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

2012

Department of the Treasury
Internal Revenue Service

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

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

<p>Name of foundation DREAM MAKERZ FOUNDATION</p> <p>Number and street (or P O box number if mail is not delivered to street address) 485 HALF DAY ROAD</p> <p>City or town BUFFALO GROVE</p> <p>State ZIP code IL 60089</p>		<p>A Employer identification number 20-5585809</p> <p>B Telephone number (see the instructions) (847) 883-9700</p>																																																																																																																																																																			
<p>G Check all that apply:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: left; vertical-align: top;"> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </td> <td style="width: 50%; text-align: left; vertical-align: top;"> <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </td> </tr> </table>		<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here ► <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																	
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Part III Balance SheetsAttached 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	98,124.	60,734.	60,734.
	2	Savings and temporary cash investments			
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
LIABILITIES	11	Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	1-13 Stmt	1,760,475.	1,866,424.
	14	Land, buildings, and equipment basis	1,033.		
		Less: accumulated depreciation (attach schedule)	1-14 Stmt	1,031.	61.
	15	Other assets (describe			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item 1)		1,858,660.	1,927,160.
					1,974,934.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
NET ASSETS	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		1,858,660.	1,927,160.
	30	Total net assets or fund balances (see instructions)		1,858,660.	1,927,160.
	31	Total liabilities and net assets/fund balances (see instructions)		1,858,660.	1,927,160.

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	1,858,660.
2	Enter amount from Part I, line 27a	2	68,507.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,927,167.
5	Decreases not included in line 2 (itemize)	5	7.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,927,160.

Part V 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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a FROM SCHEDULE K-1 - MF INTERNATIONAL EMERGING MARKET		P	Various	Various
b FROM SCHEDULE K-1 - MF LARGE CAP GROWTH		P	Various	Various
c FROM SCHEDULE K-1 - MF LARGE VALUE FUND		P	Various	Various
d FROM SCHEDULE K-1 - MF SMALL GROWTH FUND		P	Various	Various
e See Columns (a) thru (d)				
(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 0.			487.	-487.
b 1,292.			0.	1,292.
c 40,187.			0.	40,187.
d 1,453.			0.	1,453.
e See Columns (e) thru (h)			327.	7,234.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				-487.
b 0.		0.	0.	1,292.
c 0.		0.	0.	40,187.
d 0.		0.	0.	1,453.
e See Columns (i) thru (l)		0.	0.	7,234.
2 Capital gain net income or (net capital loss).		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 49,679.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3 49,679.

Part VI 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 (column (b) divided by column (c))
2011	83,786.	1,747,313.	0.047951
2010	79,143.	1,599,601.	0.049477
2009	72,127.	1,439,768.	0.050096
2008	88,877.	1,502,229.	0.059163
2007	30,004.	1,007,059.	0.029794

- 2 Total of line 1, column (d) 2 0.236481
- 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 0.047296
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,809,652.
- 5 Multiply line 4 by line 3 5 85,589.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,063.
- 7 Add lines 5 and 6 7 86,652.
- 8 Enter qualifying distributions from Part XII, line 4 8 73,593.

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 V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs)	1	2,126.
Date of ruling or determination letter			
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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	716.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	1,500.	
d Backup withholding erroneously withheld	6 d	0.	
7 Total credits and payments Add lines 6a through 6d	7	2,216.	
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	90.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 90. Refunded	11		

Part VI Statements Regarding Activities

1 a 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
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X
-----	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

1 c	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	X
---	---

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.

3	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

4 a	X
-----	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 b	
-----	--

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T.

6	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

7	X
---	---

• 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?

8 b	X
-----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

9	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

IL - Illinois

10	X
----	---

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	► N/A	Telephone no ► (847) 883-9700
	Located at ► 485 HALF DAY RD, SUITE 200 BUFFALO GROVE IL ZIP + 4 ► 60089	
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
	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►		

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

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

1 a	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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?	
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 ► 20 __ , 20 __ , 20 __ , 20 __	
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)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __	
3 a	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)	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)

5 a 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)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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
JUDITH NAN JOY 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR/PRES 1.00	0.	0.	0.
BETHANY JO SHINER 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
JONATHAN TYLER BERNSTEIN 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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

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		

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	
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

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

All other program-related investments. See instructions

Total. Add lines 1 through 3 ►

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	1 a 1,728,330.
b	Average of monthly cash balances	1 b 108,880.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 1,837,210.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,837,210.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 27,558.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,809,652.
6	Minimum investment return. Enter 5% of line 5	6 90,483.

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 90,483.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,126.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,126.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 88,357.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 88,357.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 88,357.

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	1 a 73,593.
b	Program-related investments – total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 73,593.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 73,593.

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				88,357.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			3,510.	
b Total for prior years 20 20 20	0.			
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 73,593.			3,510.	
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				70,083.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				18,274.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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Part X-IV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	► <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
b Check box to indicate whether the foundation is a private operating foundation described in section				
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test – enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part X-V 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).)

JUDITH NAN JOY

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:

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^a 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
<i>a Paid during the year</i>				
CHICAGO TRAINING CENTER PO BOX 7076 CHICAGO IL 60680		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	10,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA FUND PO BOX 827790 PHILADELPHIA PA 19162		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	7,500.
EDEN VILLAGE CAMP 392 DENNNTOWN ROAD PUTNAM VALLEY NY 10579		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	2,500.
ALEX'S LEMONADE STAND FOUNDATION 333 E. LANCASTER AVE #414 WYNNEWOOD PA 19096		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	1,500.
STANDUP FOR KIDS 83 WALTON STREET, SUITE 100 ATLANTA GA 30303		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	3,700.
MAKE-A-WISH FOUNDATION 640 N LASALLE, SUITE 280 CHICAGO IL 60654		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	10,000.
POLARIS PROJECT PO BOX 77892 WASHINGTON DC 20013		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	6,300.
HIGHLAND PARK LIBRARY 494 LAUREL AVENUE HIGHLAND PARK IL 60035		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	10,000.
CAMP LAURELWOOD 463 SUMMER HILL ROAD MADISON CT 06443		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS	2,000.
Total				► 3a 53,500.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	45.
4	Dividends and interest from securities			14	6,138.
5	Net rental income or (loss) from real estate.				
a	Debt-financed property .. .				
b	Not debt-financed property .. .				
6	Net rental income or (loss) from personal property .. .				
7	Other investment income .. .			14	37,129.
8	Gain or (loss) from sales of assets other than inventory			18	348.
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) .. .				43,660.
13	Total. Add line 12, columns (b), (d), and (e) .. .				43,660.

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

Part XVI-B 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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash .
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets . . .
- (4) Reimbursement arrangements . . .
- (5) Loans or loan guarantees . . .
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

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.

**Sign
Here**



1

TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)?

Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PIN
Paid Preparer Use Only	SCOTT HIRSCH		11/11/13		Scott L. Hirsch PO1215756
	Firm's name	► THE BENIDA GROUP LLC			Firm's EIN ► 36-4232037
	Firm's address	► 485 HALF DAY ROAD SUITE #200 BUFFALO GROVE IL 60089			Phone no (847) 883-9700

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

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

2012

Name of the organization

DREAM MAKERZ FOUNDATION

Employer identification number

20-5585809

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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 (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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

DREAM MAKERZ FOUNDATION

Employer identification number

20-5585809

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JUDITH JOY 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE IL 60089	\$ 100,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Depreciation and Amortization
(Including Information on Listed Property)

2012

Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

DREAM MAKERZ FOUNDATION

Business or activity to which this form relates

Form 990-PF page 1

► See separate instructions. ► Attach to your tax return.

Identifying number

20-5585809

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions)	1
2 Total cost of section 179 property placed in service (see instructions)	2
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5
6	(a) Description of property
	(b) Cost (business use only)
	(c) Elected cost
7 Listed property Enter the amount from line 29	7
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8
9 Tentative deduction. Enter the smaller of line 5 or line 8	9
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15 Property subject to section 168(f)(1) election	15
16 Other depreciation (including ACRS) ..	16

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	60.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions	22
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? Yes No **24b** If 'Yes,' is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) . . .							25	

26 Property used more than 50% in a qualified business use.

27 Property used 50% or less in a qualified business use:

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners			
39 Do you treat all use of vehicles by employees as personal use?			
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?			
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.			

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	--	--------------------------------------

42 Amortization of costs that begins during your 2012 tax year (see instructions)

43 Amortization of costs that began before your 2012 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

Name

DREAM MAKERZ FOUNDATION

Employer Identification Number

20-5585809

Asset Information:Description of Property: 565.2 UNITS OF MF TAXABLE BOND FUND LLCDate Acquired Various How Acquired: PurchasedDate Sold: 09/04/12 Name of Buyer: _____Sales Price 6,000. Cost or other basis (do not reduce by depreciation) .. 5,652.Sales Expense: _____ Valuation Method: ... Fair Market ValueTotal Gain (Loss): 348. Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: ...

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: ... Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: .

Date Acquired: . How Acquired: .

Date Sold: . Name of Buyer: .

Sales Price: . Cost or other basis (do not reduce by depreciation) .

Sales Expense: . Valuation Method: .

Total Gain (Loss): . Accumulation Depreciation: .

Description of Property: .

Date Acquired: . How Acquired: .

Date Sold: . Name of Buyer: .

Sales Price: . Cost or other basis (do not reduce by depreciation) .

Sales Expense: . Valuation Method: .

Total Gain (Loss): . Accumulation Depreciation: .

Description of Property: .

Date Acquired: . How Acquired: .

Date Sold: . Name of Buyer: .

Sales Price: . Cost or other basis (do not reduce by depreciation) .

Sales Expense: . Valuation Method: .

Total Gain (Loss): . Accumulation Depreciation: .

Description of Property: . .

Date Acquired: . How Acquired: .

Date Sold: . Name of Buyer: .

Sales Price: . Cost or other basis (do not reduce by depreciation) .

Sales Expense: . Valuation Method: .

Total Gain (Loss): . Accumulation Depreciation: .

Description of Property: .

Date Acquired: . How Acquired: .

Date Sold: . Name of Buyer: .

Sales Price: . Cost or other basis (do not reduce by depreciation) .

Sales Expense: . Valuation Method: .

Total Gain (Loss): . Accumulation Depreciation: .

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
OTHER INCOME	35,829.		
YEAR 2010 INCOME TAX REFUND	1,300.		
FROM K-1 - MF INTERNATIONAL EMER		-150.	
FROM K-1 - MF LARGE CAP GROWTH		308.	
FROM K-1 - MF LARGE CAP VALUE		18.	
FROM K-1 - MF SMALL CAP GROWTH		53.	
FROM K-1 - MF SMALL CAP VALUE		16.	
FROM K-1 - MF INTERNATIONAL		-125.	
FROM K-1 - MF INFLATION PROTECTION		-85.	
FROM K-1 - MF HIGH YIELD DEBT FU		62.	
FROM K-1 - MF HOPE VENTURE III LLC		336.	
FROM MF ISLAND AGGRESSIVE LLC		11,408.	
FROM MF ISLAND CONSERVATIVE LLC		4,405.	
Total	<u>37,129.</u>	<u>16,246.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2011 EXTENSION PAYMENT	1,500.			
FROM K-1 INTERNATIONAL EMERGING		545.		
FROM K-1 - MF LARGE CAP GROWTH		39.		
FROM K-1 - MF SMALL CAP GROWTH		1.		
FROM K-1 - MF INTERNATIONAL		760.		
FROM K-1 MF INFLATION PROTECTION		90.		
FROM K-1 - MF HIGH YIELD DEBT FU		22.		
NT ACCOUNT #7880		100.		
FROM K-1 - MF HOPE VENTURE III LLC		5.		
Total	<u>1,500.</u>	<u>1,562.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BUSINESS REGISTRATION	25.			25.
DUES & MEMBERSHIPS	725.			725.
INSURANCE EXPENSES	2,250.			2,250.
FROM K-1 - MF INTL EMERGING MKTS		133.		
FROM K-1 - MF INTERNATIONAL		782.		
FROM K-1 - MF HIGH YIELD DEBT		62.		
FROM K-1 - MF LARGE CAP GROWTH		3.		
FROM K-1 - MF LARGE CAP VALUE		3.		
FROM K-1 - MF SMALL CAP GROWTH		2.		
FROM K-1 - MF SMALL CAP VALUE		1.		
FROM K-1 - MF TAXABLE BOND FUND		21.		
FROM K-1 - MF INFLATION PROTECTI		111.		
FROM K-1 - MF HOPE VENTURE III LLC		1,377.		
NT ACCOUNT #7880		89.		
Total	<u>3,000.</u>	<u>2,584.</u>		<u>3,000.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
FROM SCHEDULE K-1 - MF SMALL VALUE	P	Various	Various
FROM SCHEDULE K-1 - MF INTERNATIONAL	P	Various	Various
FROM SCHEDULE K-1 - MF TAXABLE BOND FUND	P	Various	Various
FROM SCHEDULE K-1 - MF INFLATION PROTECTION	P	Various	Various
FROM SCHEDULE K-1 - MF HOPE VENTURE III	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
1,965.		0.	1,965.
1,710.		0.	1,710.
3,618.		0.	3,618.
0.		327.	-327.
268.		0.	268.
Total		327.	7,234.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
0.	0.	0.	1,965.
0.	0.	0.	1,710.
0.	0.	0.	3,618.
0.	0.	0.	-327.
Total	0.	0.	268.
			7,234.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> ERIC F. ACHEPOHL 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	TREASURER/SECRETA 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> SHOSHANNA BERNSTEIN 485 HALF DAY ROAD, SUITE #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	THE BENIDA GROUP	17,004.			17,004.
NORTHERN TRUST	NORTHERN TRUST FEES	89.			89.
Total		17,093.			17,093.

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
GUIDESTAR	09/13/07	100	94	200DB	5.00	6		
ADOBE	12/06/07	9	9	200DB	5.00	0		
COPIER	05/30/07	859	810	200DB	5.00	49		
LAPTOP COMPUTER	06/01/08	30	13	200DB	5.00	1		
COMPUTER	08/31/08	35	14	200DB	5.00	2		

Total

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MF INTERNATIONAL EMERGING MARKETS FUND, LLC	120,000.	146,498.
MF LARGE CAP GROWTH FUND LLC	188,485.	193,602.
MF LARGE VALUE FUND LLC	204,871.	182,977.
MF SMALL CAP GROWTH FUND LLC	52,380.	62,702.
MF SMALL VALUE FUND LLC	75,709.	66,770.
MF HIGH YIELD DEBT FUND LLC	122,500.	135,940.
MF INTERNATIONAL FUND LLC	266,577.	211,075.
MF TAXABLE BOND FUND LLC	274,531.	291,272.
MF ISLAND AGGRESSIVE CORP	100,000.	135,903.
MF ISLAND CONSERVATIVE CORP.	100,000.	124,293.
MF INFLATION PROTECTION LLC	148,000.	139,824.
MFC VANGUARD - INTL REIT ETF	84,014.	88,598.
MFC VANGUARD - REIT ETF	55,602.	60,404.
MF HOPE VENTURE III LLC	15,000.	15,585.
NT ACCOUNT - DIVERSIFIED ASSET PORTFOLIO	58,755.	58,755.
Total	<u>1,866,424.</u>	<u>1,914,198.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
VARIOUS EQUIPMENT	1,033.	1,031.	2.
Total	<u>1,033.</u>	<u>1,031.</u>	<u>2.</u>

Application for Extension of Time To File an
Exempt Organization Return

► 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 extention 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	Name of exempt organization or other filer, see instructions DREAM MAKERZ FOUNDATION	Employer identification number (EIN) or 20-5585809
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P O box, see instructions 485 HALF DAY ROAD, #200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BUFFALO GROVE	IL 60089

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

04

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 (section 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 ► **ERIC E. ACHEPOHL**

Telephone No. ► **1847) 883-9700** FAX No. ► **(1847) 883-9808**

- 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 **Aug 15 2013**, 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 \$ 1,000.
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 \$ 0.
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 \$ 1,000.

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.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. DREAM MAKERZ FOUNDATION	Employer identification number (EIN) or 20-5585809
	Number, street, and room or suite number. If a P.O. box, see instructions. 485 HALF DAY ROAD, #200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BUFFALO GROVE IL 60089	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► **ERIC E. ACHEPOHL**
Telephone No. ► **18471-883-9700** FAX No. ► **18471-883-9808**
- 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.

4 I request an additional 3-month extension of time until **Nov 15 2013**.

5 For calendar year **2012**, or other tax year beginning **2012**, and ending **2012**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

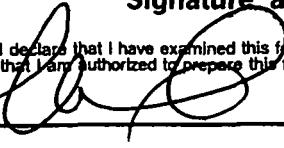
7 State in detail why you need the extension ...

INFORMATION NECESSARY TO COMPLETE THE RETURN HAS NOT BEEN MADE AVAILABLE.

8a 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	8a \$ 2,216.
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 and any amount paid previously with Form 8868	b \$ 1,716.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	c \$ 500.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► CPA
BAA

Title ► CPA

FIFZ0502 01/21/13

Date ► 08/01/13

Form 8868 (Rev 1-2013)