Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

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

Name of foundation: The Allyn Foundation, Inc.

A Employer identification number: 23-7025589

Number and street (or P O box number if mail is not delivered to street address): 539 Princeton Road — Room/suite:

B Telephone number (see the instructions): (978) 887-2464

City or town: Hinsdale — State: IL — ZIP code: 60521

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

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, column (c), line 16) ► $ 5,282,731.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	0.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	36.	36.	36.	
	4 Dividends and interest from securities	167,871.	167,871.	167,871.	
	5a Gross rents	0.	0.	0.	
	b Net rental income or (loss) 0.				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		56,303.		
	8 Net short-term capital gain				
	9 Income modifications			0.	
	10a Gross sales less returns and allowances 0.				
	b Less Cost of goods sold 0.				
	c Gross profit/(loss) (att sch)	0.		0.	
	11 Other income (attach schedule) NONE	0.	0.	0.	
	12 **Total.** Add lines 1 through 11	167,907.	224,210.	167,907.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	0.	0.	0.	0.
	15 Pension plans, employee benefits	0.	0.	0.	0.
	16a Legal fees (attach schedule)	0.	0.	0.	0.
	b Accounting fees (attach sch)	0.	0.	0.	0.
	c Other prof fees (attach sch) L-16c Stmt	568.	0.	0.	568.
	17 Interest	0.	0.	0.	0.
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	4,634.	123.	123.	0.
	19 Depreciation (attach sch) and depletion	0.	0.	0.	
	20 Occupancy	0.	0.	0.	0.
	21 Travel, conferences, and meetings	0.	0.	0.	0.
	22 Printing and publications	0.	0.	0.	0.
	23 Other expenses (attach schedule) See Line 23 Stmt	525.	263.	263.	262.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,727.	386.	386.	830.
	25 Contributions, gifts, grants paid	255,000.			255,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	260,727.	386.	386.	255,830.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-92,820.			
	b **Net investment income** (if negative, enter -0-)		223,824.		
	c **Adjusted net income** (if negative, enter -0-)			167,521.	

SCANNED APR

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing		4,320.	1,529.	1,529.
2 Savings and temporary cash investments		32,702.	42,318.	42,318.
3 Accounts receivable ►	0.			
Less allowance for doubtful accounts ►	0.	0.	0.	0.
4 Pledges receivable ►	0.			
Less: allowance for doubtful accounts ►	0.	0.	0.	0.
5 Grants receivable		0.	0.	0.
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0.	0.	0.
7 Other notes and loans receivable (attach sch) ►	0.			
Less: allowance for doubtful accounts ►	0.	0.	0.	0.
8 Inventories for sale or use		0.	0.	0.
9 Prepaid expenses and deferred charges		0.	0.	0.
10a Investments – U S and state government obligations (attach schedule)		0.	0.	0.
b Investments – corporate stock (attach schedule)	L-10b Stmt	992,136.	981,105.	3,619,620.
c Investments – corporate bonds (attach schedule)	L-10c Stmt	1,345,000.	1,312,692.	1,619,264.
11 Investments – land, buildings, and equipment basis ►	0.			
Less. accumulated depreciation (attach schedule) ►	0.	0.	0.	0.
12 Investments – mortgage loans		0.	0.	0.
13 Investments – other (attach schedule)		0.	0.	0.
14 Land, buildings, and equipment: basis ►	0.			
Less accumulated depreciation (attach schedule) ►	0.	0.	0.	0.
15 Other assets (describe ►)		0.	0.	0.
16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)		2,374,158.	2,337,644.	5,282,731.
LIABILITIES 17 Accounts payable and accrued expenses		0.	0.	
18 Grants payable		0.	0.	
19 Deferred revenue		0.	0.	
20 Loans from officers, directors, trustees, & other disqualified persons		0.	0.	
21 Mortgages and other notes payable (attach schedule)		0.	0.	
22 Other liabilities (describe ►)		0.	0.	
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 ► [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		2,374,158.	2,337,644.	
28 Paid-in or capital surplus, or land, building, and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 **Total net assets or fund balances** (see instructions)		2,374,158.	2,337,644.	
31 **Total liabilities and net assets/fund balances** (see instructions)		2,374,158.	2,337,644.	

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	2,374,158.
2	Enter amount from Part I, line 27a	2	-92,820.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	56,306.
4	Add lines 1, 2, and 3	4	2,337,644.
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	2,337,644.

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)
1a	296.78 shs Vanguard 500 Index Trust ADM	P	07/01/89	10/05/12
b	3693.075 shs Vanguard Long-Term Investment Grade Bond ADM	P	07/01/89	10/05/12
c	0.334 shs Kraft Foods Group common	D	12/08/93	10/01/12
d	Bank of America settlement proceeds	D	12/08/93	12/31/12
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	40,000.		11,031.	28,969.
b	40,000.		32,308.	7,692.
c	16.		2.	14.
d	14.		0.	14.
e	See Columns (e) thru (h)		0.	19,614.

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))
a				28,969.
b				7,692.
c				14.
d				14.
e	See Columns (i) thru (l)			19,614.

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	56,303.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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	235,854.	4,808,555.	0.049049
2010	215,830.	4,440,886.	0.048601
2009	190,806.	3,932,858.	0.048516
2008	233,526.	4,702,301.	0.049662
2007	280,773.	5,685,245.	0.049386

2	**Total** of line 1, column (d)	2	0.245214
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	0.049043
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,165,051.
5	Multiply line 4 by line 3	5	253,310.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,238.
7	Add lines 5 and 6	7	255,548.
8	Enter qualifying distributions from Part XII, line 4	8	255,830.

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 ► [ ] 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 ► [X] and enter 1% of Part I, line 27b		1	2,238.
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	2,238.
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	2,238.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 4,000.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,000.
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	1,762.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 1,762. **Refunded** ►		11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► See States Registered In			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 ► N/A

14 The books are in care of ► John W. Allyn, Jr. Telephone no. ► (978) 887-2464

Located at ► 119 Bare Hill Road, Boxford, MA ZIP + 4 ► 01921

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

			Yes	No
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?	☐ 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)?		1 b		
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		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?	☐ 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.)*		3 b		X
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

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)? (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**

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).

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** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **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
Cynthia A. Stuhley 1216 Casey Key Road Nokomis FL 34275	President, Dir. 4.00	0.	0.	0.
John W. Allyn, Jr. 119 Bare Hill Road Boxford MA 01921	Vice Pres., Dir. 3.00	0.	0.	0.
Sharon A. Taylor 539 Princeton Road Hinsdale IL 60521	Director 2.00	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 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 ►		None

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	None

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	0.
b Average of monthly cash balances	1b	5,148,056.
c Fair market value of all other assets (see instructions)	1c	95,651.
d **Total** (add lines 1a, b, and c)	1d	5,243,707.
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	5,243,707.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	78,656.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,165,051.
6 **Minimum investment return.** Enter 5% of line 5	6	258,253.

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	258,253.
2a Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,238.		
b Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c Add lines 2a and 2b	2c	2,238.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	256,015.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	256,015.
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	256,015.

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	255,830.
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	255,830.
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	2,238.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	253,592.

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					256,015.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				2,193.	
b Total for prior years: 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2012.					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 255,830.					
a Applied to 2011, but not more than line 2a				2,193.	
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					253,637.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					2,378.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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
a Paid during the year				
ACCION USA 56 Rowland Street, Suite 300 Boston MA 02129		Exempt	Micro finance programs	1,000.
American Cancer Society P.O. Box 22178 Oklahoma City OK 73123		Exempt	Medical research	10,000.
American Heart Association 208 S. LaSalle St., Suite 150 Chicago IL 60604		Exempt	Medical research	10,000.
American Lung Association 1301 Pennsylania Ave. NW, Suite 800 Washington DC 20004		Exempt	Medical research	3,000.
American Red Cross P.O. Box 4002018 Des Moines IA 50340		Exempt	Family services	10,000.
Americares 88 Hamilton Ave. Stamford CT 06902		Exempt	Family services	2,000.
Art Institute of Chicago 111 S. Michigan Ave. Chicago IL 60603		Exempt	Museum programs	3,000.
Associated Colleges of Illinois 70 E. Lake St., Suite 1418 Chicago IL 60601		Exempt	Education programs	3,000.
Aurora Lakeland Medical Center W3985 County Road NN Elkhorn WI 53121		Exempt	Medical services	1,000.
See Line 3a statement				212,000.
Total			► 3a	255,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36.	
4 Dividends and interest from securities			14	167,871.	
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					
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)				167,907.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 167,907.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
None	N/A

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

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

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2 a 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

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

[signature] 4/17/13 ▶ Vice President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Non-Paid Preparer Firm's EIN ▶

Firm's address ▶

Phone no

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2011 Form 990-PF final payment	486.	0.	0.	0.
2012 Form 990-PF estimated tax	4,000.	0.	0.	0.
2012 Delaware franchise tax	25.	0.	0.	0.
2012 Foreign taxes on dividends	123.	123.	123.	0.
Total	4,634.	123.	123.	0.

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
Mail	228.	114.	114.	114.
Office supplies	157.	79.	79.	78.
Safe deposit box	115.	57.	57.	58.
Filing fees	25.	13.	13.	12.
Total	525.	263.	263.	262.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Gain on sale of securities	56,303.
Rounding	3.
Total	56,306.

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)
Vanguard Brokerage Services capital gain distribution	D	12/08/93	12/31/12
Vanguard Long-Term Investment Grade Bond ADM cap gain distrib	P	07/01/89	12/31/12

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)
3,684.		0.	3,684.
15,930.		0.	15,930.
Total		0.	19,614.

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			(l) 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	
			3,684.
			15,930.
Total			19,614.

Form 990-PF, Page 4, Part VII-A, Line 8a
States Registered In

IL - Illinois
DE - Delaware

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Aurora University 347 S. Gladstone Ave. Aurora IL 60506		Exempt	Education programs	Person or [ ] Business [X] 10,000.
Big Brothers Big Sisters of Chicago 560 W. Lake St. Chicago IL 60661		Exempt	Youth programs	Person or [ ] Business [X] 3,000.
Boston Health Care for the Homeless 780 Albany Street Boston MA 02118		Exempt	Medical services	Person or [ ] Business [X] 1,000.
Boys & Girls Clubs of Chicago 550 W. Van Buren St., Suite 350 Chicago IL 60607		Exempt	Youth programs	Person or [ ] Business [X] 3,000.
Bread and Roses 58 Newbury Street Lawrence MA 01840		Exempt	Community services	Person or [ ] Business [X] 1,000.
Brigham & Women's Hospital 116 Huntington Ave. Boston MA 02116		Exempt	Medical services	Person or [ ] Business [X] 1,000.
Chicago Botanic Gardens 1000 Lake Cook Road Glencoe IL 60022		Exempt	Environmental programs	Person or [ ] Business [X] 1,000.
Chicago History Museum 1601 N. Clark St. Chicago IL 60614		Exempt	Museum programs	Person or [ ] Business [X] 3,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Chicago Symphony Orchestra 220 S. Michigan Ave. Chicago IL 60604		Exempt	Music programs	Person or Business X 3,000.
Children's Home & Aid Society 125 S. Wacker Dr., 14th Floor Chicago IL 60606		Exempt	Youth services	Person or Business X 5,000.
Children's Memorial Foundation Department 4589 Carol Stream IL 60122		Exempt	Medical services	Person or Business X 10,000.
Citizens for Adequate Housing 40 Washington St. Peabody MA 01960		Exempt	Family services	Person or Business X 1,000.
City Year 287 Columbus Ave. Boston MA 02116		Exempt	Youth service programs	Person or Business X 1,000.
Common Threads 5979 Siggelkow Rd. McFarland WI 53558		Exempt	Family services	Person or Business X 5,000.
Community Giving Tree P.O. Box 508 West Boxford MA 01885		Exempt	Family services	Person or Business X 5,000.
Daniel Murphy Scholarship Fund 100 W. Monroe St., Suite 500 Chicago IL 60603		Exempt	Scholarships	Person or Business X 1,000.
Doctors Without Borders P.O. Box 5023 Hagerstown MD 21741		Exempt	Medical services	Person or Business X 1,000.
Emmaus House P.O. Box 568 Haverhill MA 01831		Exempt	Individual services	Person or Business X 3,000.
Evans Scholars 1 Briar Rd. Golf IL 60029		Exempt	Scholarships	Person or Business X 1,000.
Fund for Johns Hopkins Medicine 100 N. Charles St., Suite 400 Baltimore MD 21201		Exempt	Medical research	Person or Business X 3,000.
Girl Scouts of Chicago 20 S. Clark St., Suite 200 Chicago IL 60603		Exempt	Youth programs	Person or Business X 3,000.
Girls Incorporated 2 Harris Street Newburyport MA 01950		Exempt	Youth services	Person or Business X 1,000.
Gulf Coast Heritage Association P.O. Box 846 Osprey FL 34229		Exempt	Museum programs	Person or Business X 5,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Hadley School for the Blind 700 Elm St. Winnetka IL 60093		Exempt	Programs for the blind	Person or [ ] Business [X] 10,000.
Harbor/COV P.O. Box 505754 Chelsea MA 02150		Exempt	Social services	Person or [ ] Business [X] 1,000.
Healing Abuse Working for Change 27 Congress St. Salem MA 01970		Exempt	Social services	Person or [ ] Business [X] 1,000.
Heartland Alliance 208 S. LaSalle St., Suite 1818 Chicago IL 60604		Exempt	Social services	Person or [ ] Business [X] 4,000.
Illinois Institute of Technology 10 W. 35th St., Suite 1700 Chicago IL 60616		Exempt	Education programs	Person or [ ] Business [X] 3,000.
Illinois Masonic Medical Center 205 W. Touhy Ave, Suite 225 Park Ridge IL 60068		Exempt	Medical services	Person or [ ] Business [X] 3,000.
Infant Welfare Society of Evanston 2200 Main St. Evanston IL 60202		Exempt	Youth services	Person or [ ] Business [X] 5,000.
Jumpstart 308 Congress St., 6th Floor Boston MA 02210		Exempt	Youth services	Person or [ ] Business [X] 1,000.
Junior Achievement of Chicago 651 W. Washington St., Suite 404 Chicago IL 60661		Exempt	Youth programs	Person or [ ] Business [X] 3,000.
Juvenile Diabetes Research Foundation 11 S. La Salle St., Suite 1800 Chicago IL 60603		Exempt	Medical research	Person or [ ] Business [ ] 4,000.
Kishwauketoe Nature Conservancy 118 Circle Pkwy. Williams Bay WI 53191		Exempt	Environmental programs	Person or [ ] Business [X] 1,000.
Lincoln Park Zoo 2001 N. Clark St. Chicago IL 60614		Exempt	Zoo programs	Person or [ ] Business [X] 3,000.
MSPCA Angell 350 S. Huntington Ave. Boston MA 02130		Exempt	Animal protection	Person or [ ] Business [X] 1,000.
MSPCC 99 Summer St. Boston MA 02110		Exempt	Youth services	Person or [ ] Business [X] 1,000.
Make A Wish Foundation One Bullfinch Place, 2nd Floor Boston MA 02114		Exempt	Family programs	Person or [ ] Business [X] 1,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
***a** Paid during the year*				
Merrimack Valley Habitat for Humanity 60 Island St. Lawrence MA 01840		Exempt	Community services	Person or Business X 1,000.
Midwest Palliative & Hospice Care 2050 Claire Court Glenview IL 60025		Exempt	Elderly services	Person or Business X 3,000.
Museum of Science and Industry 5700 S. Lake Shore Drive Chicago IL 60637		Exempt	Museum programs	Person or Business X 3,000.
Music Institute of Chicago 517 Green Bay Rd. Wilmette IL 60091		Exempt	Music programs	Person or Business X 1,000.
National Multiple Sclerosis Society P.O. Box 4527 New York NY 10163		Exempt	Medical research	Person or Business X 3,000.
North Shore Senior Center 161 Northfield Rd. Northfield IL 60093		Exempt	Elderly services	Person or Business X 1,000.
NorthShore University HealthSystem 1033 University Place, Suite 450 Evanston IL 60201		Exempt	Medical services	Person or Business X 10,000.
Northwestern University Settlement 1400 W. Augustana Blvd. Chicago IL 60642		Exempt	Family services	Person or Business X 4,000.
Parkinson's Disease Foundation 1359 Broadway Ave., Suite 1509 New York NY 10018		Exempt	Medical research	Person or Business X 3,000.
Pillars Community Services 333 N. LaGrange Rd. LaGrange Park IL 60526		Exempt	Family services	Person or Business X 3,000.
Pine Street Inn 444 Harrison Avenue Boston MA 02118		Exempt	Individual services	Person or Business X 1,000.
Ravinia Festival Association 418 Sheridan Rd. Highland Park IL 60035		Exempt	Music programs	Person or Business X 3,000.
Ray Graham Association 901 Warrensville Road, Suite 500 Lisle IL 60532		Exempt	Disability services	Person or Business X 4,000.
Reading Is Fundamental 1255 23rd St. NW, Suite 300 Washington DC 20037		Exempt	Education programs	Person or Business X 3,000.
Rehabilitation Institute of Chicago 345 E. Superior St. Chicago IL 60611		Exempt	Medical services	Person or Business X 6,000.

Form 990-PF, Page 11, Part XV, line 3a — Continued

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Rosie's Place 889 Harrison Avenue Boston MA 02118		Exempt	Individual services	Person or [ ] Business [X] 1,000.
Rush University Medical Center 1700 W. Van Buren St., Suite 250 Chicago IL 60612		Exempt	Medical services	Person or [ ] Business [X] 5,000.
Save The Children 54 Wilton St. Westport CT 06880		Exempt	Child poverty programs	Person or [ ] Business [X] 2,000.
Sierra Club Foundation 85 Second St., Suite 750 San Francisco CA 94105		Exempt	Environmental programs	Person or [ ] Business [X] 10,000.
Talk About Curing Autism 2222 Martin, Suite 140 Irvine CA 92612		Exempt	Family Services	Person or [ ] Business [X] 2,000.
Teach For America 315 W. 36th St., 7th Floor New York NY 10018		Exempt	Education programs	Person or [ ] Business [X] 5,000.
The Boston Foundation 75 Arlington St., 10th Floor Boston MA 02116		Exempt	Community services	Person or [ ] Business [X] 3,000.
The Community House 415 W. Eighth St. Hinsdale IL 60521		Exempt	Community services	Person or [ ] Business [X] 3,000.
The Field Museum 1400 S. Lake Shore Dr. Chicago IL 60605		Exempt	Museum programs	Person or [ ] Business [X] 3,000.
The Wetlands Initiative 53 W. Jackson Blvd., Suite 1015 Chicago IL 60604		Exempt	Environmental programs	Person or [ ] Business [X] 1,000.
United Cerebral Palsy 547 W. Jackson Blvd., Suite 225 Chicago IL 60661		Exempt	Medical research	Person or [ ] Business [X] 2,000.
University of Michigan Trauma Burn Center Room UH-1C435 Ann Arbor MI 48109		Exempt	Medical services	Person or [ ] Business [X] 2,000.
Urban Gateways 205 W. Randolph St., Suite 1700 Chicago IL 60606		Exempt	Education programs	Person or [ ] Business [X] 3,000.
Volunteer Center of the New Trier Township 520 Glendale Ave., Suite 3B Winnetka IL 60093		Exempt	Community services	Person or [ ] Business [X] 1,000.
Walworth County Arts Council 641 Jackson Parkway Williams Bay WI 53191		Exempt	Community services	Person or [ ] Business [X] 1,000.

Form 990-PF, Page 11, Part XV, line 3a — Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Wellness House 131 N. County Line Road Hinsdale IL 60521		Exempt	Individual services	Person or Business X 5,000.
Year Up 93 Summer St., 5th Floor Boston MA 02110		Exempt	Youth services	Person or Business X 1,000.
Total				212,000.

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
CT Corporation System	Representation	568.	0.	0.	568.
Total		568.	0.	0.	568.

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
2100 shs Altria Group common	9,146.	66,024.
9290 shs America Movil SAB common	23,836.	214,971.
4848 shs Apartment Investment & Management Co. common	72,978.	131,187.
4460 shs BP PLC common	15,772.	185,714.
1702 shs Bank of America common	22,086.	19,760.
1800 shs Bank of New York Mellon Corp. common	15,712.	46,260.
502 shs ConocoPhillips common	11,768.	29,111.
600 shs International Business Machines common	8,063.	114,930.
484 shs Kraft Foods common	2,347.	22,007.
1453 shs Mondelez International common	7,040.	36,983.
365 shs Pepsico common	2,056.	24,977.
10200 shs Pfizer Inc. common	33,245.	255,809.
2100 shs Philip Morris International common	20,842.	175,644.
251 shs Phillips 66 common	3,497.	13,328.
800 shs Time Warner Inc. common	24,950.	38,264.
200 shs Time Warner Cable common	8,798.	19,438.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
16384.01 shs Vanguard 500 Index Fund	608,969.	2,152,367.
2908.016 shs Vanguard Total International Stock Fund	90,000.	72,846.
Total	981,105.	3,619,620.

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

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
149,240.947 shs Vanguard Long-Term Investment Grade Bond Fund	1,312,692.	1,619,264.
Total	1,312,692.	1,619,264.