SCANNED JUN 2 5 2013

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: Paul M. Angell Family Foundation

A Employer identification number: 27-4818015

Number and street (or P O box number if mail is not delivered to street address): c/o Charles T. Angell, 4140 W. Fullerton Ave.

Room/suite:

B Telephone number (see instructions): (773) 292-7501

City or town, state, and ZIP code: Chicago, IL 60639

C If exemption application is pending, check here ▶ ☐

G Check all that apply: [X] 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: [X] 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)* ▶ $ 513,061

J Accounting method: ☐ Cash [X] 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)	2,000,000			
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
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)				
12 **Total.** Add lines 1 through 11	2,000,000	0	0	
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	1,275			
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	55			
23 Other expenses (attach schedule)	28,906			
24 **Total operating and administrative expenses.** Add lines 13 through 23	30,236	0	0	0
25 Contributions, gifts, grants paid	1,740,800			1,740,800
26 **Total expenses and disbursements** Add lines 24 and 25	1,771,036	0	0	1,740,800
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	228,964			
b **Net investment income** (if negative, enter -0-)		0		
c **Adjusted net income** (if negative, enter -0-)			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	104,097	333,061	333,061
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	
4	Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶		0	
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 ▶		0	
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)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶		0	
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶		0	
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	104,097	333,061	333,061
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 ▶ [x] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	104,097	333,061	
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			
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)	104,097	333,061	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,097	333,061	

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	104,097
2	Enter amount from Part I, line 27a	2	228,964
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	333,061
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	333,061

Part IV Capital Gains and Losses for Tax on Investment Income

N/A

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
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				0
b				0
c				0
d				0
e				0

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

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

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** 0

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

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

N/A

(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			0.0000
2010			0.0000
2009			0.0000
2008			0.0000
2007			0.0000

2	**Total** of line 1, column (d)	2	0.0000
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	0.0000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	536,799
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	1,740,800

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)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	
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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	0
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 ☐ 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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	0

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		X
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) ▶ Illinois			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ http://pmangellfamfound.org

14 The books are in care of ▶ Rick Paulsen Telephone no ▶ (773) 628-6932

Located at ▶ 4849 N. Milwaukee Avenue, Suite 700, Chicago, IL ZIP+4 ▶ 60630

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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	N/A	
	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	N/A	
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	N/A	
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)*

		Yes	No
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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes [ ] No [X]		
	(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 [X]		
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**	N/A	
	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 [X]		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** *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 [X]		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N/A	

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
Charles T. Angell 4140 W. Fullerton Ave, Chicago, IL 60639	President 2 Hours	0	0	0
James S. Angell 4140 W. Fullerton Ave, Chicago, IL 60639	Secretary 2 Hours	0	0	0
Michael T. Angell 4140 W. Fullerton Ave, Chicago, IL 60639	Treasurer 2 Hours	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	None			

Total number of other employees paid over $50,000 ▶ None

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2E1460 1.000

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	None	
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None. The foundation only contributed cash to other Sec. 501(c)(3) charitable organizations.	
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 ▶	0

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2E1465 1 000

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	
b	Average of monthly cash balances	1b	544,974
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	544,974
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	544,974
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,175
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	536,799
6	**Minimum investment return.** Enter 5% of line 5	6	26,840

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	26,840
2a	Tax on investment income for 2012 from Part VI, line 5	2a	0		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1			3	26,840
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26,840
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	26,840

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,740,800
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,740,800
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,740,800

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				26,840
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____,20____,20____		0		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 0				
b	From 2008 ... 0				
c	From 2009 ... 0				
d	From 2010 ... 0				
e	From 2011 ... 418,811				
f	**Total** of lines 3a through e	418,811			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,740,800				
a	Applied to 2011, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required - see instructions)		0		
c	Treated as distributions out of corpus (Election required - see instructions)	0			
d	Applied to 2012 distributable amount				26,840
e	Remaining amount distributed out of corpus	1,740,800			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	26,840			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,132,771			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b Taxable amount - see instructions		0		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,132,771			
10	Analysis of line 9				
a	Excess from 2008 ... 0				
b	Excess from 2009 ... 0				
c	Excess from 2010 ... 0				
d	Excess from 2011 ... 418,811				
e	Excess from 2012 ... 1,713,960				

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

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Charles T. Angell

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

None

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

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

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

See attached statement.

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

See attached statement.

c Any submission deadlines

See attached statement.

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

See attached statement.

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				
See Attached				1,740,800
Total . . . . ▶ 3a				1,740,800
b Approved for future payment				
None	None	None	None	
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities N/A

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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 0

(See worksheet in line 13 instructions to verify calculations)

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

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)

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
None		None	None

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 N/A

(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] | 6/3/13 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

JSA
2E1493 1 000

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

Paul M. Angell Family Foundation

Employer identification number

27-4818015

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	Employer identification number
Paul M. Angell Family Foundation	27-4818015

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
01	Charles T. Angell 4140 W. Fullerton Ave. Chicago, IL 60639	$ 2,000,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Paul M. Angell Family Foundation	27-4818015

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization: Paul M. Angell Family Foundation

Employer identification number: 27-4818015

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. N/A

(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

NAME: Paul M. Angell Family Foundation
ADDRESS: c/o Charles T. Angell
4140 W. Fullerton Ave.
Chicago, IL 60639
TIN/SSN: 27-4818015

Form 990 PF, Page 1, Line 16a Legal Fees	(a) Revenue and expenses per books		
Research Annual Report Filing Requirements	1,275		
TOTALS: ▶	1,275	0	0

NAME: Paul M. Angell Family Foundation
ADDRESS: c/o Charles T. Angell
4140 W. Fullerton Ave.
Chicago, IL 60639
TIN/SSN: 27-4818015

Form 990 PF, Page 1, Line 23 Other Expenses	(a) Revenue and expenses per books	(d) Disbursements for charitable purposes	
Dues	1,000		
Annual Report Filing Fees	28		
Employee Recruitment Expense	27,878		
TOTALS: ▶	28,906		

PAUL M. ANGELL FAMILY FOUNDATION 274-4818015

FORM 990PF, PAGE 4, PART VII-A, LINE 10

Name:	Charles T. Angell
Address:	4140 W. Fullerton Ave., Chicago, IL 60639

PAUL M. ANGELL FAMILY FOUNDATION 27-4818015

FORM 990PF, PART XV – LINES 2a – 2d

APPLICATIONS:

Process

All Foundation grants are processed through our online grant management system, including applications, agreements, and reporting forms. Any application materials for which the applicant has only hard copies may be uploaded to our system using our fax-to-file service.

1. Obtain an access code from the Foundation.
2. Log onto the grant management system to create an account.
3. Write and submit your application. Partially completed applications may be saved as a drafts.
4. Decisions are returned to the applicant via email.
5. Grant recipients must fill out an online Grant Agreement Form.
6. Submit your Final Report before the deadline, as stated on the Grant Agreement. The deadline is typically thirty days following the end of the final event. For general operating support grants, the deadline is thirty days following the end of the organization's fiscal year.

SUBMISSION DEADLINES:

Grant Cycle Calendar

There are two grant cycles per calendar year. The following dates are general. Please check our web site periodically for specific dates for the upcoming grant cycle.

Spring

Open application period: Middle January through late March.

Decisions returned: Middle May

Fall

Open application period: Early September through late October.

Decisions returned: Middle November.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Granting Areas

The Paul M. Angell Family Foundation makes grants in two specific areas and one general area.

Environmental

Environmental grants focus on the health and preservation of the world's oceans.

Performing Arts

Performing Arts grants focus on classical music and theater. Grantee organizations include presenters, performers, and broadcasters. We are currently considering grants to organizations located in the Chicago area and the Mid-Atlantic Region (from Washington, DC north to Wilmington, DE).

Social Causes

This is the most general category of the Foundation's granting. It is open to nonprofit organizations not otherwise mentioned above.

Grant Types

The Foundation strives to strike a mix in funding grants among the following types.

General Operating Expenses

This is the most flexible type of grant. Funds may be applied in any manner in which the grantee sees fit, subject to its mission.

Program Grants

These grants are targeted to a specific program or goal. Applicants must submit a specific program budget and narrative to support their applications.

Education

Education grants support programs which disseminate information crucial to the organization's mission. They may include, but are not necessarily limited to: lectures, demonstrations, workshops, guided tours, exhibitions, and distribution of printed or online materials.

PAUL M. ANGELL FAMILY FOUNDATION
FORM 990PF, PART XV - LINE 3a

27-4818015

Organization Name and Address	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Annapolis Symphony Orchestra 8021 Chase St Annapolis, MD 21401	None	Public Charity	Annapolis Symphony Orchestra 2012-2013 Operating Funds	$22,000 00
Arena Stage 1101 Sixth Street, SW Washington, DC 20024	None	Public Charity	Arena Stage's Next Stage Campaign	$45,000 00
Ars Viva Symphony Orchestra 1560 Rudd Court Libertyville, IL 60048	None	Public Charity	Music for Life	$10,000 00
Arsenal Center for the Arts 321 Arsenal Street Watertown, MA 02472	None	Public Charity	General Operating Support	$25,000 00
Asociacion Interamericana Para La Defensa Del Ambiente c/o Earthjustice 50 California Street Suite 500 San Francisco, CA 94111	None	Public Charity	Creating Legal Protections for Latin American Reef Systems	$50,000 00
Baltimore Symphony Orchestra OrchKids 1212 Cathedral Street Baltimore, MD 21201	None	Public Charity	OrchKids 2012-2013 Community Concert Series	$25,000 00
Candelight Concert Society 8950 Maryland 108 Columbia, MD 21045	None	Public Charity	Candlelight Concert Society - 40th Season 2012-2013	$5,000 00
Capital Area Food Bank 4900 Puerto Rico Avenue, NE Washington, DC 20017	None	Public Charity	Kids Cafe	$20,000 00
Chicago a capella 2936 N Southport, 2nd Floor Chicago, IL 60657	None	Public Charity	General Operations	$10,000 00
Chicago Chamber Musicians Two Prudential Plaza 180 North Stetson Avenue, Suite 1330 Chicago, IL 60601-6821	None	Public Charity	General operations in CCM's 2012-2013 Season	$20,000 00
Chicago History Museum 1601 North Clark Street Chicago, IL 60614	None	Public Charity	General Operating Support	$10,000 00
Chicago Opera Theater 70 E Lake St, Suite 815 Chicago, IL 60601	None	Public Charity	Chicago Opera Theater Spring 2012 Proposal	$50,000 00
Chicago Shakespeare Theater 800 East Grand Ave on Navy Pier Chicago, IL 60611	None	Public Charity	Chicago Shakespeare Theater's Artistic and Educational Programming	$25,000 00
Chicago Sinfonietta 70 East Lake Street, Suite 226 Chicago, IL 60601	None	Public Charity	Chicago Sinfonietta's 25th Anniversary Season	$25,000 00
Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL 60604	None	Public Charity	Symphony 2012-2013 Season	$25,000 00
Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL 60604	None	Public Charity	Institute for Learning, Access and Training	$15,000 00

Organization Name and Address	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Chicago Theatre Group (DBA Goodman Theatre) 170 N Dearborn St Chicago, IL 60601-3205	None	Public Charity	2011-2012 Goodman Season	$25,000 00
Coastal Concerts PO Box 685 Lewes, DE 19958	None	Public Charity	Misha Dichter	$10,000 00
Children's Hospital Foundation 111 Michigan Avenue, NW Washington, DC 20010	None	Public Charity	Mobile Health Program of Children's National Medical Center	$25,000 00
DC Central Kitchen 425 2nd Street Washington, DC 20001	None	Public Charity	DC Central Kitchen	$30,000 00
Earthjustice 50 California Street Suite 500 San Francisco, CA 94111	None	Public Charity	Sustainable Fisheries Project	$50,000 00
ETV Endowment of South Carolina Inc 401 E Kennedy St Spartanburg, SC 29302	None	Public Charity	American Chamber Players Residency	$25,700 00
Family Matters 7731 North Marshfield Avenue Chicago, IL 60626	None	Public Charity	Family Matters' Youth Development	$25,000 00
Fins Attached Marine Research and Conservation 19675 Still Glen Drive Colorado Springs, CO 80908	None	Public Charity	Movement Patterns of the Bull Shark (Carharhinus leucas) in Playa del Carmen	$20,000 00
Friends of the Arava Institute 896 Beacon Street Boston, MA 02215	None	Public Charity	Arava Program Scholarship Fund	$30,000 00
Friends of Virgin Islands National Park PO Box 811 St John, Virgin Islands 00831	None	Public Charity	Environmental Eco-Camp for Virgin Islands Youth	$26,000 00
Friends of Virgin Islands National Park PO Box 811 St John, Virgin Islands 00831	None	Public Charity	Earth Day Environment Fair and Reef Fest	$4,000 00
Friends of Virgin Islands National Park PO Box 811 St John, Virgin Islands 00831	None	Public Charity	Environmental Education & Preservation	$35,100 00
Grant Park Orchestral Association 205 East Randolph Sreet Chicago, IL 60601	None	Public Charity	Grant Park Music Festival 2012 Season	$25,000 00
Ideastream (WCLV) Ideas Center 1375 Euclid Ave Cleveland, OH 44115	None	Public Charity	WCLV 104 9 FM Broadcasting Great Performances	$20,000 00
International Music Foundation 30 E Adams St Chicago, IL 60603	None	Public Charity	Live Music Now!	$20,000 00
John F Kennedy Center for the Performing Arts 2700 F Street NW Washington, DC 20566	None	Public Charity	2012 National Symphony Orchestra Annual Fund	$45,000 00

PAUL M. ANGELL FAMILY FOUNDATION **27-4818015**
FORM 990PF, PART XV - LINE 3a

Organization Name and Address	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
John F Kennedy Center for the Performing Arts 2700 F Street NW Washington, DC 20566	None	Public Charity	2012-2013 (WNO) Opera Look-In Don Giovanni	$20,000 00
John F Kennedy Center for the Performing Arts 2700 F Street NW Washington, DC 20566	None	Public Charity	Theater for Young Audiences (TYA)	$20,000 00
Latin American Youth Center 1419 Columbia Road NW Washington, DC 20009	None	Public Charity	Leaders Like Me	$25,000 00
Latin American Youth Center 1419 Columbia Road NW Washington, DC 20009	None	Public Charity	Promotor Pathway	$25,000 00
Levine School of Music 2801 Upton Street NW Washington, DC 20008	None	Public Charity	Levine School of Music at THEARC	$25,000 00
Light Opera Works 927 Noyes Street, Suite 225 Evanston, IL 60201-2799	None	Public Charity	Light Opera Works 2012 Season and Educational programs	$25,000 00
Lyric Opera of Chicago 20 N Wacker Drive Chicago, IL 60606	None	Public Charity	General Operating Support	$50,000 00
Lyric Opera of Chicago 20 N Wacker Drive Chicago, IL 60606	None	Public Charity	Popcorn and Pasquale	$15,000 00
Maryland Classical Youth Orchestras 5301 Tuckerman Lane N Bethesda, MD 20852	None	Public Charity	General Operating Support	$10,000 00
Mélomanie Inc PO Box 7216 Wilmington, DE 19803	None	Public Charity	Mélomanie Concert Tour	$7,500 00
Merit School of Music 38 S Peoria St Chicago, IL 60607	None	Public Charity	General Operating Support	$25,000 00
Metropolitan Washington Ear 12061 Tech Rd Silver Spring, MD 20904	None	Public Charity	Services for the print impaired	$20,000 00
Mid-Atlantic Symphony Orchestra P O Box 3687 Ocean City, MD 21843	None	Public Charity	General Operating Grant	$8,000 00
Midwest Young Artists 878 Lyster Road Highwood IL 60040	None	Public Charity	Midwest Young Artists	$10,000 00
Music of the Baroque 111 North Wabash #810 Chicago, IL 60602	None	Public Charity	2012-13 Concert Season	$20,000 00
National Philhamonic Orchestra 5301 Tuckerman Lane North Bethesda, MD 20852-3385	None	Public Charity	National Philharmonic 2012-13 Season	$10,000 00

PAUL M. ANGELL FAMILY FOUNDATION
FORM 990PF, PART XV - LINE 3a

27-4818015

Organization Name and Address	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Northbrook Symphony Orchestra 899 Skokie Blvd , Suite LL45 Northbrook, IL 60062	None	Public Charity	The Northbrook Symphony Orchestra (NSO) General Operations	$7,500 00
Northwestern University Settlement House 1400 West Augusta Bouleva Chicago, IL 60642	None	Public Charity	Adventure Stage Chicago	$15,000 00
Ocean Copncervancy 1300 19th Street NW, 8th Floor Washingtonm, DC 20036	None	Public Charity	Protect Northern California Ocean Wildlife and Ecosystems	$50,000 00
Parklands Community Center 1901 Mississippi Ave SE Washington, DC 20020	None	Public Charity	General Operating Funds for Sustainability	$20,000 00
People's Music School 931 W Eastwood Ave Chicago, IL 60640	None	Public Charity	Youth Music Education Programs	$25,000 00
Planned Parenthood of Illinois 18 S Michigan Avenue, 6th Floor Chicago, IL 60603	None	Public Charity	Planned Parenthood of Illinois Health Care, Education and Advocacy	$25,000 00
Ravinia Festival Association 418 Sheridan Road Highland Park, IL 60035	None	Public Charity	Ravinia Festival 2012 Season	$10,000 00
Ravinia Festival Association 418 Sheridan Road Highland Park, IL 60035	None	Public Charity	Reach Teach and Play	$15,000 00
San Diego Natural Hisotry Museum PO box 121390 San Diego, CA 92101	None	Public Charity	Reach Teach and Play	$100,000 00
Shriver Hall Concert Series Shriver Hall, Suite 105 3400 N Charles Street Baltimore, MD 21218-2698	None	Public Charity	Free Discovery Series at the Baltimore Museum of Art	$10,000 00
Shriver Hall Concert Series Shriver Hall, Suite 105 3400 N Charles Street Baltimore, MD 21218-2698	None	Public Charity	General Operating Grant	$10,000 00
SOME (So Others Might Eat) 71 O Street NW Washington, DC 20001	None	Public Charity	SOME Family Services	$25,000 00
Steppenwolf Theater Company 1650 N Halsted St Chicago, IL 60614	None	Public Charity	Steppenwolf for Young Adults	$25,000 00
Strathmore Hall Foundation, Inc 5301 Tuckerman Lane North Bethesda, MD 20852-3385	None	Public Charity	Strathmore Student Concerts	$10,000 00
Strathmore Hall Foundation, Inc 5301 Tuckerman Lane North Bethesda, MD 20852-3385	None	Public Charity	General Operating Support	$10,000 00
Strive DC Inc 715 I St NE Washington, DC 20002	None	Public Charity	Strive DC Inc	$25,000 00

Organization Name and Address	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Surfrider Foundation PO Box 6010 San Clemente, CA 92674	None	Public Charity	Blue Water Task Force Volunteer Water Quality Monitoring Program	$30,000 00
The Nature Conservancy 4245 N Fairfax Drive Arlington, VA 22203	None	Public Charity	Building Coral Reef Resilience	$50,000 00
The Shakespeare Theatre Company 450 7th Street NW Washington, DC 20004	None	Public Charity	Shakespeare Theatre Company's (STC) 2012-13 Mainstage Season	$25,000 00
The Studio Theatre 1501 Fourteenth Street NW Washington, DC 20005	None	Public Charity	Youth On-Stage	$25,000 00
Sylvia Earle Alliance 100 Pine Street, Suite 1550 San Francisco, CA 94111	None	Public Charity	Mission Blue Expedition Gulf of California	$20,000 00
Virginia Literacy Foundation 413 Stuart Circle, Suite 303 Richmond, VA 23220	None	Public Charity	Virginia Adult Literacy Program Improvement Project	$20,000 00
WBJC 6776 Reisterstown Road, Suite 202 Baltimore, MD 21215	None	Public Charity	WBJC Broadcast Operations Grant Request	$10,000 00
Wildearth Guardians 516 Alto Street Santa Fe, NM 87501	None	Public Charity	Gulf of Mexico & Caribbean Biodiversity Protection	$20,000 00
Windows to the World Communications (98 7WFMT) 5400 North St Louis Ave Chicago, Illinois 60625	None	Public Charity	98 7 WFMT	$25,000 00
Youth Court of the District of Columbia 510 4th Street, NW, Suite #303 Washington, DC 20001	None	Public Charity	Youth Court of the District of Columbia	$20,000 00
				$1,740,800 00

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see Instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. Paul M. Angell Family Foundation	Employer identification number (EIN) or 27-4818015
	Number, street, and room or suite no. If a P.O. box, see instructions c/o Charles T. Angell,4140 W. Fullerton Ave.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Chicago,IL 60639	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Rick Paulsen

Telephone No ▶ 773-628-6932 FAX No ▶ 773-545-0541

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. Paul M. Angell Family Foundation	Employer identification number (EIN) or 27-4818015
	Number, street, and room or suite no If a P O box, see instructions c/o Charles T. Angell, 4140 W. Fullerton Ave.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Chicago, IL 60639	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ____________________

  Telephone No. ▶ ____________________ FAX No. ▶ ____________________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) __________ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until ____________________, 20 ____ .

5 For calendar year ______, or other tax year beginning ______________, 20 ______, and ending ______________, 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ ____________ Title ▶ ____________ Date ▶ ____________

JSA
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