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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

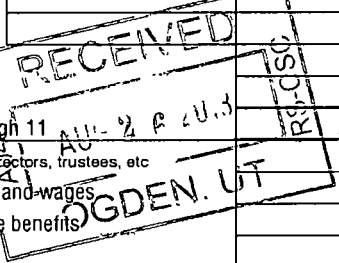
Name of foundation AGADINO FOUNDATION		A Employer identification number 20-5919762
Number and street (or P O box number if mail is not delivered to street address) 135 S. LASALLE ST., SUITE 2350		B Telephone number (312) 425-2700
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 624,688.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		815.	815.		STATEMENT 1
4 Dividends and interest from securities		14,275.	14,275.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,686.			
b Gross sales price for all assets on line 6a 321,748.					
7 Capital gain net income (from Part IV, line 2)			15,686.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		917.	917.		STATEMENT 3
12 Total Add lines 1 through 11		31,693.	31,693.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		1,000.	1,000.		0.
17 Interest					
18 Taxes STMT 5		332.	247.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		4,846.	4,846.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		6,178.	6,093.		0.
25 Contributions, gifts, grants paid		31,000.			31,000.
26 Total expenses and disbursements. Add lines 24 and 25		37,178.	6,093.		31,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<5,485.>			
b Net investment income (if negative, enter -0-)			25,600.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 27 2013

Revenue

Operating and Administrative Expenses



g21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	35,768.	26,928.	26,928.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	273,685.	246,625.	261,916.
	c Investments - corporate bonds STMT 10	147,018.	183,018.	195,251.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	145,837.	138,427.	140,593.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	602,308.	594,998.	624,688.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	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.			
	27 Capital stock, trust principal, or current funds	<166,858.>	<166,858.>	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	769,166.	761,856.		
30 Total net assets or fund balances	602,308.	594,998.		
31 Total liabilities and net assets/fund balances	602,308.	594,998.		

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	602,308.
2 Enter amount from Part I, line 27a	2	<5,485.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,028.
4 Add lines 1, 2, and 3	4	597,851.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,853.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	594,998.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 321,748.		306,062.	15,686.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			15,686.

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	15,686.
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). If (loss), enter -0- in Part I, line 8 }		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	29,957.	627,603.	.047732
2010	27,176.	610,739.	.044497
2009	21,201.	554,249.	.038252
2008	0.	632,080.	.000000
2007	0.	0.	.000000

2 Total of line 1, column (d)	2	.130481
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	.026096
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	621,558.
5 Multiply line 4 by line 3	5	16,220.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	256.
7 Add lines 5 and 6	7	16,476.
8 Enter qualifying distributions from Part XII, line 4	8	31,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	256.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	256.
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	256.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	544.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 544. Refunded ☒ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.AGADINOFUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>WALTER W. BELL</u> Telephone no. ► <u>(312) 425-2700</u> Located at ► <u>135 S. LASALLE ST., STE 2350, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARGARET H. BLAIR	DIRECTOR/PRESIDENT			
135 S. LASALLE ST, STE 2350	0.00	0.	0.	0.
CHICAGO, IL 60603				
ALEXANDRA T.L. BLAIR	DIRECTOR/VICE PRESIDENT/SE			
135 S. LASALLE ST, STE 2350	0.00	0.	0.	0.
CHICAGO, IL 60603				
ALDEN H. BLAIR	DIRECTOR/VICE PRESIDENT/TR			
135 S. LASALLE ST, STE 2350	0.00	0.	0.	0.
CHICAGO, IL 60603				
WALTER W. BELL	ASST. SECRETARY/ASST. TREA			
135 S. LASALLE ST, STE 2350	0.00	0.	0.	0.
CHICAGO, IL 60603				

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	606,871.
b	Average of monthly cash balances	1b	24,152.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	631,023.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	631,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,465.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	621,558.
6	Minimum investment return. Enter 5% of line 5	6	31,078.

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	31,078.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	256.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	256.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,822.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,822.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,822.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	31,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	31,000.
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	5	256.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,744.

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.

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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				30,822.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,987.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 31,000.				
a Applied to 2011, but not more than line 2a			30,987.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				13.
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).)	0.			0.
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		0.		
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				30,809.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- SEE STATEMENT 12

- NONE

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

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

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

- c Any submission deadlines:**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SUSTAINABLE HEALTH ENTERPRISES 260 5TH AVENUE 9TH FLOOR NEW YORK, NY 10001-6408	NONE	PUBLIC CHARITY	GENERAL	5,000.
THIRD COAST AUDIO FESTIVAL 848 EAST GRAND AVENUE SUITE 400 CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL	10,000.
UNIVERSITY OF CALIFORNIA, SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064	NONE	PUBLIC CHARITY	GENERAL	5,000.
TIBETAN CHILDREN'S EDUCATION P.O. BOX 1403 HELENA, MT 59624	NONE	PUBLIC CHARITY	GENERAL	3,000.
BREAKING GROUND 3501 W. FILMORE STREET CHICAGO, IL 60624	NONE	PUBLIC CHARITY	GENERAL	3,000.
Total	SEE CONTINUATION SHEET(S)			3a 31,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

PRESIDENT

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN

**Paid
Preparer
Use Only**

BRENT L. BARRINGER

Preparer's signature

SON LLC

Date
8-5-13

P00605367

Firm's name ▶ BELL & ANDERSON LLC

Firm's EIN ▶ 36-4239396

Firm's address ► 135 S LASALLE, SUITE 2350
CHICAGO, IL 60603-4153

Phone no. (312) 425-2700

Form **990-PF** (2012)

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KRAFT FOODS INC 51 SHS	P	11/07/11	03/28/12
b	ASCENA RETAIL GROUP INC 61 SHS	P	11/07/11	03/28/12
c	BAKER HUGHES INC 32 SHS	P	11/07/11	03/28/12
d	TYCO INTERNATIONAL LTD NEW 7 SHS	P	11/07/11	07/16/12
e	HOME DEPOT INC 7 SHS	P	11/07/11	07/16/12
f	WYNN RESORTS LTD 14 SHS	P	11/07/11	07/16/12
g	FORD MOTOR COMPANY 133 SHS	P	11/07/11	07/16/12
h	CENTURYLINK INC 48 SHS	P	11/07/11	07/16/12
i	ISHARES S&P LATIN AM 350 SHS	P	03/15/12	07/26/12
j	CAPITAL ONE FINANCIAL CORP 4 SHS	P	11/07/11	08/24/12
k	OCCIDENTAL PETE CORP	P	11/07/11	08/24/12
l	TYCO INTERNATIONAL LTD NEW 39 SHS	P	11/07/11	08/24/12
m	TEXAS INSTRUMENTS INC	P	11/07/11	08/24/12
n	COMCAST CORP CLASS A 13 SHS	P	11/07/11	08/24/12
o	ISHARES TR MSCI EMERGING MARK 520 SHS	P	03/15/12	09/07/12

(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 1,933.		1,797.	136.
b 2,698.		1,698.	1,000.
c 1,308.		1,808.	<500.>
d 365.		322.	43.
e 360.		261.	99.
f 1,352.		1,798.	<446.>
g 1,228.		1,491.	<263.>
h 1,973.		1,751.	222.
i 14,426.		16,972.	<2,546.>
j 227.		185.	42.
k 1,752.		1,962.	<210.>
l 2,202.		1,795.	407.
m 1,830.		1,952.	<122.>
n 442.		294.	148.
o 21,102.		22,974.	<1,872.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			136.
b			1,000.
c			<500.>
d			43.
e			99.
f			<446.>
g			<263.>
h			222.
i			<2,546.>
j			42.
k			<210.>
l			407.
m			<122.>
n			148.
o			<1,872.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a HONEYWELL INTERNATIONAL INC 34 SHS	P	11/07/11	10/01/12
b INTERNATIONAL BUSINESS MACHINES 12 SHS	P	11/07/11	10/01/12
c JOHNSON & JOHNSON 31 SHS	P	11/07/11	10/01/12
d GENERAL ELECTRIC CO 105 SHS	P	11/07/11	10/01/12
e INTUIT COM 35 SHS	P	12/21/11	10/01/12
f TIMKEN CO 46 SHS	P	11/07/11	10/01/12
g UNUM GROUP 79 SHS	P	11/07/11	10/01/12
h HOME DEPOT INC 45 SHS	P	11/07/11	10/01/12
i GILEAD SCIENCES INC 12 SHS	P	11/07/11	10/01/12
j ECOLAB INC 27 SHS	P	12/21/11	10/01/12
k VERIZON COMMUNICATIONS 45 SHS	P	07/16/12	10/01/12
l UNITED TECHNOLOGIES CORP 27 SHS	P	11/07/11	10/01/12
m CARDINAL HEALTH INC COM	P	11/07/11	10/01/12
n CAPITAL ONE FINANCIAL CORP 3 SHS	P	11/07/11	10/01/12
o BRISTOL MYERS SQUIBB CO 69 SHS	P	11/07/11	10/01/12

(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 2,068.		1,830.	238.
b 2,534.		2,250.	284.
c 2,146.		1,976.	170.
d 2,399.		1,720.	679.
e 2,071.		1,857.	214.
f 1,704.		2,010.	<306.>
g 1,538.		1,735.	<197.>
h 2,727.		1,677.	1,050.
i 809.		492.	317.
j 1,754.		1,516.	238.
k 2,057.		2,042.	15.
l 2,118.		2,106.	12.
m 1,701.		1,895.	<194.>
n 175.		139.	36.
o 2,347.		2,165.	182.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			238.
b			284.
c			170.
d			679.
e			214.
f			<306.>
g			<197.>
h			1,050.
i			317.
j			238.
k			15.
l			12.
m			<194.>
n			36.
o			182.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PROCTER & GAMBLE CO 30 SHS	P	11/07/11	10/01/12
b PUBLIC SVC ENTERPRISE GROUP 53 SHS	P	11/07/11	10/01/12
c AMGEN INC 23 SHS	P	11/07/11	10/01/12
d ACE LIMITED 35 SHS	P	11/07/11	10/01/12
e MEADWESTVACO CORP 59 SHS	P	11/07/11	10/01/12
f MCKESSON CORP 24 SHS	P	11/07/11	10/01/12
g MCDONALDS CORP 24 SHS	P	11/07/11	10/01/12
h COSTCO WHOLESALE CORP 28 SHS	P	10/10/11	10/01/12
i TOTAL FINA ELF SA ADR 43 SHS	P	08/24/12	10/16/12
j CONOCOPHILLIPS 25 SHS	P	11/07/11	10/16/12
k ABBOTT LABORATORIES 26 SHS	P	10/01/12	11/07/12
l DIAGEO PLC - ADR 2 SHS	P	10/16/12	11/16/12
m DIAGEO PLC - ADR 2 SHS	P	10/01/12	11/16/12
n ANHEUSER BUSCH INBEV SPN ADR 1 SH	P	12/21/11	11/16/12
o ANHEUSER BUSCH INBEV SPN ADR 9 SHS	P	10/01/12	11/16/12

(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 2,085.		1,898.	187.
b 1,687.		1,809.	<122.>
c 1,957.		1,339.	618.
d 2,696.		2,525.	171.
e 1,824.		1,502.	322.
f 2,069.		1,959.	110.
g 2,211.		2,260.	<49.>
h 2,822.		2,272.	550.
i 2,215.		2,114.	101.
j 1,440.		1,377.	63.
k 1,680.		1,802.	<122.>
l 228.		230.	<2.>
m 228.		227.	1.
n 83.		59.	24.
o 744.		772.	<28.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			187.
b			<122.>
c			618.
d			171.
e			322.
f			110.
g			<49.>
h			550.
i			101.
j			63.
k			<122.>
l			<2.>
m			1.
n			24.
o			<28.>

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

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).
If (loss), enter "-0-" in Part I, line 8

3

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	COOPER INDUSTRIES PLC NEW IRE 24 SHS	P	10/01/12	11/30/12
b	COOPER INDUSTRIES PLC NEW IRE 5 SHS	P	10/16/12	11/30/12
c	T ROWE PRICE NEW ASIA FD	P	09/09/11	03/14/12
d	I SHARES MSCI TAIWAN 750 SHS	P	08/23/11	03/14/12
e	ACCO BRANDS CORP .46 SHS	P	11/07/11	05/15/12
f	PHILLIPS 66 12 SHS	P	11/07/11	05/17/12
g	ACCO BRANDS CORP 19 SHS	P	11/07/11	05/17/12
h	PHILLIPS 66 0.5 SHS	P	11/07/11	05/22/12
i	VANGUARD REIT VIPER 230 SHS	P	11/14/11	07/19/12
j	DELAWARE POOLED TR INTL EQ 2629.54 SHS	P	12/05/11	07/26/12
k	ELEMENTS ROGERS AGRI TOT RET 1080 SHS	P	07/26/12	12/07/12
l	EATON CORP PLC .47 SHS	P	11/30/12	12/17/12
m	ACCENTURE PLC 35 SHS	P	06/03/11	10/01/12
n	QUALCOMM INC 33 SHS	P	06/03/11	10/01/12
o	DANAHER CORP 75 SHS	P	06/03/11	10/01/12

(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 1,905.		1,802.	103.
b 397.		371.	26.
c 12,525.		14,000.	<1,475.>
d 10,139.		10,098.	41.
e 5.		4.	1.
f 378.		393.	<15.>
g 188.		181.	7.
h 16.		16.	0.
i 15,226.		12,885.	2,341.
j 31,292.		34,000.	<2,708.>
k 10,077.		10,562.	<485.>
l 25.		24.	1.
m 2,449.		1,957.	492.
n 2,045.		1,888.	157.
o 4,215.		3,891.	324.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			103.
b			26.
c			<1,475.>
d			41.
e			1.
f			<15.>
g			7.
h			0.
i			2,341.
j			<2,708.>
k			<485.>
l			1.
m			492.
n			157.
o			324.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	INTERCONTINENTAL EXCHANGE INC 15 SHS	P	06/03/11	10/01/12
b	EXXON MOBIL CORP 27 SHS	P	06/03/11	10/16/12
c	APPLE COMPUTER INC COM 7 SHS	P	06/03/11	12/31/12
d	PIMCO COMMODITY REAL RET STR 545.34 SHS	P	05/26/10	04/17/12
e	PIMCO COMMODITY REAL RET STR 809.25 SHS	P	11/30/10	04/17/12
f	ROYCE PREMIER FUND W CLASS 56 737.33 SHS	P	03/21/11	06/22/12
g	VANGUARD REIT VIPER 45 SHS	P	07/12/11	07/19/12
h	VANGUARD REIT VIPER 40 SHS	P	07/12/11	07/19/12
i	ALLIANZ NFJ DIV VAL FD 1379.95 SHS	P	09/20/11	12/11/12
j	SPDR DJ WILSHIRE INTL 180 SHS	P	11/14/11	12/11/12
k	T ROWE PRICE REAL ESTATE FD 436.23 SHS	P	11/30/10	12/11/12
l	JPMORGAN MID CAP VALUE 922.51 SHS	P	08/23/11	12/11/12
m	SPDR DJ WILSHIRE INTL 345 SHS	P	09/07/10	12/11/12
n	VANGUARD REIT VIPER 50 SHS	P	09/14/11	12/12/12
o	VANGUARD REIT VIPER 90 SHS	P	11/14/11	12/12/12

(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 1,985.		1,737.	248.
b 2,490.		2,199.	291.
c 3,570.		2,396.	1,174.
d 3,588.		4,040.	<452.>
e 5,325.		7,000.	<1,675.>
f 13,714.		16,000.	<2,286.>
g 2,979.		2,771.	208.
h 2,648.		2,544.	104.
i 17,650.		15,000.	2,650.
j 7,538.		6,119.	1,419.
k 9,065.		7,339.	1,726.
l 26,273.		20,000.	6,273.
m 14,448.		12,622.	1,826.
n 3,258.		2,723.	535.
o 5,864.		4,951.	913.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			248.
b			291.
c			1,174.
d			<452.>
e			<1,675.>
f			<2,286.>
g			208.
h			104.
i			2,650.
j			1,419.
k			1,726.
l			6,273.
m			1,826.
n			535.
o			913.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

AGADINO FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHEVRON CORP 18 SHS	P	11/07/11	10/16/12
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 2,051.		1,934.	117.
b 3,105.			3,105.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			117.
b			3,105.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	15,686.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

3 Grants and Contributions Paid During the Year (Continuation)

223831
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO	815.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	815.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	17,380.	3,105.	14,275.
TOTAL TO FM 990-PF, PART I, LN 4	17,380.	3,105.	14,275.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO - JP MORGAN ALERIAN MLP INDEX	917.	917.	
TOTAL TO FORM 990-PF, PART I, LINE 11	917.	917.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAY CIHLA - WEBSITE DESIGN AND MAINTENANCE	1,000.	1,000.		0.
TO FORM 990-PF, PG 1, LN 16C	1,000.	1,000.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	247.	247.			0.
12/31/11 EXCISE TAX DUE	85.	0.			0.
TO FORM 990-PF, PG 1, LN 18	332.	247.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WELLS FARGO - ACCOUNT MANAGEMENT FEES	4,830.	4,830.			0.
ILLINOIS CHARITY BUREAU INVESTMENT EXPENSE - ADR FEES	15.	15.			0.
	1.	1.			0.
TO FORM 990-PF, PG 1, LN 23	4,846.	4,846.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
2011 DIVIDENDS RECEIVED IN 2012	788.				
NONDIVIDEND DISTRIBUTIONS	191.				
FOREIGN TAX ON 2012 DIVIDENDS POSTING IN 2013	45.				
ROUNDING ADJUSTMENTS	4.				
TOTAL TO FORM 990-PF, PART III, LINE 3	1,028.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
2012 DIVIDENDS RECEIVED IN 2013	1,360.
12/31/12 SALE OF APPLE - PROCEEDS REC'D IN 2013	1,174.
ADJUSTMENT FOR SALE OF COOPER IND DUE TO EATON MERGER	129.
ADJUSTMENT OF BASIS ON SALE OF VANGUARD REITS	167.
ADJUSTMENT OF BASIS ON SALE OF T ROWE PRICE REAL ESTATE FD	23.
 TOTAL TO FORM 990-PF, PART III, LINE 5	 2,853.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	246,625.	261,916.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 246,625.	 261,916.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME DOMESTIC MUTUAL FUNDS	155,109.	164,517.
FIXED INCOME CORPORATE OBLIGATIONS	24,909.	27,368.
FIXED INCOME FOREIGN MUTUAL FUNDS	3,000.	3,366.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 183,018.	 195,251.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	72,000.	73,839.
REAL ESTATE & SPECIALTY ASSETS	COST	66,427.	66,754.
 TOTAL TO FORM 990-PF, PART II, LINE 13		 138,427.	 140,593.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGERMARGARET H. BLAIR
ALEXANDRA T.L. BLAIR
ALDEN H. BLAIR