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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

EDLIS - NEESON FOUNDATION, NFP
175 E. DELAWARE #5116
CHICAGO, IL 60611**A** Employer identification number
20-8986573**B** Telephone number (see the instructions)
312-787-6798**C** If exemption application is pending, check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)
\$ 21,360,860.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**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) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 27,585,499.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED MAY 16 2013

ADMINISTRATIVE AND OPERATING EXPENSES

RECEIVED
MAY 14 2013
STATEMENT

90-14 7/1

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
A S S E T S	1 Cash — non-interest-bearing	1,079,713.	18,105,860.	18,105,860.
	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)	27,782,360.		
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	2,820,000.	3,255,000.	3,255,000.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)	754.			
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	31,682,827.	21,360,860.	21,360,860.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
F U N D A S S E T A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	31,682,827.	21,360,860.	
	30 Total net assets or fund balances (see instructions)	31,682,827.	21,360,860.	
	31 Total liabilities and net assets/fund balances (see instructions)	31,682,827.	21,360,860.	

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	31,682,827.
2 Enter amount from Part I, line 27a	2	-5,344,193.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	26,338,634.
5 Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 5</u>	5	4,977,774.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	21,360,860.

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b				
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 27,585,499.		22,804,586.	4,780,913.	
b				
c				
d				
e				
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				4,780,913.
b				
c				
d				
e				
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 4,780,913.
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 0.

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

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

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

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

☐ Yes☒ No

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

(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	6,709,312.	34,151,708.	0.196456
2010	2,912,670.	33,247,258.	0.087606
2009	1,797,825.	34,938,457.	0.051457
2008	4,057,016.	25,368,671.	0.159922
2007	699,610.	4,669,219.	0.149834
2 Total of line 1, column (d)			2 0.645275
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 0.129055
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 22,924,773.
5 Multiply line 4 by line 3			5 2,958,557.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,337.
7 Add lines 5 and 6			7 3,009,894.
8 Enter qualifying distributions from Part XII, line 4			8 10,477,861.

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)

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	51,337.
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	51,337.
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	51,337.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	16,000.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	16,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	766.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	36,103.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A 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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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
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?		N/A
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, column (c), and Part XV	X	
8 a 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>N/A</u>	13	X	
14	The books are in care of <u>STEFAN EDLIS</u> Telephone no. <u>773-282-9222</u> Located at <u>175 E. DELAWARE #5116 CHICAGO IL</u> ZIP + 4 <u>60611</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			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
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	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 <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
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.)	2 b	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. <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4 b	X

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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)?

5b N/A

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).

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?

6b X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ 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 (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
STEFAN EDLIS 5333 N. ELSTON AVE. CHICAGO, IL 60630	DIRECTOR 3.00	0.	0.	0.
HEATHER GAEL NEESON 96 UTE PLACE ASPEN, CO 81611	DIRECTOR 2.00	0.	0.	0.
JACK GUTHMAN 111 E. WACKER, SUITE 2800 CHICAGO, IL 60601	DIRECTOR 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

0

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

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

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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Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1 a	7,655,258.
b	Average of monthly cash balances	1 b	15,618,623.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	23,273,881.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,273,881.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	349,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,924,773.
6	Minimum investment return. Enter 5% of line 5	6	1,146,239.

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	1,146,239.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	51,337.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	51,337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,094,902.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,094,902.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,094,902.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	10,477,861.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,477,861.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	51,337.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,426,524.

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				1,094,902.
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____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	468,064.			
b From 2008	2,801,150.			
c From 2009	61,732.			
d From 2010	1,273,684.			
e From 2011	5,031,623.			
f Total of lines 3a through e	9,636,253.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 10,477,861.				
a Applied to 2011, but not more than line 2a			0.	
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				1,094,902.
e Remaining amount distributed out of corpus	9,382,959.			
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	19,019,212.			
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 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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	468,064.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,551,148.			
10 Analysis of line 9:				
a Excess from 2008	2,801,150.			
b Excess from 2009	61,732.			
c Excess from 2010	1,273,684.			
d Excess from 2011	5,031,623.			
e Excess from 2012	9,382,959.			

N/A

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

4942(1)(5)

- (4) Gross investment income**

[illegible]

NONE

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE STATEMENT 6				
Total			▶ 3 a	10,462,700.
<i>b</i> Approved for future payment				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(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	8,520.	
4	Dividends and interest from securities			14	379,700.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	4,780,913.	
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)				5,169,133.	
13	Total. Add line 12, columns (b), (d), and (e)				13	5,169,133.

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

[illegible]

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	\$ 21,872.	\$ 21,872.		
TAX PREPARATION FEES	6,000.	6,000.		
TOTAL	\$ 27,872.	\$ 27,872.		\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARCHITECT	\$ 1,975.			\$ 1,975.
TOTAL	\$ 1,975.	\$ 0.		\$ 1,975.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAID	\$ 7,568.	\$ 7,568.		
STATE FILING FEES	25.	25.		
TOTAL	\$ 7,593.	\$ 7,593.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	\$ 1,220.			\$ 1,220.
STORAGE AND TRANSFER FEES	11,966.			11,966.
TOTAL	\$ 13,186.	\$ 0.		\$ 13,186.

STATEMENT 5
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

TOTAL \$ 4,977,774.
 TOTAL \$ 4,977,774.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MUSEUM OF CONTEMPORARY ART 220 E. CHICAGO AVE. CHICAGO, IL 60611	NONE	EXEMPT	UNRESTRICTED	\$ 525,000.
CHICAGO OPERA THEATER 70 E. LAKE ST., STE. 815 CHICAGO, IL 60601	NONE	EXEMPT	UNRESTRICTED	50,000.
GUGGENHEIM MUSEUM 1071 FIFTH AVE. NEW YORK, NY 10128	NONE	EXEMPT	UNRESTRICTED	306,000.
ACLU FOUNDATION 125 BROAD ST., 18TH PL. NEW YORK, NY 10004	NONE	EXEMPT	UNRESTRICTED	100,000.
CHICAGO PUBLIC MEDIA 848 E. GRAND AVE. CHICAGO, IL 60611	NONE	EXEMPT	UNRESTRICTED	105,000.
RENAISSANCE SOCIETY 5811 S. ELLIS AVE., BERGMAN GALLERY CHICAGO, IL 60637	NONE	EXEMPT	UNRESTRICTED	85,000.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	NONE	EXEMPT	UNRESTRICTED	2,500.
CHICAGO FOUNDATION FOR WOMEN 1 E. WACKER DR. CHICAGO, IL 60601	NONE	EXEMPT	UNRESTRICTED	5,000.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	EXEMPT	UNRESTRICTED	2,500.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL ST., 14TH FL. NEW YORK, NY 10005	NONE	EXEMPT	UNRESTRICTED	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ASPEN INSTITUTE 1 DUPONT CIRCLE N.W., STE 700 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED	\$ 444,250.
PEOPLE FOR AMERICAN WAY 2000 M STREET N.W., STE. 400 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED	25,000.
ANDERSON RANCH ART CENTER 5263 OWL CREEK ROAD SNOWMASS VILLAGE, CO 81615	NONE	EXEMPT	UNRESTRICTED	11,000.
ABRAHAM FUND INITIATIVES 9 E. 45TH STREET NEW YORK, NY 10017	NONE	EXEMPT	UNRESTRICTED	20,000.
LYRIC OPERA 20 N. WACKER DR. CHICAGO, IL 60606	NONE	EXEMPT	UNRESTRICTED	50,000.
ASPEN ART MUSEUM 590 N. MILL STREET ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	90,000.
WHITNEY ART MUSEUM 945 MADISON AVE NEW YORK, NY 10021	NONE	EXEMPT	UNRESTRICTED	3,855,000.
ASPEN MUSIC FESTIVAL 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	3,957,000.
ASPEN PUBLIC RADIO 110 E. HALLAM ST., STE. 134 ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	10,000.
ASPEN SANTA FE BALLET 0245 SAGE WAY ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	3,750.
FOUNDATION FOR CONTEMPORARY ART 820 GREENWICH STREET NEW YORK, NY 10014	NONE	EXEMPT	UNRESTRICTED	11,000.
AMERICAN PATRONS OF TATE 1285 6TH AVE., 35TH FL. NEW YORK, NY 10019	NONE	EXEMPT	UNRESTRICTED	10,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICANS FOR THE ARTS 1000 VERMONT AVENUE, NW, 12TH FLOOR WASHINGTON, DC 20005	NONE	EXEMPT	UNRESTRICTED	\$ 5,000.
ASPEN COMMUNITY FOUNDATION 110 EAST HALLAM SUITE 126 ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	51,000.
FRIENDS OF ASPEN ANIMAL SHELTER PO BOX 985 ASPEN, CO 81612	NONE	EXEMPT	UNRESTRICTED	2,000.
MEDIA MATTERS 1625 MASSACHUSETTS AVE NW SUITE 300 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED	50,000.
NATIONS ASSOCIATES 33 IRVING PLACE NEW YORK, NY 10003	NONE	EXEMPT	UNRESTRICTED	5,000.
NEW MUSEUM 235 BOWERY NEW YORK, NY 10002	NONE	EXEMPT	UNRESTRICTED	70,000.
NPR FOUNDATION 635 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	NONE	EXEMPT	UNRESTRICTED	60,000.
PATHFINDERS PO BOX 11799 ASPEN, CO 81612	NONE	EXEMPT	UNRESTRICTED	2,500.
PAWS CHICAGO 1110 W. 35TH STREET CHICAGO, IL 60609	NONE	EXEMPT	UNRESTRICTED	2,500.
PLANNED PARENTHOOD OF ILLINOIS 18 SOUTH MICHIGAN AVENUE 6TH FLOOR CHICAGO, IL 60603	NONE	EXEMPT	UNRESTRICTED	2,500.
RODWELL DART FOUNDATION 12100 WILSHIRE BLVD LOS ANGELES, CA 90025	NONE	EXEMPT	UNRESTRICTED	1,000.
SOLTI FOUNDATION US 1490 CHICAGO AVENUE EVANSTON, IL 60201	NONE	EXEMPT	UNRESTRICTED	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	EXEMPT	UNRESTRICTED	\$ 10,000.
CREATIVE TIME 59 EAST 4TH STREET 6E NEW YORK, NY 10003	NONE	EXEMPT	UNRESTRICTED	5,000.
AMERICAN FRIENDS OF UNRWA ASSOCIATION 1666 K STREET NW WASHINGTON, DC 20006	NONE	EXEMPT	UNRESTRICTED	50,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	EXEMPT	UNRESTRICTED	2,000.
COLORADO PUBLIC RADIO 7409 SOUTH ALTON COURT CENTENNIAL, CO 80112	NONE	EXEMPT	UNRESTRICTED	1,000.
IN THESE TIMES 2040 NORTH MILWAUKEE AVE CHICAGO, IL 60647	NONE	EXEMPT	UNRESTRICTED	500.
ENGLISH IN ACTION PO BOX 4856 BASALT, CO 81621	NONE	EXEMPT	UNRESTRICTED	1,000.
CHICAGO YOUTH CENTERS 600 WEST FULTON STREET CHICAGO, IL 60661	NONE	EXEMPT	UNRESTRICTED	1,000.
CAMBRIDGE IN AMERICA KETTLE'S YARD 292 MADISON AVENUE NEW YORK, NY 10017	NONE	EXEMPT	UNRESTRICTED	200,000.
J STREET 1828 L STREET NW SUITE 240 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED	50,000.
ASPEN FILM 110 E HALLAM STREET SUITE 102 ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	1,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118	NONE	EXEMPT	UNRESTRICTED	10,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PERFORMA 100 WEST 23RD ST, 5TH FLOOR NEW YORK, NY 10011	NONE	EXEMPT	UNRESTRICTED	\$ 3,000.
THEATRE ASPEN 110 EAST HALLAM STREET SUITE 103 ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	20,000.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE	EXEMPT	UNRESTRICTED	10,000.
ARTADIA 210 ELEVENTH AVENUE SUITE 503 NEW YORK, NY 10001	NONE	EXEMPT	UNRESTRICTED	1,000.
BIRMINGHAM MUSEUM OF ART 2000 REV. ABRAHAM WOODS JR. BLVD BIRMINGHAM, AL 35203	NONE	EXEMPT	UNRESTRICTED	5,000.
BRONX MUSEUM OF THE ARTS 1040 GRAND CONCOURSE BRONX , NY 00456	NONE	EXEMPT	UNRESTRICTED	25,000.
CMOMA 578 WASHINGTON BLVD #712 MARINA DEL REY, CA 90292	NONE	EXEMPT	UNRESTRICTED	1,000.
COMMITTEE FOR CHARLOTTE 2012 400 SOUTH TRYON STREET SUITE 500 CHARLOTTE , NC 28202	NONE	EXEMPT	UNRESTRICTED	50,000.
COMMON CAUSE EDUCUATION FUND 1138 19TH STREET NW NINTH FLOOR WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED	50,000.
COUNTER PUNCH PO BOX 228 PETROLIA, CA 95558	NONE	EXEMPT	UNRESTRICTED	1,000.
DEMOCRACY NOW 207 WEST 25TH STREET 11TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT	UNRESTRICTED	10,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
HARRIS THEATER FOR MUSIC AND DANCE 205 E. RANDOLPH DRIVE CHICAGO, IL 60601	NONE	EXEMPT	UNRESTRICTED	\$ 2,500.
NEW AMERICA FOUNDATION 1899 L STREET NW SUITE 400 WASHINGTON , DC 20036	NONE	EXEMPT	UNRESTRICTED	10,000.
PARRISH ART MUSUEUM 25 JOBS LANE SOUTHAMPTON, NY 11968	NONE	EXEMPT	UNRESTRICTED	10,000.
SCHOOL OF THE ART INSTITUTE OF CHICAGO 37 SOUTH WABASH AVENUE 8TH FLOOR CHICAGO, IL 60603	NONE	EXEMPT	UNRESTRICTED	5,000.
SENIORS INDEPENDENT INC. 0275 CASTLE CREEK ROAD ASPEN, CO 81611	NONE	EXEMPT	UNRESTRICTED	500.
TIKKUN INTERNATIONAL 2342 SHATTUCK AVENUE #1200 BERKELEY, CA 94704	NONE	EXEMPT	UNRESTRICTED	5,500.
WIKIMEDIA FOUNDATION 149 MONTGOMERY ST. SAN FRANCISCO, CA 94105	NONE	EXEMPT	UNRESTRICTED	200.

TOTAL \$ 10,462,700.