



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JOHN & JACOLYN BUCKSBAUM FAMILY FOUND C/O MB INVESTMENTS, LLC		A Employer identification number 26-0450497
Number and street (or P O box number if mail is not delivered to street address) 180 N WACKER DRIVE	Room/suite 001	B Telephone number 312-960-2524
City or town, state, and ZIP code CHICAGO, IL 60606		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, col. (c), line 16) \$ 7,773,285.	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))		(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	5,015,767.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,276.	1,276.		Statement 1
	4 Dividends and interest from securities	2,346.	2,346.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,356,712.			
	b Gross sales price for all assets on line 6a 5,062,292.				
	7 Capital gain net income (from Part IV, line 2)		3,356,712.		
	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					
12 Total. Add lines 1 through 11	8,376,101.	3,360,334.			
Operating and Administrative Expenses	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				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 3	30.	0.		30.
	24 Total operating and administrative expenses. Add lines 13 through 23	30.	0.		30.
	25 Contributions, gifts, grants paid	1,017,470.			1,017,470.
26 Total expenses and disbursements. Add lines 24 and 25	1,017,500.	0.		1,017,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7,358,601.				
b Net investment income (if negative, enter -0-)		3,360,334.			
c Adjusted net income (if negative, enter -0-)			N/A		

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND

Form 990-PF (2012)

C/O MB INVESTMENTS, LLC

26-0450497

Page 2

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	3,727,371.	7,773,285.	7,773,285.
	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			
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,727,371.	7,773,285.	7,773,285.	
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	3,727,371.	7,773,285.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	3,727,371.	7,773,285.		
31 Total liabilities and net assets/fund balances	3,727,371.	7,773,285.		

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	3,727,371.
2 Enter amount from Part I, line 27a	2	7,358,601.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,085,972.
5 Decreases not included in line 2 (itemize) ▶ See Statement 4	5	3,312,687.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,773,285.

Form 990-PF (2012)

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 Statement				
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 5,062,292.		1,705,580.	3,356,712.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				
b				
c				
d				
e			3,356,712.	
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	3,356,712.
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	707,776.	4,176,622.	.169461
2010	526,795.	4,764,795.	.110560
2009	421,850.	5,211,051.	.080953
2008	1,208,677.	4,632,368.	.260920
2007	956,742.	5,863,172.	.163178

2 Total of line 1, column (d)	2	.785072
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	.157014
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,031,654.
5 Multiply line 4 by line 3	5	790,040.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,603.
7 Add lines 5 and 6	7	823,643.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,017,500.

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND

Form 990-PF (2012)

C/O MB INVESTMENTS, LLC

26-0450497

Page 4

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax

503. | Refunded

6a	34,106.
6b	
6c	
6d	

1	33,603.
2	0.
3	33,603.
4	0.
5	33,603.
6a	34,106.
6b	
6c	
6d	
7	34,106.
8	
9	
10	503.
11	0.

Part VII-A Statements Regarding Activities

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?

b 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.

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

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.

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

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

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

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?

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.

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

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 ► N/A	13	X	
14	The books are in care of ► RICHARD B. DENNERT Telephone no. ► 312-960-2524 Located at ► 180 N WACKER DRIVE SUITE 001, CHICAGO, IL ZIP+4 ► 60606			
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	N/A	1b
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?		1c
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	2b
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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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?		4b

Form 990-PF (2012)

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

6b

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
JOHN BUCKSBAUM C/O MB INVESTMENTS, LLC 180 N WACKER CHICAGO, IL 60606	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JACOLYN BUCKSBAUM C/O MB INVESTMENTS, LLC 180 N WACKER CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
E. MICHAEL GREAVES C/O MB INVESTMENTS, LLC 180 N WACKER CHICAGO, IL 60606	SECRETARY/TREASURER/DIRECTOR 1.00	0.	0.	0.

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

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	1a	0.
b Average of monthly cash balances	1b	5,108,278.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,108,278.
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	5,108,278.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,624.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,031,654.
6 Minimum investment return. Enter 5% of line 5	6	251,583.

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	251,583.
2a Tax on investment income for 2012 from Part VI, line 5	2a	33,603.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	33,603.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	217,980.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	217,980.
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	217,980.

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	1,017,500.
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	1,017,500.
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	33,603.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	983,897.

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.

Form **990-PF** (2012)

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				217,980.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	664,443.			
b From 2008	980,165.			
c From 2009	162,017.			
d From 2010	288,762.			
e From 2011	499,053.			
f Total of lines 3a through e	2,594,440.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,017,500.				
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				217,980.
e Remaining amount distributed out of corpus	799,520.			
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	3,393,960.			
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				0.
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	664,443.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,729,517.			
10 Analysis of line 9:				
a Excess from 2008	980,165.			
b Excess from 2009	162,017.			
c Excess from 2010	288,762.			
d Excess from 2011	499,053.			
e Excess from 2012	799,520.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

10550320 142665 JOHNJACKFOUN 2012.03011 JOHN & JACOLYN BUCKSBAUM FA JOHNJAC1

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND

Form 990-PF (2012)

C/O MB INVESTMENTS, LLC

26-0450497 Page 11

Part IV 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				
ASPEN VALLEY SKI & SNOWBOARD CLUB 300 AVSC DRIVE ASPEN, CO 81611	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	60,000.
MISCELLANEOUS CONTRIBUTIONS UNDER \$25,000 AVAILABLE UPON REQUEST FROM MB IN 180 N WACKER DRIVE SUITE 001 CHICAGO, IL 60606	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	236,820.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	225,000.
TEMPLE SHOLOM OF CHICAGO 3480 NORTH LAKE SHORE DRIVE CHICAGO, IL 60657	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	59,650.
THE AMERICAN JEWISH COMMITTEE 55 EAST MONROE STREET, SUITE 2930 CHICAGO, IL 60603	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	45,000.
Total	See continuation sheet(s)			1,017,470.
b Approved for future payment				
None				
Total				0.

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

12

10550320 142665 JOHNJACKFOUN 2012.03011 JOHN & JACOLYN BUCKSBAUM FA JOHNJAC1

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

- | | | |
|--|--|-------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>1a(1)</p> <p>1a(2)</p> <p>1b(1)</p> <p>1b(2)</p> <p>1b(3)</p> <p>1b(4)</p> <p>1b(5)</p> <p>1b(6)</p> <p>1c</p> | <p>Yes</p> |
|--|--|-------------------|

[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.

Signature of officer or trustee

Date _____

Title

SECRETARY/TREASURER

May the IRS discuss this return with the preparer shown below (see lngr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

RICHARD B. DENNERT

Firm's name ► MB INVESTMENTS, LLC

Firm's address ► 180 N WACKER DRIVE, STE 001
CHICAGO, IL 60606

Firm's EIN ▶ 42-1489255

Phone no. 312-960-2524

Form 990-PF (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**JOHN & JACOLYN BUCKSBAUM FAMILY FOUND
C/O MB INVESTMENTS, LLC**Employer identification number**

26-0450497

Organization type(check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND
C/O MB INVESTMENTS, LLC

Employer identification number

26-0450497

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN BUCKSBAUM C/O MB INVESTMENTS 180 N. WACKER DRIVE, SUITE 001 CHICAGO, IL 60606	\$ 2,993,395.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	JOHN BUCKSBAUM C/O MB INVESTMENTS 180 N. WACKER DRIVE, SUITE 001 CHICAGO, IL 60606	\$ 2,022,372.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND
C/O MB INVESTMENTS, LLC

Employer identification number

26-0450497

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	41,500 SHARES HOWARD HUGHES CORPORATION	\$ 2,993,395.	09/14/12
2	140,005 SHARES ROUSE PROPERTIES, INC.	\$ 2,022,372.	09/14/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

JOHN & JACOLYN BUCKSBAUM FAMILY FOUND
C/O MB INVESTMENTS, LLC

Employer identification number

26-0450497

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

GRANT EXPENDITURE REPORT

Grantee:

John and Jacolyn
Bucksbaum Family Foundation

Grantor:

Matthew and Carolyn Bucksbaum
Family Foundation

Grant profile:

— Date of grant:	August 1, 2007
— Total amount of grant:	\$6,235,823
— Remaining grant funds (as of 12/31/12)	\$1,412,361
— Purpose of grant:	Unrestricted for its general exempt purposes
— Reporting period:	January 1, 2011 to December 31, 2012

Portion of Grant spent by grantee:

From August 1, 2007 through December 31, 2011	\$3,805,992
From January 1, 2012 through December 31, 2012	<u>\$1,017,470</u>
Total through December 31, 2012	<u>\$4,823,462</u>

Fiscal statement of Grant funds used: Please attach to this document an expenditure statement detailing all expenses made from these grant funds, including all salaries, travel, supplies, *etc.* Include any additional accounting information relative to the grant.

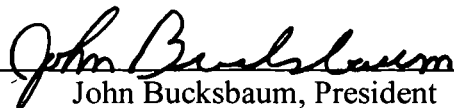
Books and records: The Grantee shall maintain records of receipts and expenditures and is expected to make its books and records available to the Grantor or an authorized agency upon request.

Progress made toward the goals of the Grant: The Grantee used the Grant to make unrestricted gifts to public charities in furtherance of their exempt purposes, as authorized by the Grant, in the amounts listed on the attached statement.

Certification: The Grantee hereby certifies that the Grant was used by the Grantee solely for charitable purposes as specified in Section 170(c)(2)(B) of the Internal Revenue Code of 1986 and that no portion of the Grant or the income therefrom was used by the Grantee to carry on propaganda or otherwise attempt to influence legislation; to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive; to make any grant which did not comply with the requirements of Section 4945(d)(3) or (4) of the Internal Revenue Code of 1986; or to undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Internal Revenue Code of 1986.

**JOHN AND JACOLYN BUCKSBAUM
FAMILY FOUNDATION**

By: *x*


John Bucksbaum, President

4-25-13

Date

John & Jacolyn Bucksbaum Family Foundation
Expenditure Statement for Grant Expenditure Report

<u>Expenditure</u>	<u>Amount</u>	
2007:		
Contributions, Gifts, Grants Paid	<u>959,700</u>	959,700
2008:		
Contributions, Gifts, Grants Paid	<u>1,189,817</u>	1,189,817
2009:		
Contributions, Gifts, Grants Paid	<u>421,850</u>	421,850
2010:		
Contributions, Gifts, Grants Paid	<u>526,795</u>	526,795
2011:		
Contributions, Gifts, Grants Paid	<u>707,830</u>	707,830
2012:		
Contributions, Gifts, Grants Paid	<u>1,017,470</u>	<u>1,017,470</u>
TOTAL THROUGH 12/31/11		<u><u>4,823,462</u></u>

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
NATIONAL FINANCIAL SERVICES (ACCT 067598)	494.
NATIONAL FINANCIAL SERVICES (ACCT 083798)	782.
Total to Form 990-PF, Part I, line 3, Column A	1,276.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
NATIONAL FINANCIAL SERVICES (ACCT 067598)	2,341.	0.	2,341.
NATIONAL FINANCIAL SERVICES (ACCT 083798)	5.	0.	5.
Total to Fm 990-PF, Part I, ln 4	2,346.	0.	2,346.

Form 990-PF Other Expenses Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ANNUAL REPORT FEES	30.	0.		30.
To Form 990-PF, Pg 1, ln 23	30.	0.		30.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 4

Description	Amount
NONDEDUCTIBLE CONTRIBUTIONS	2,500.
STOCK CONTRIBUTIONS FOR TAX (FMV) GREATER THAN BOOK (COST)	3,310,187.
Total to Form 990-PF, Part III, line 5	3,312,687.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 5

Name of Manager

JOHN BUCKSBAUM
JACOLYN BUCKSBAUM

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	ROUSE PROPERTIES (23,989.000 SH)	P	01/12/12	09/17/12
b	ROUSE PROPERTIES (1,866.000 SH)	P	01/12/12	09/18/12
c	ROUSE PROPERTIES (57,000.000 SH)	P	01/12/12	09/19/12
d	ROUSE PROPERTIES (14,634.000 SH)	P	01/12/12	09/21/12
e	ROUSE PROPERTIES (20,057.000 SH)	P	01/12/12	09/24/12
f	ROUSE PROPERTIES (20,830.000 SH)	P	01/12/12	09/25/12
g	ROUSE PROPERTIES (1,629.000 SH)	P	01/12/12	09/26/12
h	HOWARD HUGHES CORP (5,850.000 SH)	P	01/02/09	09/17/12
i	HOWARD HUGHES CORP (920.000 SH)	P	01/02/09	09/18/12
j	HOWARD HUGHES CORP (17,020.000 SH)	P	01/02/09	09/19/12
k	HOWARD HUGHES CORP (1,959.000 SH)	P	01/02/09	09/20/12
l	HOWARD HUGHES CORP (15,751.000 SH)	P	01/02/09	09/21/12
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 347,511.		272,544.	74,967.
b 27,037.		21,200.	5,837.
c 826,510.		647,589.	178,921.
d 211,982.		166,260.	45,722.
e 290,605.		227,872.	62,733.
f 301,849.		236,654.	65,195.
g 23,596.		18,507.	5,089.
h 427,181.		16,205.	410,976.
i 67,145.		2,548.	64,597.
j 1,244,926.		47,145.	1,197,781.
k 142,975.		5,426.	137,549.
l 1,150,975.		43,630.	1,107,345.
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			74,967.
b			5,837.
c			178,921.
d			45,722.
e			62,733.
f			65,195.
g			5,089.
h			410,976.
i			64,597.
j			1,197,781.
k			137,549.
l			1,107,345.
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	3,356,712.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE FIELD MUSEUM 1400 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	41,000.
USA CYCLING DEVELOPMENT FOUNDATION 210 USA CYCLING POINT, SUITE 100 COLORADO SPRINGS, CO 80919	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	50,000.
CINEMA/CHICAGO 30 EAST ADAMS STREET CHICAGO, IL 60603	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	35,000.
THE FOCUS FOUNDATION, INC. 2772 RUTLAND ROAD DAVIDSONVILLE, MD 21035	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	200,000.
THE UNIVERSITY OF CHICAGO MEDICAL CENTER 5841 S. MARYLAND AVENUE CHICAGO, IL 60637	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	35,000.
USOC 1100 H STREET, NW, SUITE 600 WASHINGTON, DC 20005	NONE ARE INDIVIDUALS. ALL ARE PUBLIC CHARITIES		ALL CONTRIBUTIONS MADE FOR THE INTENT ESTABLISHED BY THE VARIOUS CHARITIES	30,000.
Total from continuation sheets				391,000.