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

# 2012

Department of the Treasury

Internal Revenue Service

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

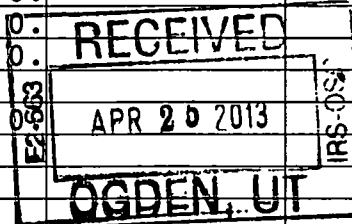
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>GERALD O. MANN CHARITABLE FOUNDATION</b>		A Employer identification number <b>27-2982177</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2335 EXMOOR AVENUE</b>	Room/suite	B Telephone number <b>312-315-1100</b>
City or town, state, and ZIP code <b>HIGHLAND PARK, IL 60035</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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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>\$ 4,424,103.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		28,367.	28,367.		STATEMENT 2
4 Dividends and interest from securities		62,222.	62,222.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,435.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>678,655.</b>					
7 Capital gain net income (from Part IV, line 2)			29,218.		
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		119,024.	119,807.		
13 Compensation of officers, directors, trustees, etc		44,122.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		3,903.	0.		0.
b Accounting fees STMT 5		7,650.	0.		0.
c Other professional fees STMT 6		34,238.	0.		0.
17 Interest					
18 Taxes STMT 7		3,667.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		137.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		93,717.	0.		0.
25 Contributions, gifts, grants paid		145,000.			145,000.
26 Total expenses and disbursements. Add lines 24 and 25		238,717.	0.		145,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-119,693.			
b Net investment income (if negative, enter -0-)			119,807.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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	4,809.	28,631.	28,631.
	2 Savings and temporary cash investments	771,633.	195,858.	195,858.
	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 ▶ 3,467.			
	Less: allowance for doubtful accounts ▶ 0.	0.	3,467.	3,467.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,432,135.	1,195,498.	1,224,413.
	c Investments - corporate bonds STMT 10	1,064,426.	2,730,951.	2,971,734.
Liabilities	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)	4,273,003.	4,154,405.	4,424,103.
	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	4,273,003.	4,154,405.	
	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	4,273,003.	4,154,405.	
	31 Total liabilities and net assets/fund balances	4,273,003.	4,154,405.	

## 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	4,273,003.
2 Enter amount from Part I, line 27a	2	-119,693.
3 Other increases not included in line 2 (itemize) ▶ MISCELLANEOUS ADJUSTMENTS	3	1,095.
4 Add lines 1, 2, and 3	4	4,154,405.
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	4,154,405.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 678,655.		649,437.	29,218.

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			29,218.

<b>2</b> 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>	<b>2</b>	29,218.
<b>3</b> 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		<b>3</b>	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	12,107.	2,855,606.	.004240
2010	0.	325,756.	.000000
2009			
2008			
2007			

<b>2</b> Total of line 1, column (d)	<b>2</b>	.004240
<b>3</b> 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	<b>3</b>	.002120
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	4,345,113.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	9,212.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,198.
<b>7</b> Add lines 5 and 6	<b>7</b>	10,410.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	145,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,198.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,198.
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	1,198.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		28.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,226.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>ALLAN A. WULFSTAT, TRUSTEE</b> Telephone no. ► <b>312-315-1100</b> Located at ► <b>2335 EXMOOR AVENUE, HIGHLAND PARK, IL</b> ZIP+4 ► <b>60035</b>			
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 <b>N/A</b> ► <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? <b>N/A</b>	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.) <b>N/A</b>	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.) <b>N/A</b>	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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.

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
ALLAN A. WULFSTAT 2335 EXMOOR AVENUE HIGHLAND PARK, IL 60035	TRUSTEE AND CHAIRMAN 10.00	44,122.	0.	0.
HARRIET R. WULFSTAT 2335 EXMOOR AVENUE HIGHLAND PARK, IL 60035	SECRETARY 4.00	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

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**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

[illegible]

C

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0.

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

<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>	4,401,990.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	9,292.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,411,282.
<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>	4,411,282.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	66,169.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,345,113.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	217,256.

**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>	217,256.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,198.
<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>	1,198.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	216,058.
<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>	216,058.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	216,058.

**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>	145,000.
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	145,000.
<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>	1,198.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	143,802.

**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				216,058.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			138,990.	
<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				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 145,000.				
<b>a</b> Applied to 2011, but not more than line 2a			138,990.	
<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				6,010.
<b>e</b> Remaining amount distributed out of corpus	0.			
<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	0.			
<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				210,048.
<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	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**N/A**

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

09470414 143537 MANNFOUND.04 2012.03020 GERALD O. MANN CHARITABLE F MANNFOU1

**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 Paid during the year</b>				
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD. SUITE 2416 LOS ANGELES, CA 90048	NONE		ADVANCE HEART TRANSPLANT RESEARCH	10,000.
UNIVERSITY OF CHICAGO 1427 EAST 60TH STREET SUITE 120 CHICAGO, IL 60637	NONE		PANCREATIC CANCER RESEARCH	50,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO 220 MONTGOMERY STREET 5TH FLOOR SAN FRANCISCO, CA 94143-0248	NONE		PANCREATIC CANCER RESEARCH	50,000.
ROLFE FOUNDATION 17 N. STATE STREET SUITE 1550 CHICAGO, IL 60602-3850	NONE		PANCREATIC CANCER RESEARCH	25,000.
COUNCIL OF JEWISH ELDERLY D/B/A CJE SENIOR LIFE 3003 WEST TOUHY AVENUE CHICAGO, IL 60645	NONE		ALZHEIMERS RESEARCH	10,000.
<b>Total</b>			<b>3a</b>	<b>145,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	<b>0.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					28,367.
4 Dividends and interest from securities					62,222.
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					28,435.
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)		0.		0.	119,024.
13 Total. Add line 12, columns (b), (d), and (e)					119,024.

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

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

[illegible]

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations




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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.


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

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.

**Sign Here**    **TRUSTEE**

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	ALLAN A. WULFSTAT		4/13/13		P01277621
	Firm's name ▶ ALLAN A. WULFSTAT, LLC ATTORNEY AT LAW			Firm's EIN ▶	
	Firm's address ▶ 2335 EXMOOR AVENUE HIGHLAND PARK, IL 60035			Phone no. 312-315-1100	

Form **990-PF** (2012)

GERALD O. MANN CHARITABLE 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	HCC INS HOLDINGS	P	02/11/11	01/23/12
b	BAKER HUGHES INC	P	02/16/12	10/25/12
c	RALCORP HLDGS INC	P	09/19/12	11/27/12
d	EATON CORPORATION	P	05/04/12	12/05/12
e	BP PLC	D	03/08/10	02/10/12
f	BP PLC	D	02/11/10	02/10/12
g	FED HOME LOAN MTG CO 2.625%	D	03/11/11	03/30/12
h	ALLIANCE DATA SYSTEMS CORP	D	02/10/11	04/24/12
i	ALLIANCE DATA SYSTEMS CORP	D	10/22/10	04/24/12
j	ALLIANCE DATA SYSTEMS CORP	D	10/15/10	04/24/12
k	WAL MART STORES INC	D	09/09/10	04/25/12
l	DUN & BRADSTREET CORP	P	03/04/11	07/20/12
m	DUN & BRADSTREET CORP	D	10/21/10	07/20/12
n	DUN & BRADSTREET CORP	P	02/10/11	07/20/12
o	EXTERRAN HOLDINGS INC	P	02/11/11	08/13/12

(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 28,169.		31,080.	-2,911.
b 34,462.		38,736.	-4,274.
c 53,259.		43,762.	9,497.
d 25,828.		22,365.	3,463.
e 796.		716.	80.
f 54,356.		63,490.	-9,134.
g 50,000.		50,000.	0.
h 38,024.		23,327.	14,697.
i 12,675.		6,411.	6,264.
j 50,699.		27,165.	23,534.
k 85,753.		78,473.	7,280.
l 21,520.		23,913.	-2,393.
m 21,520.		22,493.	-973.
n 14,347.		17,010.	-2,663.
o 18,432.		23,855.	-5,423.

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			-2,911.
b			-4,274.
c			9,497.
d			3,463.
e			80.
f			-9,134.
g			0.
h			14,697.
i			6,264.
j			23,534.
k			7,280.
l			-2,393.
m			-973.
n			-2,663.
o			-5,423.

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

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

2

3

GERALD O. MANN CHARITABLE 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	GENERAL MOTORS 4.375% PFD	P	03/08/11	08/13/12
b	CYS INVESTMENTS INC	P	02/10/11	10/12/12
c	EMERSON ELECTRIC CO	P	03/08/11	10/15/12
d	INTL SPEEDWAY CORP	D	12/20/10	10/23/12
e	BAKER HUGHES INC	P	09/17/10	10/25/12
f	GENERAL MOTORS CO	D	03/08/11	10/25/12
g	PRNTAIR LTD	P	09/15/10	11/02/12
h	EATON CORPORATION	D		12/05/12
i	CAPITAL GAINS DIVIDENDS			
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 23,987.		34,452.	-10,465.
b 39,736.		36,975.	2,761.
c 25,000.		26,522.	-1,522.
d 20,297.		20,401.	-104.
e 12,923.		11,973.	950.
f 14,406.		19,450.	-5,044.
g 45.		30.	15.
h 30,993.		26,838.	4,155.
i 1,428.			1,428.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10,465.
b			2,761.
c			-1,522.
d			-104.
e			950.
f			-5,044.
g			15.
h			4,155.
i			1,428.
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	29,218.
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



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FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HCC INS HOLDINGS	28,169.	31,080.	0.	0.	-2,911.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BAKER HUGHES INC	34,462.	38,736.	0.	0.	-4,274.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RALCORP HLDGS INC	53,259.	43,762.	0.	0.	9,497.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EATON CORPORATION	25,828.	25,828.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BP PLC	796.	716.	0.	0.	80.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BP PLC	54,356.	48,919.	0.	0.	5,437.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FED HOME LOAN MTG CO 2.625%	50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALLIANCE DATA SYSTEMS CORP	38,024.	24,390.	0.	0.	13,634.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALLIANCE DATA SYSTEMS CORP	12,675.	9,967.	0.	0.	2,708.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALLIANCE DATA SYSTEMS CORP	50,699.	31,102.	0.	0.	19,597.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WAL MART STORES INC	85,753.	85,592.	0.	0.	161.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DUN & BRADSTREET CORP	21,520.	23,913.	0.	0.	-2,393.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DUN & BRADSTREET CORP	21,520.	21,117.	0.	0.	403.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DUN & BRADSTREET CORP	14,347.	17,010.	0.	0.	-2,663.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EXTERRAN HOLDINGS INC	18,432.	23,855.	0.	0.	-5,423.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GENERAL MOTORS 4.375% PFD	23,987.	34,452.	0.	0.	-10,465.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CYS INVESTMENTS INC	39,736.	37,170.	0.	0.	2,566.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EMERSON ELECTRIC CO	25,000.	26,522.	0.	0.	-1,522.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INTL SPEEDWAY CORP	20,297.	19,560.	0.	0.	737.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BAKER HUGHES INC	12,923.	13,446.	0.	0.	-523.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GENERAL MOTORS CO	14,406.	12,060.	0.	0.	2,346.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRNTAIR LTD	45.	30.	0.	0.	15.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EATON CORPORATION	30,993.	30,993.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,428.
TOTAL TO FORM 990-PF, PART I, LINE 6A	28,435.

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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2**


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SOURCE	AMOUNT
BNY MELLON	28,303.
FIFTH THIRD BANK	64.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,367.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON #10189003340	63,650.	1,428.	62,222.
TOTAL TO FM 990-PF, PART I, LN 4	63,650.	1,428.	62,222.

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**FORM 990-PF LEGAL FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,903.	0.		0.
TO FM 990-PF, PG 1, LN 16A	3,903.	0.		0.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,650.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,650.	0.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	34,194.	0.		0.	
INVESTMENT EXP	44.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	34,238.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	2,964.	0.		0.	
FOREIGN TAXES	703.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,667.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL FILING FEES	115.	0.		0.	
POSTAGE	22.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	137.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STOCK	1,195,498.	1,224,413.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,195,498.	1,224,413.		



FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	2,730,951.	2,971,734.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,730,951.	2,971,734.

**GERALD O. MANN CHARITABLE  
FOUNDATION**

**LIST OF ASSETS  
OTHER THAN CASH AND RECEIVABLE  
ATTACHED TO 2012 FORM 990-PF**

**PART II**

**BALANCE SHEET**

## BNY FOUNDATION Portfolio Value and Cost Basis - As of 12/31/2012

Security	12/31/2012 Cost Basis	12/31/2012 Balance
<b>Bond</b>		
24422ERR2-JOHN DEERE CAPITAL CORP DTD 4/...	51,201.00	51,461.00
261980494-DREYFUS EMERGING MARKETS DEB...	49,999.99	54,824.88
261980759-DREYFUS HIGH YIELD FUND	52,999.99	53,481.09
89152UAA0-TOTAL CAPITAL SA DTD 10/2/2009 3.1...	53,394.00	53,218.00
BERKSHIRE HATHAWAY 2.125% DUE 02-11-2013	51,050.00	50,089.50
COCA COLA CO NT 3.625 DUE 03-15-2014 REG	53,050.00	51,878.50
DEKALB CNTY GA DEV AUTH REV 2.64% 03-0...	50,381.00	50,678.50
DELL INC 1.4% DUE 09-10-2013	24,919.75	25,136.50
DU PONT E I DE 1.95% DUE 01-15-2016	48,200.00	51,558.50
FEDERAL HOME LN MTG CORP 1.75 DUE 09-1...	49,287.00	51,832.00
GEN ELEC CAP CORP MEDIUM TERM NTS BO 1...	50,139.50	50,493.00
INTL BUSINESS 2% DUE 01-05-2016	48,732.50	51,663.50
JPMORGAN CHASE & 2.6% DUE 01-15-2016	48,681.50	51,978.50
LOWES COS INC 2.125% DUE 04-15-2016	48,682.50	51,868.00
MEDTRONIC INC 3% DUE 03-15-2015	25,785.25	26,269.25
MICROSOFT CORP 1.625% DUE 09-25-2015	24,274.00	25,726.00
PRAXAIR INC 3.25% DUE 09-15-2015	52,085.00	53,374.50
PROCTER & GAMBLE CO NT 3.5 DUE 02-15...	52,613.50	53,087.50
PVTPL ROYAL BK CDA BD 144A 3.125% DUE 04...	25,522.50	26,445.00
PVTPL VOLKSWAGEN INTL FIN N V GTD NT 144...	50,410.00	50,353.00
SHELL INTL FIN B V 3.25% DUE 09-22-2015	51,640.50	53,406.00
TOYOTA MTR CR CORP MEDIUM TERM NTS 3.2 ...	51,143.00	53,020.50
TREVOR WILMOT WIS CONS GRADE SCH DIST ...	25,050.00	25,233.00
WAL-MART STORES 2.25% DUE 07-08-2015	50,202.50	52,054.00
WELLS FARGO & CO 3.75% DUE 10-01-2014	52,559.00	52,719.00
WISCONSIN ST GEN FD ANNUAL APPROPRIATIO...	53,494.50	52,564.00
<b>TOTAL Bond</b>	<b>1,195,498.48</b>	<b>1,224,413.22</b>
<b>Other</b>		
991061052-CRA (BNY MELLON, N.A., MEMBER FD..	195,858.36	195,858.36
<b>TOTAL Other</b>	<b>195,858.36</b>	<b>195,858.36</b>
<b>Stock</b>		
00101J106-THE A D T CORPORATION	5,013.36	9,298.00
026874784-AMERICAN INTERNATIONAL GROUP I..	52,194.06	52,950.00

## BNY FOUNDATION Portfolio Value and Cost Basis - As of 12/31/2012

Security	12/31/2012 Cost Basis	12/31/2012 Balance
037833100-APPLE INC	45,444.28	42,573.83
05569M384-BNY MELLON INTERNATIONAL EQUIT ...	80,280.00	83,940.00
05569M855-BNY MELLON EMERGING MARKETS F...	52,999.99	55,889.92
260003108-DOVER CORP	38,212.93	45,997.00
30219G108-EXPRESS SCRIPTS HOLDINGS, INC.	37,524.06	37,800.00
345370860-FORD MOTOR COMPANY	39,522.66	49,210.00
3M Co	305,538.48	336,766.95
406216101-HALLIBURTON CO	39,446.28	41,628.00
565849106-MARATHON OIL CORP	52,726.24	49,056.00
609207105-MONDELEZ INTERNATIONAL-W/I	40,902.45	38,179.80
747525103-QUALCOMM INC	38,460.30	37,115.76
86271F768-STRATEGIC INTERNATIONAL STOCK ..	49,999.99	55,812.17
88076W103-TERADATA CORPORATION	43,450.75	43,323.00
889478103-TOLL BROS INC	39,011.44	42,029.00
ADR TEVA PHARMACEUTICAL INDS	68,268.00	52,276.00
ADR VODAFONE GROUP PLC NEW SPONSORED ...	49,840.00	45,342.00
AIR PROD & CHEM INC COM	76,676.01	75,618.00
ALLIANCE DATA SYS CORP COM	39,868.00	57,904.00
APACHE CORP COM	65,464.00	47,100.00
BANK OF AMERICA CORP	63,750.83	67,338.00
CARNIVAL CORP COM PAIRED	49,703.32	47,801.00
CHEVRON CORP NEW	132,315.00	162,210.00
CHURCH & DWIGHT INC COM	14,260.00	21,428.00
CINTAS CORP COM	55,642.60	77,710.00
CISCO SYSTEMS INC	70,949.52	70,737.84
COVIDIEN PLC USD0.20(POST CONSOLIDATION)	52,971.00	63,514.00
CVS CAREMARK CORP COM STK	68,032.30	91,865.00
EMC CORP COM	72,334.00	70,840.00
ENERGIZER HLDGS INC COM	63,072.00	71,982.00
EXXON MOBIL CORP	206,820.00	259,650.00
G1151C101-ACCENTURE PLC	28,844.99	33,250.00
G29183103-EATON CORP PLC	49,202.26	59,598.00
GOLDMAN SACHS GROUP INC COM	51,726.53	44,646.00
GOOGLE INC CL A CL A	96,222.30	113,180.80
H5833N103-NOBLE CORPORATION	41,781.87	38,302.00
H6169Q108-PENTAIR LTD	2,907.25	4,669.25
HYATT HOTELS CORP COM CL A COM CL A	41,391.12	42,427.00

## BNY FOUNDATION Portfolio Value and Cost Basis - As of 12/31/2012

As of 12/31/2012

Security	12/31/2012 Cost Basis	12/31/2012 Balance
JOHNSON CTL INC COM	34,232.38	27,603.00
JPMorgan Chase & Co	106,511.29	118,232.91
METLIFE INC COM	23,723.00	23,058.00
REINSURANCE GROUP AMER INC COM NEW STK	19,788.00	21,408.00
THERMO FISHER CORP	13,245.00	19,134.00
TRAVELERS COS INC COM STK	28,405.00	35,910.00
TYCO INTERNATIONAL LTD(SWITZERLAND) COM...	10,009.49	11,700.00
UNITED PARCEL SVC INC CL B	72,267.00	73,730.00
<b>TOTAL Stock</b>	<b>2,730,951.33</b>	<b>2,971,734.23</b>
<b>TOTAL Investments</b>	<b>4,122,308.17</b>	<b>4,392,005.81</b>

\*Placeholder Entries for missing data are used in these calculations. Show me.