Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation HAMMES FAMILY FOUNDATION
C/O JEFFREY C. HAMMES

A Employer identification number 27-3621031

Number and street (or P O box number if mail is not delivered to street address) Room/suite
KIRKLAND & ELLIS LLP
300 N. LASALLE STREET

B Telephone number (see instructions) (847) 835-9707

City or town, state, and ZIP code
CHICAGO, IL 60654

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,214,497.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	178,873.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,348.	3,348.		
	4 Dividends and interest from securities	19,118.	19,118.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-33,148.			
	b Gross sales price for all assets on line 6a 4,865,781.				
	7 Capital gain net income (from Part IV, line 2)		24,022.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	2,327.	2,327.		
	12 **Total.** Add lines 1 through 11	170,518.	48,815.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,147.	1,574.		1,573.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 2	1,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	10.			10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,157.	1,574.		1,583.
	25 Contributions, gifts, grants paid	20,000.			20,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	24,157.	1,574.	0	21,583.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	146,361.			
	b **Net investment income** (if negative, enter -0-)		47,241.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,289,294.	609,398.	609,398.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	143,408.	1,016,345.	1,014,957.
	c	Investments - corporate bonds (attach schedule) ATCH 5	340,023.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	255,737.	549,080.	590,142.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,028,462.	2,174,823.	2,214,497.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,028,462.	2,174,823.	
	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** (see instructions)	2,028,462.	2,174,823.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,028,462.	2,174,823.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,028,462.
2	Enter amount from Part I, line 27a	2	146,361.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,174,823.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,174,823.

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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	SEE PART IV SCHEDULE			
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				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

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	24,022.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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	20,764.	1,902,470.	0.010914
2010		82,805.	
2009			
2008			
2007			

2	Total of line 1, column (d)	2	0.010914
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.005457
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,984,815.
5	Multiply line 4 by line 3	5	10,831.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	472.
7	Add lines 5 and 6	7	11,303.
8	Enter qualifying distributions from Part XII, line 4	8	21,583.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	472.
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	
3	Add lines 1 and 2		3	472.
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	472.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 503.		
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	503.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	31.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 31. **Refunded** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ JEFFREY C. HAMMES Telephone no ▶ 847-835-9707 Located at ▶ 300 N LASALLE STREET CHICAGO, IL ZIP+4 ▶ 60654			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? ☐ Yes ☒ 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)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	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

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . [ ] Yes [X] 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 . . . . ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . . ▶

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	995,340.
b	Average of monthly cash balances	1b	1,019,701.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,015,041.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,015,041.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,226.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,984,815.
6	**Minimum investment return.** Enter 5% of line 5	6	99,241.

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

1	Minimum investment return from Part X, line 6			1	99,241.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	472.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	472.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	98,769.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	98,769.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	98,769.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	21,583.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,583.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	472.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,111.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				98,769.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			77,469.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 21,583.				
a Applied to 2011, but not more than line 2a			21,583.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a)*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			55,886.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				98,769.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

JEFFREY C. HAMMES

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 8				
Total ▶ **3a**				20,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,348.	
4 Dividends and interest from securities			14	19,118.	
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			14	2,327.	
8 Gain or (loss) from sales of assets other than inventory			18	-33,148.	
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)				-8,355.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -8,355.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
1	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	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

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

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee — 11-13-13 — Date — ▶ President — Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	THOMAS DRENNAN	TCD	11/08/2013		P00071232
	Firm's name ▶ TOPEL FORMAN L.L.C.			Firm's EIN ▶ 36-2469413	
	Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611			Phone no 312-642-0006	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
HAMMES FAMILY FOUNDATION
C/O JEFFREY C. HAMMES

Employer identification number
27-3621031

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization HAMMES FAMILY FOUNDATION
C/O JEFFREY C. HAMMES

Employer identification number 27-3621031

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JEFFREY C. HAMMES 725 REDWOOD LANE GLENCOE, IL 60022	$ 62,503.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	JEFFREY C. HAMMES 725 REDWOOD LANE GLENCOE, IL 60022	$ 59,049.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	JEFFREY C. HAMMES 725 REDWOOD LANE GLENCOE, IL 60022	$ 57,321.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization HAMMES FAMILY FOUNDATION C/O JEFFREY C. HAMMES

Employer identification number 27-3621031

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	465 SHS ALTRIA GROUP IINC 195 SHS KIMBERLY CLARK CORP 350 SHS MERCK & CO INC NEW 350 SHS NUCOR CORP	$ 62,503.	12/20/2012
2	190 SHS PHILLIP MORRIS INTL INC 120 SHS CONCUR TECHNOLOGIES 120 SHS VISA INC 170 SHS ULTA SALON COSMETICS	$ 59,049.	12/20/2012
3	1,400 SHS BANK OF AMERICA 420 SHS DISCOVER FINANCIAL 600 SHS HFF INC 115 SHS ALLIANCE DATA SYSTEMS	$ 57,321.	12/20/2012
		$	
		$	
		$	

Name of organization HAMMES FAMILY FOUNDATION
C/O JEFFREY C. HAMMES

Employer identification number
27-3621031

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHWAB #1698 - SEE ATTACHED PROPERTY TYPE: SECURITIES				D	VARIOUS	12/21/2012
176,927.		121,703.					55,224.	
		SCHWAB #2225 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,598,261.		4,605,116.					-6,855.	
		HIGHBRIDGE DYNAMIC COMM STRG FD-SEL PROPERTY TYPE: SECURITIES				P	VARIOUS	07/09/2012
90,593.		114,940.					-24,347.	
TOTAL GAIN(LOSS)							24,022.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KIRKLAND & ELLIS INVESTMENT PARTNERSHIPS	2,327.	2,327.
TOTALS	2,327.	2,327.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAXES	1,000.
TOTALS	1,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEES	10.	10.
TOTALS	10.	10.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PAYCHEX INC - 1,000 SHS	28,468.		
HIGHBRIDGE DYNAMIC - 5,602 SHS	114,940.		
SCHWAB [1698] - SEE ATTACHED		611,477.	610,177.
SCHWAB [2225] - SEE ATTACHED		404,868.	404,780.
TOTALS	143,408.	1,016,345.	1,014,957.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES IBOXX INVESTOP - 3,000	340,023.		
TOTALS	340,023.		

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
KIRKLAND & ELLIS INVESTMENT PARTNERSHIPS	255,737.	549,080.	590,142.
TOTALS	255,737.	549,080.	590,142.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFFREY C. HAMMES KIRKLAND & ELLIS LLP 300 N. LASALLE STREET CHICAGO, IL 60654	DIRECTOR, PRESIDENT, TREASURER	0	0	0
LINDA H. HAMMES KIRKLAND & ELLIS LLP 300 N. LASALLE STREET CHICAGO, IL 60654	DIRECTOR, SECRETARY	0	0	0
MITCHELL H. HAMMES KIRKLAND & ELLIS LLP 300 N. LASALLE STREET CHICAGO, IL 60654	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD LAW SCHOOL 559 NATHAN ABBOTT WAY STANFORD, CA 94305-8610	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	20,000.
		TOTAL CONTRIBUTIONS PAID	20,000.

FEDERAL FOOTNOTES

IN ACCORDANCE WITH REGULATION SECTION 53.4942(A)-3, THE HAMMES FAMILY FOUNDATION IS IN A START-UP PERIOD. AS SUCH, THE REQUIREMENT THAT A PRIVATE FOUNDATION DISTRIBUTE THE START-UP PERIOD MINIMUM AMOUNT DURING THE START-UP PERIOD IS A REQUIREMENT THAT SUCH AMOUNT BE DISTRIBUTED BEFORE THE END OF THE START-UP PERIOD, AND IS NOT A REQUIREMENT THAT ANY PORTION OF SUCH AMOUNT BE DISTRIBUTED IN ANY ONE TAXABLE YEAR OF THE START-UP PERIOD. THEREFORE, AS REPORTED ON FORM 990-PF, PART VII-B, QUESTION 2, THE HAMMES FAMILY FOUNDATION HAS NO UNDISTRIBUTED INCOME FROM THE PRIOR YEAR AS REFLECTED ON FORM 990-PF, PART XIII, LINE 6; AND THE FOUNDATION IS NOT SUBJECT TO AN INITIAL TAX ON UNDISTRIBUTED INCOME UNDER INTERNAL REVENUE CODE SECTION 4942.

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLIANCE DATA SYSTEMS ADS	15 0000	06/20/11	12/21/12	2,192 25	1,350 35	841 90
ALLIANCE DATA SYSTEMS ADS	100 0000	06/20/11	12/21/12	14,617 09	9,002 36	5,614 73
ALTRIA GROUP INC MO	465 0000	06/13/11	12/21/12	14,825 62	12,482 10 [t]	2,343 52
BANK OF AMERICA CORP BAC	300 0000	10/24/11	12/21/12	3,380 50	2,018 48	1,362 02
BANK OF AMERICA CORP BAC	1,100 0000	10/24/11	12/21/12	12,395 19	7,401 08	4,994 11
CONCUR TECHNOLOGIES INC CNQR	20 0000	09/26/11	12/21/12	1,384 90	730 33	654 57
CONCUR TECHNOLOGIES INC CNQR	100 0000	09/26/11	12/21/12	6,924 48	3,651 65	3,272 83
DISCOVER FINANCIAL SVCS DFS	420 0000	06/21/11	12/21/12	16,068 71	10,198 00	5,870 71
HFF INC HF	200 0000	08/16/11	12/21/12	2,751 15	1,551.09	1,200.06
HFF INC HF	200 0000	08/16/11	12/21/12	2,751 16	1,551.08	1,200.08
HFF INC HF	200 0000	08/16/11	12/21/12	2,751 16	1,551.08	1,200.08
KIMBERLY-CLARK CORP KMB	95 0000	06/13/11	12/21/12	8,001 59	6,178 22 [t]	1,823 37
KIMBERLY-CLARK CORP KMB	100 0000	06/13/11	12/21/12	8,422 52	6,503 38 [t]	1,919 14
MERCK & CO INC NEW MRK	350 0000	06/13/11	12/21/12	14,548 27	12,419 79 [t]	2,128 48
NUCOR CORP NUE	350 0000	10/14/11	12/21/12	15,213 26	12,443 66 [t]	2,769 60
PHILIP MORRIS INTL INC PM	90 0000	10/11/11	12/21/12	7,638 48	5,944 95 [t]	1,693 53
PHILIP MORRIS INTL INC PM	100 0000	10/11/11	12/21/12	8,487 20	6,605 50 [t]	1,881 70
ULTA SALON COSM & FRAG ULTA	170 0000	09/08/11	12/21/12	16,471 33	9,779 17	6,692 16
VISA INC CL A CLASS A V	20 0000	08/16/11	12/21/12	3,016 86	1,723 42	1,293 44
VISA INC CL A CLASS A V	100 0000	08/16/11	12/21/12	15,084 80	8,617 07	6,467 73
TOTALS				176,926.52	121,702.76	55,223.76
[illegible]				[illegible]	[illegible]	[illegible]

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here

Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Hammes Family Foundation
Schwab Account Holdings #2225
YE 12/31/2012
Realized Gain or (Loss)

	Date	2012 Dispositions				
Stocks	Acquired	Date	Quantity	Proceeds	Book Cost	Gain/Loss
ISHARES IBOXX	11/14/11	2/27/2012	3,000 00	351,531 80	340,023 12	11,508 68
ISHARES IBOXX	01/25/12	2/27/2012	2,500 00	292,940 85	288,625 10	4,315 75
PAYCHEX	11/01/11	01/24/12	1,000 00	32,021 44	28,466 95	3,554 49
PAYCHEX	VARIOUS	08/29/12	2,000 00	66,311 79	62,373 90	3,937 89
ALPS TRUST ETF	VARIOUS	10/15/12	7,000 00	116,405 05	115,915 90	489 15
DIREXION SHS ETF NEW	VARIOUS	VARIOUS	17,000 00	323,492 90	375,573 75	(52,080 85)
DIREXION SHS EXCH TRD	06/04/12	06/04/12	2,000 00	83,751 51	84,886 95	(1,135 44)
INTL GAME TECHNOLOGY	VARIOUS	09/20/12	8,000 00	103,633 65	92,068 14	11,565 51
ISHARES MSCI BRAZIL	01/27/12	VARIOUS	1,000 00	59,247 42	66,027 95	(6,780 53)
ISHARES MSCI PAC EX JAPN	08/03/12	08/29/12	1,000 00	43,632 07	43,496 95	135 12
ISHARES TR MSCI EAFE	VARIOUS	VARIOUS	2,000 00	106,574 50	110,252 90	(3,678.40)
ISHARES TR S&P SMALLCAP	VARIOUS	VARIOUS	3,100 00	231,689 27	234,878 13	(3,188 86)
MICROSOFT CORP	08/27/12	09/14/12	1,000 00	31,081 35	30,883 95	197 40
MKT VECTORS OIL SERVICESOIL	02/22/12	VARIOUS	2,000 00	81,517 45	88,806 95	(7,289.50)
MKT VECTORS PHARMA	VARIOUS	VARIOUS	3,000 00	120,123 61	117,986 85	2,136 76
OPEN TABLE INC	06/19/12	08/06/12	1,000 00	40,433 70	45,155 82	(4,722 12)
PHILIP MORRIS	VARIOUS	VARIOUS	1,500 00	137,694 91	137,182 45	512 46
PROSHARES ULTRA	01/27/12	01/27/12	4,000 00	204,471 12	203,524 95	946 17
SPDR S&P 500 ETF	VARIOUS	VARIOUS	4,000 00	560,521 05	553,185 80	7,335 25
SECTOR SPDR	09/19/12	10/15/12	1,000 00	36,412 23	36,207 95	204 28
SPDR EURO STOXX	06/14/12	06/29/12	1,000 00	29,974 38	27,100 95	2,873 43
SPDR GOLD TRUST	VARIOUS	VARIOUS	5,000 00	857,021 97	847,456 55	9,565 42
SPDR S&P DIVIDEND ETF	VARIOUS	VARIOUS	2,000 00	111,832 77	110,614 90	1,217 87
SPDR S&P HOMEBUILDERS	09/19/12	09/20/12	1,000 00	25,421 38	25,757 11	(335 73)
SPDR S&P MIDCAP 400 ETF	VARIOUS	VARIOUS	2,500 00	444,162 28	449,095 81	(4,933 53)
WALGREEN COMPANY	VARIOUS	08/29/12	3,000 00	106,360 94	89,566 00	16,794 94
Totals				**4,598,261.39**	**4,605,115.78**	**(6,854.39)**

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
KAYNE ANDERSON MLP INVT ◊	415.0000	29.4700	12,230.05		(253.47)	7.46%	913 00
SYMBOL KYN	415 0000	30 0807	12,483 52	12/21/12	(253 47)	10	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
TORTOISE EGY INFRASTRUCT ◊	326.0000	37 9001	12,355.43		(119 76)	5 96%	736 76
SYMBOL TYG	326 0000	38 2674	12,475 19	12/21/12	(119 76)	10	Short-Term
Total Equities	[illegible]		[illegible]		[illegible]		[illegible]
		Total Cost Basis	[illegible]				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current pnce of the security and will fluctuate For certain types of securities, the calculations could include a return of pnncipal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a pnor rate

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DODGE & COX INCOME FUND ◊ SYMBOL DODIX	3,888 1500	13 8600	53,889 76	13 86	53,900 00	(10 24)
JPMORGAN HIGH YIELD FD ◊ SLCT CL SYMBOL OHYFX	6,567 8080	8 1400	53,461 96	8 18	53,739 36	(277 40)
PIMCO EMRG LOCAL BD FD ◊ INSTL CL SYMBOL PELBX	3,066 7820	10 9800	33,673 27	11 04	33,866 98	(193 71)
PIMCO FOREIGN BOND FUND ◊ INSTITUTIONAL CLASS SYMBOL PFORX	1,248 3540	10 7900	13,469 74	10 96	13,687 80	(218 06)

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Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD INFLATION ◊ PROTECTED SECURITIES FD SYMBOL VIPSX	1,715 0410	14 5300	24,919 55	14 58	25,000 00	(80 45)
WELLS FARGO ADVTG INTL ◊ BD I SYMBOL ESICX	1,148 4140	11 6800	13,413 48	11 76	13,500 00	(86 52)
Total Bond Funds	[illegible]		[illegible]		[illegible]	[illegible]

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AMERICAN FD EUROPACIFIC ◊ GWTH FD CL F2 SYMBOL AEPFX	1,233 1600	41 1500	50,744 53	41 39	51,036 43	(291 90)
COHEN & STEERS INST ◊ REALTY SHARES SYMBOL CSRIX	1,122 3940	42 0800	47,230 34	41 87	47,000 00	230 34
DFA EMERGING MARKETS ◊ VALUE PORTFOLIO SYMBOL DFEVX	1,600 5870	29 8400	47,761 52	29 36	47,000 00	761 52
DODGE & COX INTL STOCK ◊ FUND SYMBOL DODFX	1,463 9530	34 6400	50,711 33	34 36	50,300 00	411 33

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO COMMODITY REAL ° RETURN STRAT CL INSTL SYMBOL PCRIX	10,126 0870	6 6400	67,237 22	6 67	67,546 32	(309 10)
Total Equity Funds	[illegible]		[illegible]		[illegible]	[illegible]
Total Mutual Funds	[illegible]		[illegible]		[illegible]	[illegible]

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES CORE S&P ETF °	661.0000	143.1400	94,615 54		(282.93)		
S&P 500 INDEX	661 0000	143 5680	94,898 47	12/21/12	(282 93)	10	Short-Term
SYMBOL IVV							
VANGUARD SMALL CAP °	426 0000	80.9000	34,463.40		(579.79)		
SYMBOL VB	426 0000	82 2610	35,043 19	12/21/12	(579 79)	10	Short-Term
Total Other Assets	[illegible]		[illegible]		[illegible]		
		Total Cost Basis	[illegible]				

TOTAL FAIR MARKET VALUE =	610,177
TOTAL COST BASIS =	611,477

Total Investment Detail	[illegible]
Total Account Value	[illegible]
Total Cost Basis	[illegible]

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Hammes Family Foundation
Schwab Account Holdings #2225
YE 12/31/2012

Stocks	Date Acquired	As of 12/31/12 Quantity	Book Cost	FMV
ANNALY CAPITAL MGMT	09/14/12	2,000 00	35,186 95	28,080 00
ISHARES CORE S&P ETF	11/07/12	1,000 00	74,914 95	78,100 00
ISHARES MSCI PAC EX JAPN	11/07/12	1,000 00	45,667 05	47,140 00
MKT VECTORS PHARMA ETF	12/10/12	1,000 00	41,624 95	39,730 00
SPDR S&P 500 ETF	11/07/12	1,000 00	140,286.95	142,410 00
SPDR EURO STOXX 50 ETF	09/04/12	2,000 00	67,186 95	69,320 00
Totals			**404,867.80**	**404,780.00**