL 60661

DIRECTOR

0

GRAND TOTALS

0

0

## FORM 900PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	ATTACHMENT 12
				CHARITABLE GIFT
HUNTINGTON'S DISEASE SOCIETY 1930 FAIRFAX ROAD ST CHARLES, IL 60174	NONE 501(C) (3)	CHARITABLE GIFT	100,000	
CHICAGO JESUIT ACADEMY 212 SOUTH FRANCISCO AVENUE CHICAGO, IL 60612	NONE 501(C) (3)	CHARITABLE GIFT	420,000	
GLENWOOD SCHOOL FOR BOYS 500 W 18TH STREET GLENWOOD, IL 60425	NONE 501(C) (3)	CHARITABLE GIFT	15,000	
HOLY TRINITY HIGH SCHOOL 1443 WEST DIVISION STREET CHICAGO, IL 60622	NONE 501(C) (3)	CHARITABLE GIFT	37,125	
ROYAL FAMILY KIDS CAMP 3000 W MACARTHUR BLVD, SUITE 412 SANTA ANA, CA 92704	NONE 501(C) (3)	CHARITABLE GIFT	7,500	
TEACH FOR AMERICA 315 W 36TH STREET, 7TH FLOOR NEW YORK, NY 10018	NONE 501(C) (3)	CHARITABLE GIFT	12,500	

FORM 990PF—PART XV—GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

NEW YORK STEM CELL FOUNDATION  
178 COLUMBUS AVENUE #237064  
NEW YORK, NY 10023

FOUNDATION STATUS OF RECIPIENT

NONE  
501 (C) (3)

PURPOSE OF GRANT OR CONTRIBUTION

CHARITABLE GIFT  
2,500

TOTAL CONTRIBUTIONS PAID

594.625