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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation CARBONARI FAMILY FOUNDATION C/O BRUCE A. CARBONARI		A Employer identification number 34-1787787		
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1384, 4541 SHORE LANE		B Telephone number 847-484-4488		
City or town, state, and ZIP code BOCA GRANDE, FL 33921		C If exemption application is pending, check here ►		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ►		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ►		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,565,523.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	
Revenue	1 Contributions, gifts, grants, etc., received		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	46,927.	46,927.	STATEMENT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	32,519.		
	b Gross sales price for all assets on line 6a	785,785.		
	7 Capital gain net income (from Part IV, line 2)		32,519.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	79,446.	79,446.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees			
	c Other professional fees	5,666.	5,666.	0.
	17 Interest			
	18 Taxes MAY 28 2013	3,814.	314.	0.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses STMT 4	110.	0.	10.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,590.	5,980.	10.
25 Contributions, gifts, grants paid	61,850.		61,850.	
26 Total expenses and disbursements. Add lines 24 and 25	71,440.	5,980.	61,860.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	8,006.			
b Net investment income (if negative, enter -0-)		73,466.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		249,435.	41,055.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 5	655,011.	1,057,710.
	c	Investments - corporate bonds	STMT 6	559,422.	374,305.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► DUE FROM BROKER)		0.	1,562.
	16	Total assets (to be completed by all filers)		1,463,868.	1,474,632.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,463,868.	1,474,632.
	30	Total net assets or fund balances		1,463,868.	1,474,632.
	31	Total liabilities and net assets/fund balances		1,463,868.	1,474,632.

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	1,463,868.
2	Enter amount from Part I, line 27a	2	8,006.
3	Other increases not included in line 2 (itemize) ► NONTAXABLE DISTRIBUTIONS	3	2,758.
4	Add lines 1, 2, and 3	4	1,474,632.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,474,632.

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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 PUBLICLY TRADED SECURITIES					
b CAPITAL GAINS DIVIDENDS					
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 783,542.		753,266.		30,276.	
b 2,243.				2,243.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				30,276.	
b				2,243.	
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		32,519.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3		N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	147,530.	456,782.	.322977
2010	60,299.	302,830.	.199118
2009	15,627.	288,737.	.054122
2008	2,500.	345,214.	.007242
2007	196,275.	461,241.	.425537

2 Total of line 1, column (d)	2	1.008996
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	.201799
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,496,542.
5 Multiply line 4 by line 3	5	302,001.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	735.
7 Add lines 5 and 6	7	302,736.
8 Enter qualifying distributions from Part XII, line 4	8	61,860.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

6a 916.

6b

6c

6d

916.

8.

561.

10

Refunded ► 11

Part VII A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV.

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

IL

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

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

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

1a Yes X

1b Yes X

1c Yes X

2 Yes X

3 Yes X

4a Yes X

4b

5 Yes X

6 Yes X

7 Yes X

8b Yes X

9 Yes X

10 Yes X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► BRUCE A. CARBONARI Located at ► 1015 SPRING LANE, LAKE FOREST, IL	Telephone no. ► 847-484-4488 ZIP+4 ► 60045	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes X No

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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes X 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)?	N/A	
c	Organizations relying on a current notice regarding disaster assistance check here ►		
1b	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?		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? If "Yes," list the years ►	<input type="checkbox"/>	Yes X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes X No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X
4b			X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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**

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

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

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

(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
BRUCE A. CARBONARI P.O. BOX 1384, 4541 SHORE LANE BOCA GRANDE, FL 33921	PRESIDENT/TREASURER 0.00	0.	0.	0.
KATHRYN E. CARBONARI P.O. BOX 1384, 4541 SHORE LANE BOCA GRANDE, FL 33921	VICE PRES/SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

► 0

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2012.03050 CARBONARI FAMILY FOUNDATION 45602.01

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

3 Five highest-paid independent contractors for professional services. 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 ► 0

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.

1 N/A	Expenses
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1 N/A	Amount
2	
3	
Total. Add lines 1 through 3 ► 0.	

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

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	1,448,283.
b Average of monthly cash balances	1b	71,049.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,519,332.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,519,332.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,790.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,496,542.
6 Minimum investment return. Enter 5% of line 5	6	74,827.

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	74,827.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,469.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,469.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	73,358.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	73,358.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,358.

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	61,860.
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	61,860.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,860.

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.

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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				73,358.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2012:				
a From 2007	175,741.			
b From 2008	1,278.			
c From 2009	45,259.			
d From 2010	129,957.			
e From 2011	352,235.			
f Total of lines 3a through e	352,235.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 61,860.			0.	
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	0.			61,860.
e Remaining amount distributed out of corpus	0.			11,498.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	11,498.			
6 Enter the net total of each column as indicated below:	340,737.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	164,243.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	176,494.			
10 Analysis of line 9:				
a Excess from 2008	1,278.			
b Excess from 2009	45,259.			
c Excess from 2010	129,957.			
d Excess from 2011				
e Excess from 2012				

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12-05-12

Form 990-PF (2012)

CARBONARI FAMILY FOUNDATION
C/O BRUCE A. CARBONART

Form 990-PF (2012)

C/O BRUCE A. CARBONARI

34-1787787

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

N/A

1 a 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)

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).)

BRUCE A. CARBONARI

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:

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

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8 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:

CARBONARI FAMILY FOUNDATION
C/O BRUCE A. CARBONARI

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Part XVI Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE., FL. 17 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BARRIER ISLAND PARKS SOCIETY P.O. BOX 637 BOCA GRANDE, FL 33921	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB 550 W. VAN BUREN STREET, SUITE 350 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
BUILDING BRIGHT FUTURE 2542 E. FLORENCE DRIVE TUCSON, AZ 85716	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 61,850.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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12-05-12

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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			14	46,927.
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			18	32,519.
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.		79,446.
13 Total. Add line 12, columns (b), (d), and (e)			13	79,446.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

CARBONARI FAMILY FOUNDATION
C/O BRUCE A. CARBONARI

34-1787787

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST CHURCH 100 NORTH WAUKEGAN LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
FAIR GIRLS 2100 M STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
FIREFIGHTERS BURN FUND 2413 W. ALGONQUIN, #233 ALGONQUIN, IL 60102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
GLOBAL GIVING FOUNDATION 1023 15TH STREET, NW, 12TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
HEALTHNETWORK FOUNDATION 33 RIVER STREET CHAGRIN FALLS, OH 44022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
I KNOW I CAN 3798 EAST BROAD STREET COLUMBUS, OH 43213	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
JOHANN FUST COMMUNITY LIBRARY P.O. BOX 1088, 500 PALM AVE. BOCA GRANDE, FL 33921	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LINK UNLIMITED 2221 SOUTH STATE STREET CHICAGO, IL 60616	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
MEALS ON WHEELS 3047 N. LINCOLN AVE. CHICAGO, IL 60657	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
POLARIS PROJECT P.O. BOX 53315 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				27,850.

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05-01-12

CARBONARI FAMILY FOUNDATION
C/O BRUCE A. CARBONARI

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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05-01-12

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	49,170.	2,243.	46,927.
TOTAL TO FM 990-PF, PART I, LN 4	49,170.	2,243.	46,927.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	5,666.	5,666.		0.
TO FORM 990-PF, PG 1, LN 16C	5,666.	5,666.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 EXTENSION PAYMENT	3,500.	0.		0.
FOREIGN TAXES PAID	314.	314.		0.
TO FORM 990-PF, PG 1, LN 18	3,814.	314.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	10.	0.		10.
MISCELLANEOUS	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	110.	0.		10.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST	1,057,710.	1,132,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,057,710.	1,132,035.

FORM 990-PF

CORPORATE BONDS

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST	374,305.	390,871.
TOTAL TO FORM 990-PF, PART II, LINE 10C	374,305.	390,871.

Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-53022
CARBONARI FAMILY FOUNDATION

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(loss)	Estimated Accrual	Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
MFB NORTHERN FDS STK INDEX FD (NOSIX)	\$17.680	13,210.13	\$233,555.09	\$205,285.40	\$28,269.69		\$4,795.28	2.1%	24.2%
MFO DFA INV DIMENSIONS GROUP INC US CORE EQUITY 1 PORT (DFE0X)	12.350	9,226.08	113,942.08	110,000.00	3,942.08		2,038.96	1.8%	11.8%
Total Large Cap			\$347,497.17	\$315,285.40	\$32,211.77		\$6,834.24	2.0%	36.1%
Equity Securities - Mid Cap									
MFB NORTHERN MID CAP INDEX FD (NOMIX)	\$13.200	4,223.06	\$55,744.39	\$51,240.88	\$4,503.51		\$726.37	1.3%	5.8%
MFC ALPS ETF TR ALERIAN MLP ETF (AMLP)	15.950	4,000.00	63,800.00	66,910.00	(3,110.00)		3,984.00	6.2%	6.6%
MFC iSHARES TR DOW JONES SELECT DIVID INDEX FD (DVY)	57.240	700.00	40,068.00	37,892.00	2,176.00		1,484.70	3.7%	4.2%
Total Mid Cap			\$159,612.39	\$156,042.88	\$3,569.51		\$6,195.07	3.9%	16.6%
Equity Securities - Small Cap									
MFB NORTHERN FDS SMALL CAP INDEX FD (NSIDX)	\$9.270	3,047.70	\$28,252.17	\$25,194.67	\$3,057.50		\$448.01	1.6%	2.9%
Total Small Cap			\$28,252.17	\$25,194.67	\$3,057.50		\$448.01	1.6%	2.9%
Equity Securities - International Developed									
MFC FILESHARES TR MORNINGSTAR EMERG MKTSFACT (TTE)	\$53.980	1,000.00	\$53,980.00	\$52,640.00	\$1,340.00		\$51.95	5.6%	

Continued on next page.



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Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-53022
CARBONARI FAMILY FOUNDATION

Portfolio Details (*continued*)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
Total Global Region - USD			\$53,980.00	\$52,640.00	\$1,340.00	\$51.95	\$0.00	0.0%	5.67%
MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARKETS EX US FACTOR TILT INDEX FD (TLTD)	52.810	1,000.00	52,810.00	51,915.00	895.00	113.31			5.5%
MFO DIMENSIONAL FUND ADVISORS INTERNATIONAL VALUE PORTFOLIO (DFINVX)	16.600	6,773.71	112,443.58	105,000.00	7,443.58			3,508.78	3.1%
Total International Region - USD			\$165,253.58	\$156,915.00	\$8,338.58	\$113.31	\$3,508.78	2.1%	17.2%
Total International Developed			\$219,233.58	\$209,555.00	\$9,678.58	\$165.26	\$3,508.78	1.6%	22.87%
<hr/>									
Equity Securities - International Emerging									
MFO DFA EMERGING MARKETS VALUE (DFEXX)	\$29.840	734.79	\$21,926.13	\$20,421.32	\$1,504.81			\$359.31	1.6%
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT (DFCEx)	20.400	6,354.09	129,623.43	120,000.00	9,623.43			2,122.27	1.6%
Total Emerging Markets Region - USD			\$151,549.56	\$140,421.32	\$11,128.24		\$2,481.58	1.6%	15.7%
Total International Emerging			\$151,549.56	\$140,421.32	\$11,128.24		\$2,481.58	1.6%	15.7%
<hr/>									
Equity Securities - Other Equity									
MFO NUVEEN PREFERRED SECURIT-I (NPSRX)	\$17.420	3,288.45	\$57,284.79	\$50,536.49	\$6,748.30			\$3,571.26	6.2%
Total Other Equity			\$57,284.79	\$50,536.49	\$6,748.30		\$3,571.26	6.2%	5.9%
Total Equity Securities			\$963,429.66	\$897,035.76	\$66,393.90	\$165.26	\$23,038.93	2.4%	100.0%

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Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-53022
CARBONARI FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government								
2016 GENERAL ELEC CAP CORP 2.95% DUE 05-09-2016 REG	\$105,337	50,000.00 A1	\$52,668.40	\$50,962.50	\$1,705.90	\$213.05	\$1,475.00	2.8% 1.3%
Funds								
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	7,550	16,939.40	127,892.47	120,559.88	7,332.59		8,910.12	7.0% 32.7%
MFC ISHARES BOXX INV GRADE GROUP BOND FUND (LQD)	120,990	900.00	108,891.00	104,093.99	4,797.01		4,166.10	3.8% 27.9%
MFC PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD (PELBX)	10,980	4,541.33	49,863.80	50,000.00	(136.20)		2,157.13	4.3% 12.8%
MFC PIMCO FDS PAC INV MGMT SER HIGH YIELD FD INSTL CL (PHYX)	9,640	5,348.07	51,555.39	48,688.41	2,866.98		3,080.49	6.0% 13.2%
Total Corporate/ Government			\$390,871.06	\$374,304.78	\$16,566.28	\$213.05	\$19,788.84	5.1% 100.0%
Total Fixed Income Securities			\$390,871.06	\$374,304.78	\$16,566.28	\$213.05	\$19,788.84	5.1% 100.0%
Real Estate - Real Estate Funds	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Estimated Annual Income	Yield	% of Assets
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD (INGRE)	\$9,230	9,142.19	\$84,382.41	\$75,000.00	\$9,382.41		\$3,020.06	3.7% 100.0%
Total Real Estate Funds	\$84,382.41		\$75,000.00	\$9,382.41			\$3,020.06	3.7% 100.0%

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Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-53022
CARBONARI FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Real Estate	\$84,382.41		\$75,000.00		\$9,382.41		\$3,090.06	3.7%	100.0%
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	\$35.620	1,000.00	\$35,620.00	\$35,532.00	\$88.00	\$367.91	\$368.00	1.0%	42.3%
MFC SPDR GOLD TR GOLD SHS (GLD)	162.010	300.00	48,603.00	50,142.40	(1,539.40)				57.7%
Total Global Region - USD	\$84,223.00		\$85,674.40		(\$1,451.40)	\$367.91	\$368.00	0.4%	100.0%
Total Commodities	\$84,223.00		\$85,674.40		(\$1,451.40)	\$367.91	\$368.00	0.4%	100.0%
Total Commodities	\$84,223.00		\$85,674.40		(\$1,451.40)	\$367.91	\$368.00	0.4%	100.0%
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFS NORTHERN FDS MONEY MKT FD MONEY MARKET FUND.									
PRINCIPAL CASH	\$1,000	(20,444.01)	(\$20,444.01)	(\$20,444.01)		\$0.00			
INCOME CASH	1,000	50,722.44	50,722.44	50,722.44		0.00			
Total Cash	\$30,278.43		\$30,278.43		\$0.00	\$0.24	\$3.03	0.0%	

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Account Statement

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Account Number 23-53022
CARBONARI FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield/ YTM	% of Assets
Total Cash and Short Term Investments		\$30,278.43	\$30,278.43		\$0.00		\$0.26	\$3.03 0.0%
 Total Portfolio		\$1,553,184.56	\$1,462,293.37	\$90,891.19		\$746.48	\$46,288.87	3.0%
 Total Accrual					\$746.48			
 Total Value						\$1,553,931.04		

