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

OMB No 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation <b>REAM FOUNDATION</b>		<b>A</b> Employer identification number 20-5905128
Number and street (or P.O. box number if mail is not delivered to street address) 485 HALF DAY ROAD		<b>B</b> Telephone number (see the instructions) (847) 883-9700
City or town BUFFALO GROVE	State IL	ZIP code 60089
<b>G</b> Check all that apply: <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		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,126,415.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

## Part II Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	616,326.			
<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	60.	60.		
<b>4</b> Dividends and interest from securities	8,028.	54,181.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-11,645.			
<b>b</b> Gross sales price for all assets on line 6a	170,000.			
<b>7</b> Capital gain net income (from Part IV, line 2)		94,734.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) See Line 11 Stmt	42,787.	20,347.		
<b>12</b> Total. Add lines 1 through 11	655,556.	169,322.		
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule) L-16a Stmt	1,564.			1,564.
<b>b</b> Accounting fees (attach sch)				
<b>c</b> Other prof fees (attach sch) L-16c Stmt	46,844.			46,844.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) See Line 18 Stmt		1,892.		
<b>19</b> Depreciation (attach sch) and depletion L-19 Stmt	181.			
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	639.			639.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	6,463.	3,389.		6,463.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	55,691.	5,281.		55,510.
<b>25</b> Contributions, gifts, grants paid	380,000.			380,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	435,691.	5,281.		435,510.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements	219,865.			
<b>b</b> Net investment income (if negative, enter -0-)		164,041.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

**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
<b>ASSETS</b>	1 Cash – non-interest-bearing	671,826.	702,858.	702,858.
	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) L-10b Stmt	1,796,654.	1,927,667.	1,959,361.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	382,347.	440,347.	464,180.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis	3,109.			
Less: accumulated depreciation (attach schedule)	3,093.	196.	16.	
15 Other assets (describe)				
16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,851,023.	3,070,888.	3,126,415.	
<b>LIABILITIES</b>	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 <b>Total liabilities</b> (add lines 17 through 22)			
<b>NET FUND ASSETS</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	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	2,851,023.	3,070,888.	
	30 <b>Total net assets or fund balances</b> (see instructions)	2,851,023.	3,070,888.	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	2,851,023.	3,070,888.		

**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	2,851,023.
2 Enter amount from Part I, line 27a	2	219,865.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,070,888.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,070,888.

**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 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 INDEX FUND		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.		759.	-759.
b 23,523.		0.	23,523.
c 62,330.		0.	62,330.
d 1,764.		0.	1,764.
e See Columns (e) thru (h)		512.	7,876.

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			-759.
b 0.	0.	0.	23,523.
c 0.	0.	0.	62,330.
d 0.	0.	0.	1,764.
e See Columns (i) thru (l)	0.	0.	7,876.

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	94,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div>		3	94,734.

**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 (column (b) divided by column (c))
2011	462,447.	2,449,692.	0.188778
2010	371,815.	2,112,989.	0.175966
2009	355,361.	1,753,712.	0.202634
2008	378,256.	1,829,141.	0.206794
2007	92,783.	661,780.	0.140202

2 Total of line 1, column (d)	2	0.914374
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	0.182875
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,637,194.
5 Multiply line 4 by line 3	5	482,277.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,640.
7 Add lines 5 and 6	7	483,917.
8 Enter qualifying distributions from Part XII, line 4	8	435,510.

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 VII 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. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
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		1	3,281.
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-)		2	0.
3 Add lines 1 and 2		3	3,281.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,281.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	982.	
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	2,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,982.	
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	299.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 0. Refunded	11		

**Part VIII Statements Regarding Activities**

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . \$ . . . (2) On foundation managers . . . \$ . . .		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$ . . .		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL - Illinois</u>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address . . . . . <b>N/A</b>				
14	The books are in care of <b>ERIC F. ACHEPOHL</b> Telephone no. <b>(847) 883-9700</b> Located at <b>485 HALF DAY ROAD</b> <b>BUFFALO GROVE IL</b> ZIP + 4 <b>60089-8806</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/>	1 b	X
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? . . . . . <input type="checkbox"/>	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . . <input type="checkbox"/>	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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.) . . . . . <input type="checkbox"/>	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/>	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . <input type="checkbox"/>	4 b	X

BAA

Form 990-PF (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?☐ Yes ☐ No

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?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

☐ Yes ☒ No**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b

6 b

7 b

**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
S. MILLER 485 HALF DAY ROAD BUFFALO GROVE IL 60089	DIRECTOR/VP/SECRETARY 1.00	0.	0.	0.
D. MILLER 485 HALF DAY ROAD BUFFALO GROVE IL 60089	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
E. ACHEPOHL 485 HALF DAY ROAD BUFFALO GROVE IL 60089	DIRECTOR/TREASURER 1.00	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



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	2,200,586.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	476,768.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	2,677,354.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,677,354.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	40,160.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,637,194.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	131,860.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	131,860.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	3,281.	
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI.)	<b>2 b</b>		
<b>c</b> Add lines 2a and 2b		<b>2 c</b>	3,281.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	128,579.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	
<b>5</b> Add lines 3 and 4		<b>5</b>	128,579.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	128,579.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	435,510.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	435,510.
<b>5</b> 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)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	435,510.

**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				128,579.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	61,655.			
b From 2008	299,229.			
c From 2009	268,365.			
d From 2010	268,206.			
e From 2011	342,358.			
f Total of lines 3a through e	1,239,813.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 435,510.				
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				128,579.
e Remaining amount distributed out of corpus	306,931.			
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	1,546,744.			
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				0.
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)	61,655.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,485,089.			
10 Analysis of line 9:				
a Excess from 2008	299,229.			
b Excess from 2009	268,365.			
c Excess from 2010	268,206.			
d Excess from 2011	342,358.			
e Excess from 2012	306,931.			



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE ATTACHED				380,000.
<b>Total</b>			<b>3 a</b>	380,000.
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3 b</b>	

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

Enter gross amounts unless otherwise indicated.

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	(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			14	60.	
4	Dividends and interest from securities			14	8,028.	
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	42,787.	
8	Gain or (loss) from sales of assets other than inventory			18	-11,645.	
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)				39,230.	
13	Total. Add line 12, columns (b), (d), and (e)				39,230.	

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

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

[illegible]



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2012**

Name of the organization

REAM FOUNDATION

Employer identification number

20-5905128

**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 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).

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

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

Name of organization

Employer identification number

REAM FOUNDATION

20-5905128

**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	HLM & JM 2006 CHARITABLE LEAD TRUST 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE IL 60089	\$ 365,322.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	S. MILLER 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE IL 60089	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HLM CHARITABLE LEAD TRUST III 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE IL 60089	\$ 151,003.	Person <input checked="" 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.)

Form **4562****Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2012**Department of the Treasury  
Internal Revenue Service (99)

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

Attachment  
Sequence No **179**

Name(s) shown on return

Identifying number

REAM FOUNDATION

20-5905128

Business or activity to which this form relates

Form 990-PF page 1

**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	181.
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	
i Nonresidential real property			39 yrs	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	181.
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
<b>25</b> 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)							<b>25</b>	

**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

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

**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.

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

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> 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.		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> 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?		
<b>41</b> 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
<b>42</b> Amortization of costs that begins during your 2012 tax year (see instructions):					
<b>43</b> Amortization of costs that began before your 2012 tax year					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>

**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2012**

Name

Employer Identification Number

REAM FOUNDATION

20-5905128

**Asset Information:**

Description of Property:	3,832.25 UNITS MF LARGE CAP GROWTH		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	05/01/12	Name of Buyer:	
Sales Price:	45,000.	Cost or other basis (do not reduce by depreciation)	43,776.
Sales Expense:		Valuation Method:	Fair Market Value
Total Gain (Loss):	1,224.	Accumulation Depreciation:	
Description of Property:	2,593.17 UNITS MF LARGE CAP GROWTH		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	12/31/12	Name of Buyer:	
Sales Price:	30,000.	Cost or other basis (do not reduce by depreciation)	29,622.
Sales Expense:		Valuation Method:	Fair Market Value
Total Gain (Loss):	378.	Accumulation Depreciation:	
Description of Property:	5,949.52 UNITS MF LARGE CAP VALUE		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	05/01/12	Name of Buyer:	
Sales Price:	65,000.	Cost or other basis (do not reduce by depreciation)	74,386.
Sales Expense:		Valuation Method:	Fair Market Value
Total Gain (Loss):	-9,386.	Accumulation Depreciation:	
Description of Property:	2,708.26 UNITS MF LARGE CAP VALUE		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	12/31/12	Name of Buyer:	
Sales Price:	30,000.	Cost or other basis (do not reduce by depreciation)	33,861.
Sales Expense:		Valuation Method:	Fair Market Value
Total Gain (Loss):	-3,861.	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	42,787.		
FROM K-1 MF LARGE CAP GROWTH		379.	
FROM K-1 MF LARGE CAP VALUE		25.	
FROM K-1 SMALL CAP GROWTH		43.	
FROM K-1 SMALL CAP VALUE		19.	
FROM K-1 MF INTERNATIONAL		-159.	
FROM K-1 MF INTERNATIONAL EMERGI		-158.	
FROM K-1 MF INFLATION PROTECTION		-90.	
FROM SCHEDULE K-1 - MF HIGH YIELD		41.	
FROM SCHEDULE K-1 - MF HOPE VENT		424.	
FROM MF ISLAND AGGRESSIVE		14,097.	
FROM MF ISLAND CONSERVATIVE		5,726.	
Total	42,787.	20,347.	

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

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FROM K-1 MF INDEX FUND		1.		
FROM K-1 - MF LARGE CAP GROWTH		48.		
FROM K-1 - MF SMALL CAP GROWTH		2.		
FROM K-1 - MF INTERNATIONAL		967.		
FROM K-1 - MF INTERNATIONAL EMER		578.		
FROM K-1 MF INFLATION PROTECTION		139.		
FROM SCHEDULE K-1 - MF HOPE VENT		6.		
NT ACCOUNT #7866		131.		
FROM SCHEDULE K-1 - MF HIGH YIELD		20.		
Total		1,892.		

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
DUES & MEMBERSHIPS	941.			941.
MISCELLANEOUS	712.			712.
POSTAGE, MAILING SERVICE	228.			228.
PROFESSIONAL DEVELOPMENT	1,604.			1,604.
INSURANCE EXPENSES	2,250.			2,250.
IGAM FEES	634.			634.
BLACKBERRIES & CONFERENCE CALLS	94.			94.
FROM K-1 MF INDEX FUND		2.		
FROM K-1 - MF LARGE CAP GROWTH		4.		
FROM K-1 - MF LARGE CAP VALUE		4.		
FROM K-1 - MF SMALL CAP GROWTH		2.		
FROM K-1 - MF SMALL CAP VALUE		2.		
FROM K-1 - MF INTERNATIONAL		996.		
FROM K-1 - MF INTERNATIONAL EMER		141.		
FROM K-1 MF INFLATION PROTECTION		172.		
FROM K-1 HIGH YIELD DEBT		57.		
FROM K-1 TAXABLE BOND FUND		22.		
FROM SCHEDULE K-1 - MF HOPE VENT		1,836.		
NT ACCOUNT #7866		151.		

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

Continued

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Total	<u>6,463.</u>	<u>3,389.</u>		<u>6,463.</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 INTERNATIONAL EMERGING MARKET	P	Various	Various
FROM SCHEDULE K-1 – MF HOPE VENTURE III	P	Various	Various
FROM SCHEDULE K-1 – MF TAXABLE BOND FUND	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)
2,476.		0.	2,476.
2,169.		0.	2,169.
0.		512.	-512.
358.		0.	358.
3,385.		0.	3,385.
Total		<u>512.</u>	<u>7,876.</u>

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.	2,476.
0.	0.	0.	2,169.
			-512.
0.	0.	0.	358.
0.	0.	0.	3,385.
Total	<u>0.</u>	<u>0.</u>	<u>7,876.</u>

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY	LEGAL FEES	1,564.			1,564.
Total		<u>1,564.</u>			<u>1,564.</u>

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
THE BENIDA GROUP	MANAGEMENT SERVICES	46,693.			46,693.
NORTHERN TRUST	NORTHERN TRUST FEES	151.			151.
Total		<u>46,844.</u>			<u>46,844.</u>

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
GIFTS SOFTWARE	04/17/07	1489	1403	200DB	5.00	86		
COMPUTER	04/17/07	179	169	200DB	5.00	10		
DESKTOP	05/08/07	104	98	200DB	5.00	6		
BLACKBERRY	05/08/07	62	58	200DB	5.00	4		
COPIER	05/30/07	859	810	200DB	5.00	49		
GUIDESTAR	07/27/07	100	94	200DB	5.00	6		
PRINTER	07/27/07	67	63	200DB	5.00	4		
DESKTOP	12/06/07	73	69	200DB	5.00	4		
ICEY BOARD	02/01/08	4	1	200DB	5.00	1		
COLOR PRINTER	02/01/08	23	9	200DB	5.00	1		
NOTEBOOK	11/10/09	106	37	200DB	5.00	6		
LAPTOP MOUSE	12/08/09	5	2	200DB	5.00	0		
PRINTER	05/25/10	39	10	200DB	5.00	4		

Total

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
MF INTERNATIONAL FD LP	339,607.	268,736.
MF LARGE CAP GROWTH FD LP	198,454.	208,563.
MF LARGE CAP VALUE FD LP	239,062.	211,804.
MF S&P INDEX FD LP	193,252.	195,575.

Form 990-PF, Page 2, Part II, Line 10b

Continued

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
MF SMALL CAP GROWTH FD LP	55,430.	76,887.
MF SMALL CAP VALUE	71,151.	82,524.
MF INTERNATIONAL EMERGING MARKET	132,909.	155,074.
MF ISLAND AGGRESSIVE	135,000.	167,909.
MF ISLAND CONSERVATIVE	140,000.	161,551.
MF INFLATION PROTECTION	167,132.	164,810.
NT ACCOUNT #7866 - DIVERSIFIED ASSET PORTFOLIO	76,560.	76,560.
MF HOPE VENTURE III LLC	20,000.	20,781.
MFC VANGUARD INTL - REIT ETF	95,815.	100,155.
MFC VANGUARD - REIT ETF	63,295.	68,432.
Total	<u>1,927,667.</u>	<u>1,959,361.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L- 10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
MF TAXABLE BOND FUND	319,000.	336,252.
MF HIGH YIELD DEBT FUND	117,208.	123,789.
NT ACCOUNT #7867 - DIVERSIFIED ASSET PORTFOLIO	4,139.	4,139.
Total	<u>440,347.</u>	<u>464,180.</u>

**The REAM Foundation**  
Year 2012 Grants

EIN # 20-5905128

Payment Date	Name	Address	Foundation Status of recipient	Purpose	Amount
1/12/2012	Vanderbilt University	2201 West End Ave Nashville, TN 37235	Public	Support Organization's Program	\$15,000 00
4/20/2012	Albany Park Theater Project	P O Box 257995 Chicago, IL 60625-7995	Public	Support Organization's Program	\$5,000 00
4/23/2012	Chicago Lighthouse for People who are Blind or Visually Impaired	1850 West Roosevelt Road Chicago, IL 60608-1288	Public	Support Organization's Program	\$5,000 00
4/23/2012	Children's Research Triangle	180 N Michigan Avenue, Suite 700 Chicago, IL 60601	Public	Support Organization's Program	\$5,000 00
4/23/2012	Ene Family Health Center	1701 West Superior, 3rd Floor Chicago, IL 60622	Public	Support Organization's Program	\$5,000 00
4/23/2012	Hephzibah Children's Association	946 North Blvd Oak Park, IL 60301	Public	Support Organization's Program	\$10,000 00
4/23/2012	Jewish Child and Family Services	216 West Jackson, Room 818 Chicago, IL 60606	Public	Support Organization's Program	\$10,000 00
4/23/2012	Project Exploration	950 East 61st Street Chicago, IL 60637	Public	Support Organization's Program	\$10,000 00
4/23/2012	Raven Theatre Company	6157 N Clark Street Chicago, IL 60660	Public	Support Organization's Program	\$5,000 00
4/23/2012	Spark	223 W Jackson Blvd, Suite 600 Chicago, IL 60606	Public	Support Organization's Program	\$5,000 00
4/23/2012	Victory Gardens Theater	2433 N Lincoln Avenue Chicago, IL 60614	Public	Support Organization's Program	\$25,000 00
4/30/2012	Family Focus, Inc	310 S Peoria St, Ste 301 Chicago, IL 60607	Public	Support Organization's Program	\$5,000 00
4/30/2012	i c stars	415 N Dearborn, Suite 300 Chicago, IL 60654	Public	Support Organization's Program	\$5,000 00
4/30/2012	Noble Network of Charter Schools	1 North State St Floor 7-L Chicago, IL 60602	Public	Support Organization's Program	\$5,000 00
5/29/2012	i c stars	415 N Dearborn, Suite 300 Chicago, IL 60654	Public	Support Organization's Program	\$15,000 00
8/7/2012	i c stars	415 N Dearborn, Suite 300 Chicago, IL 60654	Public	Support Organization's Program	\$29,140 00
9/7/2012	Big Brothers Big Sisters of Metropolitan Chicago	560 West Lake Street, 5th Floor Chicago, IL 60661	Public	Support Organization's Program	\$10,000 00
9/7/2012	OneGoal	215 W Superior Street, Suite 700 Chicago, IL 60654	Public	Support Organization's Program	\$30,000 00
9/7/2012	Posse Foundation	111 W Jackson Blvd, Ste 1900 Chicago, IL 60604	Public	Support Organization's Program	\$10,000 00
9/11/2012	Marwen	833 North Orleans Street Chicago, IL 60610	Public	Support Organization's Program	\$15,000 00
9/21/2012	Children's Literacy Initiative	2314 Market Street 3rd Floor Philadelphia, PA 19103	Public	Support Organization's Program	\$5,000 00
9/28/2012	i c stars	415 N Dearborn, Suite 300 Chicago, IL 60654	Public	Support Organization's Program	\$860 00
9/28/2012	Center for Jewish Genetics (via JUF)	30 South Wells Chicago, IL 60606	Public	Support Organization's Program	\$10,000 00
12/21/2012	Action For Healthy Kids Inc	600 W Van Buren Street, Suite 720 Chicago, IL 60607	Public	Support Organization's Program	\$10,000 00
12/21/2012	American Jewish World Service	45 West 36th Street New York, NY 10018	Public	Support Organization's Program	\$35,000 00
12/21/2012	Between Friends	P O Box 608548 Chicago, IL 60660	Public	Support Organization's Program	\$5,000 00
12/21/2012	Carole Robertson Center for Learning	2020 West Roosevelt Road Chicago, IL 60608	Public	Support Organization's Program	\$5,000 00
12/21/2012	Chicago High School For The Arts	521 E 35th St Chicago, IL 60616	Public	Support Organization's Program	\$20,000 00
12/21/2012	Imagination Theater	2936 N Southport Chicago, IL 60657	Public	Support Organization's Program	\$20,000 00
12/21/2012	Intonation Music Workshop	345 N Loomis Ste 509 Chicago, IL 60607	Public	Support Organization's Program	\$10,000 00
12/21/2012	Music Institute of Chicago	517 Green Bay Road Wilmette, IL 60091	Public	Support Organization's Program	\$15,000 00
12/21/2012	Teen Parent Connection	739 Roosevelt Rd, Building 8, Suite 100 Glen Ellyn, IL 60137	Public	Support Organization's Program	\$10,000 00
12/21/2012	Victory Gardens Theater	2433 N Lincoln Avenue Chicago, IL 60614	Public	Support Organization's Program	\$10,000 00
					<b>\$380,000.00</b>

## Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://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.	Employer identification number (EIN) or
	REAM FOUNDATION	20-5905128
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	485 HALF DAY ROAD, #200	
File by the due date for filing your return. See instructions.	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 F. ACHEPOHL

Telephone No. (847) 883-9700 FAX No. (847) 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 \$	1,500.
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 \$	1,500.

**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.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

FIF20501 01/21/13

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

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).

**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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	REAM FOUNDATION	20-5905128
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	485 HALF DAY ROAD, #200	
File by the extended due date for filing your return. See instructions.	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. ▶ (847) 883-9700 FAX No. ▶ (847) 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.

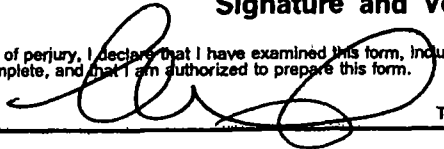
- I request an additional 3-month extension of time until Nov 15, 20 13.
- For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in 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 \$	2,982.
8b 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 . . . . .	8b \$	2,482.
8c 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 . . . . .	8c \$	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 Date ▶ 08/01/13  
IAA FIFZ0502 01/21/13 Form 8868 (Rev 1-2013)