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 , and ending

Name of foundation: JAMES & ZITA GAVIN FOUNDATION

A Employer identification number: 36-3256613

Number and street (or P O box number if mail is not delivered to street address): 701 PARK DRIVE

Room/suite:

B Telephone number: (847)251-8064

City or town, state, and ZIP code: KENILWORTH, IL 60043

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: [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) ▶$ 13,019,534.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	346,534.	346,534.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	361,968.			
	b Gross sales price for all assets on line 6a 1,028,812.				
	7 Capital gain net income (from Part IV, line 2)		361,968.		
	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	708,502.	708,502.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,309.	1,847.		462.
	c Other professional fees STMT 3	210.	210.		0.
	17 Interest				
	18 Taxes STMT 4	7,064.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	15.	0.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,598.	2,057.		477.
	25 Contributions, gifts, grants paid	582,000.			582,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	591,598.	2,057.		582,477.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	116,904.			
	b **Net investment income** (if negative, enter -0-)		706,445.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 21 2013

RECEIVED MAY 20 2013 OGDEN, UT IRS-OSC

25

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	151,794.	38,476.	38,476.
	2 Savings and temporary cash investments	1,189,792.	814,025.	604,810.
	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	9,866.	6,796.	6,796.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,632,024.	4,533,849.	10,873,659.
	c Investments - corporate bonds STMT 7	1,869,377.	1,576,611.	1,495,793.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6,852,853.	6,969,757.	13,019,534.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	6,852,853.	6,969,757.	
	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**	6,852,853.	6,969,757.	
	31 **Total liabilities and net assets/fund balances**	6,852,853.	6,969,757.	

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	6,852,853.
2	Enter amount from Part I, line 27a	2	116,904.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,969,757.
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	6,969,757.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED	P		
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	1,028,812.		666,844.	361,968.
b				
c				
d				
e				

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				361,968.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	361,968.
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	380,508.	10,281,888.	.037008
2010	392,025.	9,526,026.	.041153
2009	430,524.	7,859,132.	.054780
2008	433,531.	8,376,538.	.051755
2007	465,334.	8,272,920.	.056248

2 **Total** of line 1, column (d)	2	.240944
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	.048189
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,834,714.
5 Multiply line 4 by line 3	5	570,303.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,064.
7 Add lines 5 and 6	7	577,367.
8 Enter qualifying distributions from Part XII, line 4	8	582,477.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	7,064.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,064.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	7,064.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,860.		
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	13,860.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,796.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		6,796. **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 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. ▶ $ 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.*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2012)

223531
12-05-12

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 ▶ N/A

14 The books are in care of ▶ JAMES L GAVIN Telephone no. ▶ (847) 251-8064

Located at ▶ 701 PARK DRIVE, KENILWORTH, IL ZIP+4 ▶ 60043-1008

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

			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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ZITA GAVIN 161 THORNTREE LANE WINNETKA, IL 60093	PRESIDENT 1.00	0.	0.	0.
WILLIAM GAVIN 3640 SUNSET BEACH DRIVE, NW OLYMPIA, WA 98502	VICE-PRES. 0.50	0.	0.	0.
STEVEN J GAVIN 200 LAKE STREET GLENCOE, IL 60022	SECRETARY 0.50	0.	0.	0.
JAMES L. GAVIN 701 PARK DRIVE KENILWORT, IL 60043	TREASURER 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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.	Expenses
1 N/A	
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.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	11,905,062.
b	Average of monthly cash balances		1b	109,876.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,014,938.
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	12,014,938.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	180,224.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,834,714.
6	**Minimum investment return** Enter 5% of line 5		6	591,736.

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	591,736.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 7,064.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,064.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	584,672.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	584,672.
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	584,672.

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	582,477.
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	582,477.
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	7,064.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	575,413.

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				584,672.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 47,623.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	47,623.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 582,477.				
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				582,477.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,195.			2,195.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,428.			
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	45,428.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 45,428.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

223581
12-05-12

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)

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST		PUBLIC	PROGRAM SUPPORT	582,000.
Total			▶ 3a	582,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	346,534.	
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	361,968.	
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.		708,502.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 708,502.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/13/13 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANTHONY J. RUZICKA, JR.	[signature]	4-8-13		P00446466

Firm's name ▶ RUZICKA & ASSOCIATES, LTD. Firm's EIN ▶ 36-3182496

Firm's address ▶ 333 SKOKIE BOULEVARD #105 NORTHBROOK, IL 60062 Phone no. (847)446-6400

Form 990-PF (2012)

223622 12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS	346,534.	0.	346,534.
TOTAL TO FM 990-PF, PART I, LN 4	346,534.	0.	346,534.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,309.	1,847.		462.
TO FORM 990-PF, PG 1, LN 16B	2,309.	1,847.		462.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	210.	210.		0.
TO FORM 990-PF, PG 1, LN 16C	210.	210.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	7,064.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,064.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SERVICE CHARGES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 23	15.	0.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,533,849.	10,873,659.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,533,849.	10,873,659.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	1,326,229.	1,306,713.
MUTUAL FUNDS	250,382.	189,080.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,576,611.	1,495,793.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 8

NAME OF MANAGER

ZITA GAVIN
WILLIAM GAVIN

Account name: JAMES & ZITA GAVIN FOUNDATION
Account number: Y4 75130 FB

Your Financial Advisor
BRAMSON, FRANK
312-525-7400/888-827-8469

Your account balance sheet

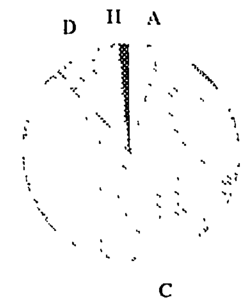
The value of your account includes assets held at UBS and certain assets held away from UBS See page 1 for more information

Summary of your assets

		Value on December 31 ($)	Percentage of your account
A	Cash and money balances	604,810 30	4 66%
B	Cash alternatives	0 00	0 00%
C	Equities	10,873,659 12	83 81%
D	Fixed income	1,306,712 80	10 07%
E	Alternative strategies	0 00	0 00%
F	Broad commodities	0 00	0 00%
G	Real estate	0 00	0.00%
H	Other	189,080 00	1 46%
Total assets		**$12,974,262.22**	**100.00%**

Value of your account **$12,974,262.22**

Your current asset allocation



Eye on the markets

Index	Percentage change December 2012	Year to date
S&P 500	0 91%	16 00%
Russell 3000	1 23%	16 42%
MSCI - Europe, Australia & Far East	3 21%	17 90%
Barclays Capital Aggregate Bond Index 10+ Yrs	-1 00%	8 81%

Interest rates on December 31, 2012

3-month Treasury bills 0 10%

One-month LIBOR 0 21%

Account name: JAMES & ZITA GAVIN FOUNDATION
Account number: Y4 75130 FB

Your Financial Advisor:
BRAMSON, FRANK
312-525-7400/888-827-8469

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	0 00	1,608 76				
RMA MONEY MKT PORTFOLIO	694,600 31	603,201 54	1 00	0.01%	Nov 26 to Dec 23	28
Total	**$694,600.31**	**$604,810.30**				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS								
Symbol ABT Exchange NYSE								
EAI $1,139 Current yield 0 85%	Jul 22, 96	2,000 000	21 008	42,016 74	65 500	131,000 00	88,983 26	LT
	Earnings	34 000	52 339	1,779 54	65 500	2,227 00	447 46	
Security total		2,034 000	21 532	43,796 28		133,227 00	89,430 72	
AMEREN CORP								
Symbol AEE Exchange NYSE								
EAI $6,400 Current yield 5 21%	Jan 2, 98	1,000 000	38 454	38,454 00	30 720	30,720 00	-7,734.00	LT
	Feb 19, 04	1,000 000	46 716	46,716 00	30 720	30,720 00	-15,996 00	LT
	May 14, 04	2,000 000	42 302	84,604 00	30 720	61,440 00	-23,164 00	LT
Security total		4,000 000	42 444	169,774 00		122,880 00	-46,894 00	
BAXTER INTL INC								
Symbol BAX Exchange NYSE								
EAI $6,304 Current yield 2 70%	May 14, 03	3,502 000	32 195	112,750 00	66 660	233,443 32	120,693 32	LT
BP PLC SPON ADR								
Symbol BP Exchange NYSE								
EAI $8,640 Current yield 5 19%	Aug 11, 08	2,000 000	60 212	120,425 25	41 640	83,280 00	-37,145 25	LT

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Sep 17, 08	2,000 000	51 268	102,537 25	41 640	83,280 00	-19,257 25	LT
Security total		4,000 000	55 741	222,962 50		166,560 00	-56,402 50	
BRISTOL MYERS SQUIBB CO								
Symbol BMY Exchange NYSE								
EAI $7,000 Current yield 4 30%	Sep 13, 04	5,000 000	24 301	121,506 00	32 590	162,950 00	41,444 00	LT
CENTURYLINK INC								
Symbol CTL Exchange NYSE								
EAI $5,800 Current yield 7 41%	Aug 4, 11	2,000 000	33 521	67,043 32	39 120	78,240 00	11,196 68	LT
CHEVRON CORP								
Symbol CVX Exchange NYSE								
EAI $3,600 Current yield 3 33%	Mar 22, 12	1,000 000	105 473	105,473 27	108 140	108,140 00	2,666 73	ST
DOW CHEMICAL								
Symbol DOW Exchange NYSE								
EAI $7,040 Current yield 3 96%	Jul 13, 06	5,500 000	36 860	202,735 25	32 329	177,809 50	-24,925 75	LT
DUKE REALTY CORP NEW REITS								
Symbol DRE Exchange. NYSE								
EAI $8,160 Current yield 4 90%	Mar 10, 94	4,000 000	12 241	48,964 48	13 870	55,480 00	6,515 52	LT
	Jun 20, 94	2,000 000	13 211	26,422 24	13 870	27,740 00	1,317 76	LT
	Jun 23, 94	2,000 000	12 901	25,802 26	13 870	27,740 00	1,937 74	LT
	Jan 22, 03	3,500 000	24 391	85,368 92	13 870	48,545 00	-36,823 92	LT
	Jan 22, 03	500 000	24 392	12,196 06	13 870	6,935 00	-5,261 06	LT
Security total		12,000 000	16 563	198,753 96		166,440 00	-32,313 96	
GALLAGHER ARTHUR J & CO								
Symbol AJG Exchange NYSE								
EAI $11,968 Current yield 3 92%	Jun 20, 96	8,000 000	8 284	66,274 00	34 650	277,200 00	210,926 00	LT
	Mar 5, 97	800 000	7 910	6,328 00	34 650	27,720 00	21,392 00	LT
Security total		8,800 000	8 250	72,602 00		304,920 00	232,318 00	
GENERAL MOTORS CO								
Symbol. GM Exchange NYSE	Jun 26, 03	256 000	89 495	22,910 94	28 830	7,380 48	-15,530 46	LT
	Jun 23, 04	1,154 000	119 121	137,466 48	28 830	33,269 82	-104,196 66	LT
Security total		1,410 000	113 743	160,377 42		40,650 30	-119,727 12	
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI $6,080 Current yield 3 62%	Apr 11, 08	5,000 000	32 581	162,905 25	20 990	104,950 00	-57,955 25	LT

continued next page

Your Financial Advisor:
BRAMSON, FRANK
312-525-7400/888-827-8469

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jan 20, 12	3,000 000	19 029	57,089 25	20 990	62,970 00	5,880 75	ST
Security total		8,000 000	27 499	219,994 50		167,920 00	-52,074 50	
GOLDMAN SACHS GROUP INC Symbol GS Exchange NYSE EAI. $2,000 Current yield 1 57%	Jan 21, 10	1,000 000	160 260	160,260 25	127 560	127,560 00	-32,700 25	LT
HORIZON GROUP PROPERTIES INC SBI Symbol HGPI Exchange OTC		369 000	---This information was unavailable---		0 560	206 64		
HOSPIRA INC Symbol HSP Exchange NYSE	Jul 22, 96	200 000	13 936	2,787 26	31 240	6,248 00	3,460 74	LT
KINDER MORGAN INC Symbol KMI Exchange NYSE EAI $6,093 Current yield 4 08%	Sep 23, 02	4,231 000	16 105	68,140 91	35 330	149,481 23	81,340 32	LT
MERCK & CO INC NEW COM Symbol MRK Exchange NYSE EAI $6,880 Current yield 4 20%	Nov 14, 03	2,000 000	47 008	94,016 00	40 940	81,880 00	-12,136 00	LT
	Jan 26, 12	2,000 000	38 780	77,561 25	40 940	81,880 00	4,318 75	ST
Security total		4,000 000	42 894	171,577 25		163,760 00	-7,817 25	
NATIONAL GRID PLC NEW SPON ADR Symbol NGG Exchange NYSE EAI $6,332 Current yield 5 51%	Jan 26, 12	2,000 000	48 875	97,750 51	57 440	114,880 00	17,129 49	ST
NEXTERA ENERGY INC COM Symbol NEE Exchange NYSE EAI $26,266 Current yield 3 47%	Oct 23, 01	4,400 000	26 331	115,857 00	69 190	304,436 00	188,579 00	LT
	Oct 23, 01	2,600 000	26 290	68,354 00	69 190	179,894 00	111,540 00	LT
	Oct 23, 01	1,000 000	26 325	26,325 00	69 190	69,190 00	42,865 00	LT
	Jul 11, 02	2,944 000	33 867	99,705 03	69 190	203,695 36	103,990 33	LT
Security total		10,944 000	28 348	310,241 03		757,215 36	446,974 33	
PNC FINANCIAL SERVICES GROUP Symbol PNC Exchange NYSE EAI $157 Current yield 2 75%	Jan 26, 05	98 000	911 285	89,306 00	58 310	5,714 38	-83,591 62	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ROYAL DUTCH SHELL PLC CL A SPON ADR Symbol RDS A Exchange NYSE EAI $5,848 Current yield 4 24%	May 9, 12	2,000 000	66 638	133,277 57	68 950	137,900 00	4,622 43	ST
STEPAN CO Symbol SCL Exchange NYSE EAI $77,595 Current yield 1 15%	Dec 16, 86	42,038 000	2 780	116,904 03	55 540	2,334,790 52	2,217,886 49	LT
	Dec 16, 86	4,000 000	2.780	11,123 65	55 540	222,160 00	211,036 35	LT
	Aug 7, 95	72,352 000	8 500	614,992 00	55 540	4,018,430 08	3,403,438 08	LT
	Apr 9, 96	2,852 000	9 109	25,979 00	55 540	158,400 08	132,421 08	LT
Security total		121,242 000	6 343	768,998 68		6,733,780 68	5,964,782 00	
SUPERVALU INC Symbol SVU Exchange NYSE	May 7, 04	1,276 000	44 790	57,152 04	2 470	3,151 72	-54,000 32	LT
TOTAL S A FRANCE SPON ADR Symbol TOT Exchange NYSE EAI $5,014 Current yield 4 82%	May 9, 12	2,000 000	45 030	90,061 35	52 010	104,020 00	13,958 65	ST
UNIT CORP Symbol UNT Exchange NYSE	Jul 13, 06	3,500 000	55 002	192,508 69	45 050	157,675 00	-34,833 69	LT
VODAFONE GROUP PLC NEW SPON ADR Symbol VOD Exchange NYSE EAI $3,000 Current yield 5 95%	Aug 4, 11	2,000 000	27 510	55,021 25	25 190	50,380 00	-4,641 25	LT
Total				**$3,894,851.29**		**$10,375,153.13**	**$6,480,095.20**	

Total estimated annual income: $211,316

Your assets › **Equities** (continued)

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES TRUST S&P GLOBAL TELECOMMUNICATIONS SECTOR INDEX FUND									
Symbol IXP									
Trade date Jan 26, 12	3,000 000	55 403	166,211 85	166,211 85	57 170	171,510 00	5,298 15	5,298 15	ST
EAI $8,169 Current yield 4 76%									
POWERSHARES GLOBAL EXCHANGE TRADED FD TR S&P 500 BUYWRITE PORTF									
Symbol PBP									
Trade date Jan 26, 12	4,000 000	20 060	80,240 67	80,240 67	19 650	78,600 00	-1,640 67	-1,640 67	ST
EAI $2,860 Current yield 3 64%									
PUTNAM HIGH INCOME SECURITIES FUND									
Symbol PCF									
Trade date Jan 5, 94	10,000 000	9 870	98,703 00	98,703 00	7 950	79,500 00	-19,203 00	-19,203 00	LT
EAI $4,680 Current yield 5 89%									
SPDR INDX SHS FDS S&P INTRNTNL DIVIDEND ETF									
Symbol DWX									
Trade date Feb 15, 12	2,000 000	49 052	98,105 25	98,105 25	48 110	96,220 00	-1,885 25	-1,885 25	ST
EAI $5,958 Current yield 6 19%									
Total			**$443,260.77**	**$443,260.77**		**$425,830.00**	**-$17,430.77**	**-$17,430.77**	

Total estimated annual income: $21,667

Your assets › Equities (continued)

Other equity investments

Cost basis and gains and losses have not been adjusted automatically for return of capital payments
Restricted security values are estimated for informational purposes See *Important information about your statement* at the end of this document for additional information

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MOTORS LIQ CO GUC TR UBI								
Symbol· MTLQU Exchange OTC		354 000	---This information was unavailable---		21 200	7,504 80		

Warrants

Holding	Trade date	Number of warrants	Purchase price per warrant ($)	Cost basis ($)	Price per warrant on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
WARRANTS GENERAL MOTORS CO								
Expires Jul 10, 16	Jun 26, 03	176 000	86 674	15,254 78	19 500	3,432 00	-11,822 78	LT
	Jun 23, 04	1,105 000	82 830	91,528 17	19 500	21,547 50	-69,980 67	LT
Security Total		1,281 000		106,782 95		24,979 50	-81,803 45	
WARRANTS KINDER MORGAN HOLDCO LLC EXP 05/25/17								
Expires May 25, 17	Sep 23, 02	6,400 000	0 955	6,114 09	3 780	24,192 00	18,077 91	LT
WARRANTS GENERAL MOTORS CO								
Expires Jul 10, 19	Jun 26, 03	232 000	51 009	11,834 29	12 490	2,897 68	-8,935 51	LT
	Jun 23, 04	1,049 000	67 688	71,005.35	12 490	13,102 01	-57,903 34	LT
Security Total		1,281 000		82,839 64		15,999 69	-66,839 95	
Total				**$195,736.68**		**$65,171.19**	**-$130,565.49**	

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
DOLE FOODS CO								
RATE 08 750% MATURES 07/15/13								
ACCRUED INTEREST $4,034 72								
CUSIP 256605AD8								
Moody B3 S&P B-								
EAI $8,750 Current yield 8 45%	Jun 21, 01	100,000 000	99 800	99,805 00 [1]	103 500	103,500 00	3,695 00	LT

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BLACKROCK INCOME TRUST INC									
Symbol BKT									
Trade date Jul 20, 93	10,000 000	9 132	91,328 00	91,328 00	7 350	73,500 00	-17,828 00		LT
Trade date Dec 23, 93	10,000.000	8 080	80,803 00	80,803 00	7 350	73,500 00	-7,303 00		LT
EAI $9,720 Current yield 6 61%									
Security total	20,000 000	8 607	172,131 00	172,131 00		147,000 00	-25,131 00	-25,131 00	
JOHN HANCOCK PREFERRED INCOME FUND									
Symbol HPI									
Trade date Sep 17, 08	8,200 000	10 535	86,388 83	86,388 83	21 910	179,662 00	93,273 17	93,273 17	LT
EAI $13,776 Current yield 7 67%									

continued next page

Your assets › **Fixed income** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
MANAGED HIGH YIELD PLUS FUND Symbol HYF Trade date Jun 24, 98 EAI $618 Current yield 8 41%	3,432 000	14 930	51,242 00	51,242 00	2 140	7,344 48	-43,897 52	-43,897 52	LT
MORGAN STANLEY EMERGING MRKTS DEBT FUND INC Symbol MSD Trade date Jan 26, 12 EAI $1,680 Current yield 4 69%	3,000 000	10 580	31,740 33	31,740 33	11 950	35,850 00	4,109 67	4,109 67	ST
NUVEEN CREDIT STRATEGIES INCOME FUND Symbol JQC Trade date Nov 20, 06 EAI $6,640 Current yield 8 60%	8,000 000	13 930	111,445 25	111,445 25	9 650	77,200 00	-34,245 25	-34,245 25	LT
NUVEEN GLOBAL INCOME OPPORTUNITIES FD Symbol JGG Trade date Nov 20, 06 EAI $7,080 Current yield 8 42%	6,000 000	19 300	115,805 25	115,805 25	14 020	84,120 00	-31,685 25	-31,685 25	LT
Total			**$568,752.66**	**$568,752.66**		**$531,176.48**	**-$37,576.18**	**-$37,576.18**	

Total estimated annual income: $39,514

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BANK PLC SER 3 7 100% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol BCS PRA Exchange NYSE EAI $7,100 Current yield 7 08%	Sep 7, 07	4,000 000	25 000	100,000 00	25 060	100,240 00	240 00	LT

continued next page

Your assets › Fixed income › Preferred securities (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BANK PLC ADR PFD SR 5 SER 5 8 125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol BCS PRD Exchange NYSE EAI $16,248 Current yield 7 99%	Apr 9, 08	8,000 000	25 000	200,000 00	25 430	203,440 00	3,440 00	LT
DUKE REALTY CORP CALL 11/30/09@25 00 REITS SER L 6 60% PREFERRED CLBL Symbol DRE PRL Exchange NYSE EAI $13,200 Current yield 6 58%	Apr 6, 05	8,000 000	24 431	195,448 40	25 086	200,688 00	5,239 60	LT
ESCROW GENERAL MTRS CORP Exchange OTC		12,000 000	---This information was unavailable---		------Price was unavailable------			
ESCROW GENERAL MTRS CORP Exchange OTC		2,000 000	---This information was unavailable---		------Price was unavailable------			
PUBLIC STORAGE PFD-S RT 5 900% QUARTERLY MAT PERPTUAL FIXED RATE Symbol PSA PRS Exchange NYSE EAI $2,950 Current yield 5 64%	Jan 5, 12	2,000 000	25 000	50,000 00	26 150	52,300 00	2,300 00	ST
SVB CAP II PREFERRED 7 000% DUE 10/15/33 CLBL 10/30/08@$25 00 Symbol SIVBO Exchange. OTC EAI $7,732 Current yield 6 94%	Mar 8, 05	4,418 000	25 401	112,223 20	25 200	111,333 60	-889 60	LT
Total				**$657,671.60**		**$668,001.60**	**$10,330.00**	

Total estimated annual income: $47,230

Your assets (continued)

Other

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
NUVEEN DIVERS DIV & INCM FD									
Symbol JDD									
Trade date. Feb 19, 04	6,300 000	15 980	100,676 00	100,676 00	11 600	73,080 00	-27,596 00		LT
Trade date Apr 16, 04	10,000 000	14 970	149,706 00	149,706 00	11 600	116,000 00	-33,706 00		LT
EAI $16,300 Current yield 8 62%									
Security total	16,300 000	15 361	250,382 00	250,382 00		189,080 00	-61,302 00	-61,302 00	

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**604,810.30**	**4.66%**	**604,810.30**		
Equities	* Common stock	10,375,153 13		3,894,851 29	211,316 00	6,480,095 20
	Closed end funds & Exchange traded products	425,830 00		443,260 77	21,667 00	-17,430 77
	* Other equity investments	7,504 80				
	Warrants	65,171 19		195,736 68		-130,565 49
	Total equities	**10,873,659.12**	**83.81%**	**4,533,848.74**	**232,983.00**	**6,332,098.94**
Fixed income	Corporate bonds and notes	103,500 00		99,805 00	8,750 00	3,695 00
	Closed end funds & Exchange traded products	531,176 48		568,752 66	39,514 00	-37,576 18
	* Preferred securities	668,001 60		657,671 60	47,230 00	10,330 00
	Total accrued interest	4,034 72				
	Total fixed income	**1,306,712.80**	**10.07%**	**1,326,229.26**	**95,494.00**	**-23,551.18**

continued next page

Account name: JAMES & ZITA GAVIN FOUNDATION
Account number: Y4 75130 FB

Your Financial Advisor:
BRAMSON, FRANK
312-525-7400/888-827-8469

Your assets › Your total assets (continued)

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Other	**Closed end funds & Exchange traded products**	189,080.00	1.46%	250,382.00	16,300.00	-61,302.00
Total		**$12,974,262.22**	**100.00%**	**$6,715,270.30**	**$344,777.00**	**$6,247,245.76**

* Missing cost basis information

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value ($)	Cash amount ($)	Cash and money balance ($)
Nov 30		**Cash and money balance**					**$694,600.31**
Dec 3	Dividend	NUVEEN CREDIT STRATEGIES INCOME FUND PAID ON 8000				533 60	
Dec 3	Dividend	PUTNAM HIGH INCOME SECURITIES FUND PAID ON 10000				439 00	695,572 91
Dec 6	Fee Charge	ANNUAL FEE CHARGE				-150 00	695,422 91
Dec 10	Withdrawal	JPMORGAN CHASE BANK, NATIONAL ELECTRONIC FUNDS TRANSFER				-100,000 00	
Dec 10	Dividend	CHEVRON CORP PAID ON 1000				900 00	596,322 91
Dec 12	St Cap Gain	RMA MONEY MKT PORTFOLIO AS OF 12/11/12				54	596,323 45
Dec 14	Dividend	STEPAN CO PAID ON 60621				19,398 72	615,722 17
Dec 17	Withdrawal	JPMORGAN CHASE BANK, NATIONAL ELECTRONIC FUNDS TRANSFER				-50,000 00	
Dec 17	Foreign Dividend	BARCLAYS BANK PLC SER 3 7 100% PREFERRED CLBL PAR VALUE - 25 00 USD PAID ON 4000				1,775 00	
Dec 17	Foreign Dividend	BARCLAYS BANK PLC 8 125% SER 5 PREFERRED CLBL PAR VALUE - 25 00 USD PAID ON 8000				4,062 50	
Dec 17	Dividend	NEXTERA ENERGY INC COM PAID ON 10944				6,566 40	
Dec 17	Dividend	STEPAN CO STOCK SPLIT SYMBOL SCL RATE: 1 00 PAID ON 60621		60,621 000			578,126 07
Dec 18	Dividend	BLACKROCK INCOME TRUST INC PAID ON 20000				810 00	578,936 07
Dec 20	Dividend	GALLAGHER ARTHUR J & CO PAID ON 8800				2,992 00	

continued next page

Account activity this month (continued)

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value ($)	Cash amount ($)	Cash and money balance ($)
Dec 20	Dividend	JOHN HANCOCK PREFERRED INCOME FUND PAID ON 8200				1,148 00	583,076 07
Dec 21	Foreign Dividend	BP PLC SPON ADR PAID ON 4000 CUSIP 055622104				2,160 00	
Dec 21	Foreign Tax Withheld	ROYAL DUTCH SHELL PLC CL A SPON ADR AS OF 12/20/12 CUSIP 780259206				-258 00	
Dec 21	Foreign Dividend	ROYAL DUTCH SHELL PLC CL A SPON ADR PAID ON 2000 AS OF 12/20/12 CUSIP: 780259206				1,720 00	
Dec 21	Dividend	CENTURYLINK INC PAID ON 2000				1,450 00	588,148 07
Dec 24	Dividend	RMA MONEY MKT PORTFOLIO AS OF 12/21/12				4 91	
Dec 24	Dividend	ISHARES TRUST S&P GLOBAL TELECOMMUNICATIONS SECTOR INDEX FUND PAID ON 3000				3,419 54	591,572 52
Dec 27	Dividend	PUBLIC STORAGE PFD-S RT 5 900% QUARTERLY MAT PERPTUAL FIXED RATE PAID ON 2000				737 50	592,310 02
Dec 28	Dividend	AMEREN CORP PAID ON 4000				1,600 00	
Dec 28	Dividend	DOW CHEMICAL PAID ON 5500				1,760 00	
Dec 28	Dividend	GOLDMAN SACHS GROUP INC PAID ON 1000				500 00	
Dec 28	Dividend	MANAGED HIGH YIELD PLUS FUND PAID ON 3432				51 48	
Dec 28	Dividend	NUVEEN DIVERS DIV & INCM FD PAID ON 16300				4,075 00	
Dec 28	Dividend	NUVEEN CREDIT STRATEGIES INCOME FUND PAID ON 8000				553 60	
Dec 28	Dividend	NUVEEN GLOBAL INCOME OPPORTUNITIES FD PAID ON 6000				1,770 00	
Dec 28	Lt Cap Gain	POWERSHARES GLOBAL EXCHANGE TRADED FD TR S&P 500 BUYWRITE PORTF				581 44	603,201 54
Dec 31	Dividend	POWERSHARES GLOBAL EXCHANGE TRADED FD TR S&P 500 BUYWRITE PORTF PAID ON 4000				1,608 76	604,810 30
Dec 31		**Closing cash and money balance**					**$604,810.30**

UBS

UBS Financial Services Inc
1 North Wacker Drive
Suite 3700
Chicago IL 60606-2883

APZ2002301915 1212 Y4 1

2012 Year End Summary

Duplicate statement for the account of:
JAMES & ZITA GAVIN FOUNDATION
C/O JAMES L GAVIN
701 PARK DRIVE
KENILWORTH IL 60043-1008
Account number Y4 75130 FB

MR TONY RUZICKA
RUZICKA & ASSOCIATES
333 N SKOKIE BLVD SUITE 105
NORTHBROOK IL 60062-1622

Your Financial Advisor.
BRAMSON, FRANK
Phone 312-525-7400/888-827-8469

Summary of gains and losses

	Amount ($)
Short term	6,926 59
Long term	355,041.77
Total	**$361,968.36**

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include sécurities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CHEVRON CORP	FIFO	2,000 000	Jan 27, 12	Mar 16, 12	213,885 64	206,959 05			6,926 59

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CORTS TR BOEING CO NTS 6 125% DUE 02/15/33 CALLABLE	FIFO	7,000 000	Apr 21, 04	Mar 12, 12	175,000 00	175,000 00			
Total					**$388,885.64**	**$381,959.05**			**$6,926.59**
Net short-term capital gains and losses									**$6,926.59**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
EL PASO CORP *MERGER EFF 05/2012*	Adjustment	10,000.000	Sep 23, 02	May 25, 12	219,588 02	74,255 00			145,333 02
SOLO CUP CO 08 500% 021514 DTD022704 FC081504	FIFO	200,000 000	May 02, 05	Jun 04, 12	200,000 00	199,506 00 [1]			494 00
STEPAN CO	FIFO	4,000 000	Dec 16, 86	Dec 31, 12	220,338 40	11,123 65			209,214 75
Total					**$639,926.42**	**$284,884.65**			**$355,041.77**
Net long-term capital gains or losses									**$355,041.77**
Net capital gains/losses									**$361,968.36**

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

JAMES ZITA GAVIN FOUNDATION
GRANT EXPENSE
January through December 2012

	Name	Amount	Address
Grant Expense			
	Immaculate Hearts of Jesus and Mary	100,000 00	48765 Annapolos Road, Hopedale, OH 43976
	Vox Populi Mariae Mediatrici	50,000 00	313 High Street, Hopedale, OH 43976
	Sisters of the Holy Family	5,000 00	6901 Chef Menteur Hwy, New Orleans, LA 70126
	Immaculate Conception Church	90,000 00	770 Deerfield Road, Highland Park, IL 60035-3516
	Maria Joseph Manor	10,000 00	875 Montour Blvd, Danville, PA 17821
	Eternal Word Television Network	10,000 00	5817 Old Leeds Rd , Irondale, AL 35210-2164
	Relevant Radio	20,000 00	PO Box 10707, Green Bay, WI 54307-0707
	Catholic University of America	2,000 00	620 Michigan Ave , N E , Washington, DC 20064
	Culture of Life Foundation	20,000 00	1425 K Street, NW, Suite 350, Washington, DC 20005
	Lumen Christi Institute	265,000 00	1220 E 58th Street, Chicago, IL 60637
	St Bernard Church	5,000 00	248 South Harbor Drive, Holmes Beach, FL 34217
	LINKUnlimited	5,000 00	2221 S State St, Chicago, IL 60616
Total Grant Expense		582,000 00	