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

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

2012

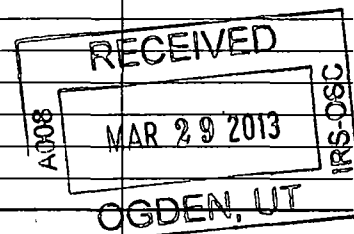
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>SHEFFIELD FOUNDATION</b>		A Employer identification number <b>26-4124633</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>707 MOFFETT ROAD</b>		B Telephone number <b>847-735-0771</b>
City or town, state, and ZIP code <b>LAKE BLUFF, IL 60044</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 855,214.</b> (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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			N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	39,027.	39,027.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	38,798.			STATEMENT 1	
	b Gross sales price for all assets on line 6a	464,934.				
	7 Capital gain net income (from Part IV, line 2)		39,541.			
	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	77,825.	78,568.				
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	STMT 3	1,000.	1,000.		0.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	1,721.	281.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	1,937.	1,937.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		4,658.	3,218.		0.
	25 Contributions, gifts, grants paid		41,000.			41,000.
26 Total expenses and disbursements. Add lines 24 and 25		45,658.	3,218.		41,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		32,167.				
b Net investment income (if negative, enter -0-)			75,350.			
c Adjusted net income (if negative, enter -0-)				N/A		



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	20,765.	48,600.	48,600.
	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 STMT 6	559,015.	624,173.	728,146.
	c Investments - corporate bonds STMT 7	127,644.	0.	0.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	11,367.	78,185.	78,468.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	718,791.	750,958.	855,214.	
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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	718,791.	750,958.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	718,791.	750,958.		
31 Total liabilities and net assets/fund balances	718,791.	750,958.		

## 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	718,791.
2 Enter amount from Part I, line 27a	2	32,167.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	750,958.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	750,958.

**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 <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>464,934.</b>		<b>425,393.</b>	<b>39,541.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>39,541.</b>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<b>39,541.</b>
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	<b>N/A</b>

**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	35,061.	785,499.	.044635
2010	37,752.	756,880.	.049878
2009	29,050.	715,327.	.040611
2008			
2007			

2 Total of line 1, column (d)	2	<b>.135124</b>
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	<b>.045041</b>
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>830,559.</b>
5 Multiply line 4 by line 3	5	<b>37,409.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>754.</b>
7 Add lines 5 and 6	7	<b>38,163.</b>
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	<b>41,000.</b>

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	754.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	754.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	754.
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	6a 1,080.	7	1,080.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	326.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 326. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

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

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 ► THOMAS C SHEFFIELD III Telephone no. ► 847-735-0771 Located at ► 707 MOFFETT ROAD, LAKE BLUFF, IL ZIP+4 ► 60044			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS C. SHEFFIELD III 707 MOFFETT ROAD LAKE BLUFF, IL 60044	PRESIDENT 1.00	0.	0.	0.
LUCINDA M. SHEFFIELD 707 MOFFETT ROAD LAKE BLUFF, IL 60044	TREASURER AND SECRETARY 1.00	0.	0.	0.
DAVID A.F. SWEET 833 BEVERLY LAKE FOREST, IL 60045	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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	811,823.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	31,384.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	843,207.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	843,207.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	12,648.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	830,559.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	41,528.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	41,528.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	754.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	754.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	40,774.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	40,774.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	40,774.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	41,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	41,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	754.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	40,246.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				40,774.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009	3,950.			
<b>d</b> From 2010	1,184.			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	5,134.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 41,000.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				40,774.
<b>e</b> Remaining amount distributed out of corpus	226.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,360.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,360.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009	3,950.			
<b>c</b> Excess from 2010	1,184.			
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	226.			



**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
<b>a</b> Paid during the year				
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
BRITISH SCHOOLS AND UNIVERSITIES FOUNDATION 575 MADISON AVENUE, STE 1006 NEW YORK, NY 10022		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
CHI PSI EDUCATIONAL TRUST, INC 45 RUTLEDGE ST NASHVILLE, TN 37210		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
CHICAGO BOTANIC GARDENS 1000 LAKE COOK ROAD GLENCOE, IL 60022		PUBLIC CHARITY	GENERAL OPERATIONS	250.
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>41,000.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>

**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
DEFENDERS OF WILDLIFE 1130 17TH STREET, NW WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATIONS	200.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL OPERATIONS	500.
FEEDING AMERICA 35 E. WACKER DRIVE, STE 2000 CHICAGO, IL 60601		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
FRIENDS OF GENESEE THEATRE 203 NORTH GENESEE STREET WAUKEGAN, IL 60085		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
FRIENDS OF LAKE BLUFF LIBRARY 123 EAST SCRANTON AVENUE LAKE BLUFF, IL 60044		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
FRIENDS OF RYERSON WOODS 21850 NORTH RIVERWOODS ROAD DEERFIELD, IL 60015		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
GREAT LAKES ADAPTIVE SPORTS ASSOCIATION 400 EAST ILLINOIS RD LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
HOLDERNESS SCHOOL CHAPEL LANE, PO BOX 1879 PLYMOUTH, NH 03264		PUBLIC CHARITY	GENERAL OPERATIONS	4,000.
LAKE BLUFF OPEN LANDS ASSOCIATION PO BOX 449 LAKE BLUFF, IL 60044		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
LAKE FOREST - LAKE BLUFF HISTORICAL SOCIETY 361 EAST WESTMINSTER LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
<b>Total from continuation sheets</b>				<b>36,750.</b>

**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
LAKE FOREST OPEN LANDS ASSOCIATION 350 N. WAUKEGAN RD LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS, NY 10605		PUBLIC CHARITY	GENERAL OPERATIONS	500.
MOTHERS TRUST FOUNDATION 400 EAST ILLINOIS ROAD LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	500.
MUSEUM OF SCIENCE AND INDUSTRY 57TH AND LAKE SHORE DRIVE CHICAGO, IL 60637		PUBLIC CHARITY	GENERAL OPERATIONS	500.
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 1830 MERRIFIELD, VA 22116		PUBLIC CHARITY	GENERAL OPERATIONS	100.
PMC (PAN MASS CHALLENGE) 77 FOURTH AVENUE NEEDHAM, MA 02494		PUBLIC CHARITY	GENERAL OPERATIONS	500.
RAGDALE 1260 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	500.
RAILS TO TRAILS CONSERVANCY PO BOX 96014 WASHINGTON, DC 20090		PUBLIC CHARITY	GENERAL OPERATIONS	200.
RAVINIA FESTIVAL 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL OPERATIONS	3,500.
SHEDD AQUARIUM PO BOX N CHICAGO, IL 60690		PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
Total from continuation sheets				

**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
ST. PAULS CHURCH 20 FAIR STREET, P.O. BOX 278 NANTUCKET, MA 02554		PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
THE CHURCH OF THE HOLY SPIRIT 400 E. WESTMINSTER RD LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL OPERATIONS	4,000.
THE SEEING EYE, INC. 10 WASHINGTON VALLEY ROAD MORRISTOWN, NJ 07960		PUBLIC CHARITY	GENERAL OPERATIONS	500.
THE WETLANDS INITIATIVE 53 WEST JACKSON BLVD, STE 1015 CHICAGO, IL 60604		PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
UNIVERSITY OF CHICAGO - BOOTH SCHOOL OF BUSINESS 5807 SOUTH WOODLAWN AVENUE CHICAGO, IL 60637		PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
U.S. FUNDS FOR UNICEF PO BOX 27780 NEWARK, NJ 07101		PUBLIC CHARITY	GENERAL OPERATIONS	500.
WTW 5400 N SAINT LOUIS AVENUE CHICAGO, IL 60625		PUBLIC CHARITY	GENERAL OPERATIONS	250.
Total from continuation sheets				







## SHEFFIELD FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 SHRS AMYLIN PHARM, INC	P	06/27/12	07/02/12
b	100 SHRS APPLE, INC.	P	VARIOUS	05/31/12
c	100 SHRS CUMMINS, INC.	P	02/16/12	07/10/12
d	200 SHRS HOME DEPOT, INC.	P	04/04/12	10/10/12
e	300 SHRS JOHNSON & JOHNSON	P	08/08/11	01/31/12
f	200 SHRS JCPENNY CO., INC.	P	06/13/11	02/21/12
g	100 SHRS PHILLIPS 66 COM	P	VARIOUS	06/29/12
h	300 SHRS SVB FINL GROUP	P	VARIOUS	11/15/12
i	72,000 UNITS AETNA, INC. 6.75% CORP BOND	D	03/03/05	VARIOUS
j	1,075 UNITS BANK ONE CAP 7.20% CORP BOND	P	VARIOUS	04/30/12
k	333 SHRS CORPBANCA	P	01/14/11	10/01/12
l	800 SHRS HOME DEPOT, INC.	P	VARIOUS	10/10/12
m	250 SHRS INTEGRYS ENERGY GROUP, INC.	P	03/09/10	04/27/12
n	500 SHRS ISHARES TR MSCI EMERGING MKTS INDEX	P	11/30/09	08/07/12
o	500 SHRS ELI LILLY & CO.	P	06/18/10	08/07/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,342.		14,084.	1,258.
b 57,673.		51,165.	6,508.
c 8,564.		12,308.	-3,744.
d 11,964.		9,985.	1,979.
e 19,726.		18,521.	1,205.
f 8,220.		6,038.	2,182.
g 3,316.		2,990.	326.
h 15,798.		19,878.	-4,080.
i 76,767.		73,577.	3,190.
j 26,875.		26,198.	677.
k 5,928.		8,340.	-2,412.
l 47,848.		21,582.	26,266.
m 13,619.		11,615.	2,004.
n 20,152.		20,283.	-131.
o 21,327.		17,312.	4,015.

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			1,258.
b			6,508.
c			-3,744.
d			1,979.
e			1,205.
f			2,182.
g			326.
h			-4,080.
i			3,190.
j			677.
k			-2,412.
l			26,266.
m			2,004.
n			-131.
o			4,015.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

3

**SHEFFIELD FOUNDATION**

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 SHRS JCPENNY CO., INC.	P	03/04/10	02/21/12
b	150 SHRS PHILLIPS 66 COM	P	04/13/11	06/29/12
c	200 SHRS SVB FINL GROUP	P	05/11/10	11/15/12
d	1,000 SHRS TELEFONICA BRASIL	P	VARIOUS	11/02/12
e	50,000 UNITS TIME WARNER COS 9.125% CORP BOND	D	09/01/04	02/01/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 20,549.		14,692.	5,857.
b 4,974.		5,348.	-374.
c 10,523.		10,040.	483.
d 21,935.		28,137.	-6,202.
e 53,833.		53,300.	533.
f 1.			1.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			5,857.
b			-374.
c			483.
d			-6,202.
e			533.
f			1.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	39,541.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHRS AMYLIN PHARM, INC	PURCHASED	06/27/12	07/02/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
15,342.	14,084.	0.	0.
			1,258.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHRS APPLE, INC.	PURCHASED	VARIOUS	05/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
57,673.	51,165.	0.	0.
			6,508.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHRS CUMMINS, INC.	PURCHASED	02/16/12	07/10/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
8,564.	12,308.	0.	0.
			-3,744.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHRS HOME DEPOT, INC.	11,964.	9,985.	0.	0.	1,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SHRS JOHNSON & JOHNSON	19,726.	18,521.	0.	0.	1,205.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHRS JCPENNY CO., INC.	8,220.	6,038.	0.	0.	2,182.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHRS PHILLIPS 66 COM	3,316.	2,990.	0.	0.	326.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SHRS SVB FINL GROUP	15,798.	19,878.	0.	0.	-4,080.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,000 UNITS AETNA, INC. 6.75% CORP BOND	76,767.	74,320.	0.	0.	2,447.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,075 UNITS BANK ONE CAP 7.20% CORP BOND	26,875.	26,198.	0.	0.	677.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
333 SHRS CORPBANCA	5,928.	8,340.	0.	0.	-2,412.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
800 SHRS HOME DEPOT, INC.	47,848.	21,582.	0.	PURCHASED	VARIOUS	10/10/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
250 SHRS INTEGRYS ENERGY GROUP, INC.	13,619.	11,615.	0.	PURCHASED	03/09/10	04/27/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
500 SHRS ISHARES TR MSCI EMERGING MKTS INDEX	20,152.	20,283.	0.	PURCHASED	11/30/09	08/07/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
500 SHRS ELI LILLY & CO.	21,327.	17,312.	0.	PURCHASED	06/18/10	08/07/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHRS JCPENNY CO., INC.	20,549.	14,692.	0.	0.	5,857.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150 SHRS PHILLIPS 66 COM	4,974.	5,348.	0.	0.	-374.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHRS SVB FINL GROUP	10,523.	10,040.	0.	0.	483.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHRS TELEFONICA BRASIL	21,935.	28,137.	0.	0.	-6,202.



(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
50,000 UNITS TIME WARNER COS 9.125% CORP BOND	DONATED	09/01/04	02/01/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,833.	53,300.	0.	0.	533.

CAPITAL GAINS DIVIDENDS FROM PART IV 1.

TOTAL TO FORM 990-PF, PART I, LINE 6A 38,798.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	39,028.	1.	39,027.
TOTAL TO FM 990-PF, PART I, LN 4	39,028.	1.	39,027.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	1,000.	1,000.		0.
TO FORM 990-PF, PG 1, LN 16B	1,000.	1,000.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	281.	281.		0.	
FEDERAL EXCISE TAXES	1,440.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,721.	281.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	1,705.	1,705.		0.	
BANK AND TRANSACTION FEES	207.	207.		0.	
ILLINOIS ANNUAL FEES	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	1,937.	1,937.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY INVESTMENTS - SEE ATTACHED	624,173.	728,146.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	624,173.	728,146.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY INVESTMENTS - SEE ATTACHED	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.		

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS - SEE ATTACHED	COST	78,185.	78,468.
TOTAL TO FORM 990-PF, PART II, LINE 13		78,185.	78,468.

SHEFFIELD FOUNDATION  
FEIN: #26-4124633  
TAX YEAR ENDED 12/31/12

ATTACHMENT TO FORM 990-PF  
INVESTMENTS

Corporate Stock:

Shares	Investment	Cost	Market
500	Aflac Inc	\$ 24,127	\$ 26,560
750	AES Corp	9,083	8,025
1,000	AT&T Inc Com	25,306	33,710
250	Abbott Laboratories	10,850	16,375
2,000	Altria Group Inc	40,516	62,880
259	Bank One Cap TR PFD 7.20%	6,660	6,654
2,000	Altria Group Inc	21,064	19,730
500	ConocoPhillips	28,055	28,995
2,000	Corning Inc	25,946	25,240
333	Corpbanca Sponsored ADR Repstg Com	6,118	6,743
750	Family Dollar Stores Inc (FDO)	43,780	47,558
1,000	Gap Inc	27,450	31,040
300	Heinz H J Co.	16,001	17,304
150	Intergys Energy Group Inc	7,079	7,833
700	iShares TR iBoxx \$ High Yield Corp	62,801	65,345
500	Johnson & Johnson	25,462	35,050
250	Lockheed Martin	37,771	41,531
50	Mastercard Inc	24,177	24,564
2,000	Pfizer Inc.	45,733	50,158
500	Philip Morris Intl Inc Com	18,674	41,820
500	TJX Companies Inc	21,042	21,225
800	Vodafone Group	22,847	20,152
500	WestPac Banking Corporation	52,826	68,955
2,500	Windstream Corp Com	20,808	20,700
		<u>\$ 624,173</u>	<u>\$ 728,146</u>

Corporate Other Holdings:

Units	Investment	Cost	Market
1,500	Omega Healthcare Invs Inc	\$ 34,854	35,775
400	Digital Rlty TR, Inc.	27,921	27,156
1292.561	TCW Emerging Markets Income	15,410	15,537
		<u>\$ 78,185</u>	<u>78,468</u>

SHEFFIELD FOUNDATION  
FEIN: #26-4124633  
TAX YEAR ENDED 12/31/12

ATTACHMENT TO FORM 990-PF  
PART XIII: UNDISTRIBUTED INCOME

DURING 2009 THE JS CHARITABLE TRUST (FEIN: #36-6161278) MADE A SUBSTANTIAL DISTRIBUTION OF ITS ASSETS TO THE SHEFFIELD FOUNDATION. THEREFORE, IN ACCORDANCE WITH TREASURY REG. §1.507-3 A PORTION OF THE EXCESS DISTRIBUTION CARRYOVER FROM THE JS CHARITABLE TRUST 2008 RETURN WAS TRANSFERRED TO THE SHEFFIELD FOUNDATION IN 2009. THE SCHEDULE BELOW ILLUSTRATES THE DIVISION OF THE EXCESS DISTRIBUTIONS FROM 2009.

EXCESS DISTRIBUTIONS CARRYOVER TO 2012:

	2012 SHEFFIELD FOUNDATION RETURN
EXCESS FROM 2009	3,950
EXCESS FROM 2010	1,184
EXCESS FROM 2011	-
	<u>5,134</u>