Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

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

Name of foundation: HODES FAMILY FOUNDATION 23-75385

A Employer identification number: 36-3296044

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite:

B Telephone number (see instructions): - -

City or town, state, and ZIP code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 952,655.

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

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

ENVELOPE POSTMARK DATE JUN 1 7 2013

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

| | Line | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | 66,300. | | | |
| | 2 | Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 21,566. | 21,566. | | STMT 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 143,911. | | | |
| | b | Gross sales price for all assets on line 6a 855,763. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 143,911. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | 1,302. | | | STMT 2 |
| | 12 | **Total.** Add lines 1 through 11 | 233,079. | 165,477. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | | | | |
| | 14 | Other employee salaries and wages | | NONE | NONE | |
| | 15 | Pension plans, employee benefits | | NONE | NONE | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | | | | |
| | c | Other professional fees (attach schedule) STMT 3 | 21,469. | 21,469. | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) STMT 4 | 977. | 177. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | NONE | NONE | |
| | 22 | Printing and publications | | NONE | NONE | |
| | 23 | Other expenses (attach schedule) STMT 5 | 139. | | | 139. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 22,585. | 21,646. | NONE | 139. |
| | 25 | Contributions, gifts, grants paid | 105,833. | | | 105,833. |
| | 26 | **Total expenses and disbursements** Add lines 24 and 25 | 128,418. | 21,646. | NONE | 105,972. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 104,661. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 143,831. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 29,631. | 33,212. | 33,212. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ NONE | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | 706,700. | 770,912. | 897,693. |
| | c | Investments - corporate bonds (attach schedule) | 50,649. | 23,317. | 21,750. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 786,980. | 827,441. | 952,655. |
| Liabilities | 17 | Accounts payable and accrued expenses | 27,800. | 6,900. | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 27,800. | 6,900. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒** | | | |
| | 27 | Capital stock, trust principal, or current funds | 759,180. | 820,541. | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 759,180. | 820,541. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 786,980. | 827,441. | |

**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 | 759,180. |
| 2 | Enter amount from Part I, line 27a | 2 | 104,661. |
| 3 | Other increases not included in line 2 (itemize) ▶ TAX COST ETC ADJ | 3 | 137. |
| 4 | Add lines 1, 2, and 3 | 4 | 863,978. |
| 5 | Decreases not included in line 2 (itemize) ▶ FMV TO COST ASSET CONTRIBUTION ADJUSTMENT | 5 | 43,437. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 820,541. |

## 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 | | | | |
| 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 | 855,763. | | 711,852. | 143,911. |
| 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 | | | | 143,911. |
| 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 } 2 143,911.

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

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

(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 | 118,052. | 939,346. | 0.125675 |
| 2010 | 123,710. | 917,261. | 0.134869 |
| 2009 | 93,838. | 843,027. | 0.111311 |
| 2008 | 108,368. | 1,072,698. | 0.101024 |
| 2007 | 119,470. | 1,319,148. | 0.090566 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . | 2 | 0.563445 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . | 3 | 0.112689 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . | 4 | 927,414. |
| 5 | Multiply line 4 by line 3 . . . | 5 | 104,509. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . | 6 | 1,438. |
| 7 | Add lines 5 and 6 . . . | 7 | 105,947. |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . | 8 | 105,972. |

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 ▶ [X] and enter 1% of Part I, line 27b | 1 | 1,438. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 1,438. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 1,438. |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a | | |
| b | Exempt foreign organizations - tax withheld at source — 6b NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c NONE | | |
| d | Backup withholding erroneously withheld — 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | NONE |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached | 8 | 32. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 1,470. |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶ | 11 | |

**Part VII-A Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *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* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | X | |

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

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

Website address ▶ N/A

14 The books are in care of ▶ SCOTT HODES Telephone no ▶

Located at ▶ 1540 N. LAKE SHORE DRIVE, CHICAGO, IL ZIP+4 ▶ 60610

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

| | | Line | 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.**

| | | | | Line | Yes | No |
|---|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes | ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes | ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes | ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes | ☒ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes | ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) | ☐ Yes | ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes | ☒ No | | | |
| | If "Yes," list the years ▶ | | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) | | | 2b | | X |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ | | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes | ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | | | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to | | |
| | **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No | | |
| | **(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)? (see instructions) ☐ 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)? **5b** | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No | | |
| | *If "Yes," attach the statement required by Regulations section 53 4945-5(d)* | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ 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? **7b** | | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| MARIA BECILY-HODES<br>1540 N LAKE SHORE DRIVE, CHICAGO, IL 60610 | PRESIDENT<br>25 | -0- | -0- | -0- |
| SCOTT HODES<br>1540 N. LAKE SHORE DRIVE, CHICAGO, IL 60610 | SEC/TREASURER<br>10 | | | |
| VALERY H LODATO<br>4452 E HORSESHOE ROAD, PHOENIX, AZ 85028 | DIRECTOR<br>2 | | | |
| ANTHONY S. HODES | DIRECTOR<br>2 | | | |

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

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

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

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

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

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

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

## 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 | 941,537. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 941,537. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 941,537. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 14,123. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 927,414. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 46,371. |

## 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 | 46,371. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 1,438. | | |
| b | Income tax for 2012 (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 1,438. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 44,933. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 44,933. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 44,933. |

## 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 | 105,972. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 105,972. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 1,438. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 104,534. |

**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 | | | | 44,933. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 ...... 50,140. | | | | |
| b From 2008 ...... 54,924. | | | | |
| c From 2009 ...... 51,757. | | | | |
| d From 2010 ...... 79,955. | | | | |
| e From 2011 ...... 71,822. | | | | |
| f **Total** of lines 3a through e | 308,598. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 105,972. | | | | |
| a Applied to 2011, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 44,933. |
| e Remaining amount distributed out of corpus | 61,039. | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | NONE | | | NONE |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 369,637. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | NONE |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 50,140. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 319,497. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 ... 54,924. | | | | |
| b Excess from 2009 ... 51,757. | | | | |
| c Excess from 2010 ... 79,955. | | | | |
| d Excess from 2011 ... 71,822. | | | | |
| e Excess from 2012 ... 61,039. | | | | |

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

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

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| 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) )

SCOTT HODES

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

N/A

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE ATTACHED | NONE | PUBLIC | GENERAL | 105,833. |
| **Total** ▶ 3a | | | | 105,833. |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ 3b | | | | |

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

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 21,566. | |
| 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 | 143,911. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b DEFERRED INCOME | | | 14 | 44. | |
| c TAX REFUND PRIOR Y | | | 14 | 1,258. | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 166,779. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 166,779.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

Maria Bechily-Hodes — MAY 19, 2013 — President

Signature of officer or trustee — Date — Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| NATALIA TCHERE | Natalia Tch | 05/10/13 | | P01306295 |

Firm's name ▶ THE NORTHERN TRUST COMPANY — Firm's EIN ▶ 36-1561860

Firm's address ▶ P.O. BOX 803878, CHICAGO, IL 60680 — Phone no

| | | |
|---|---|---|
| **Schedule B** (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service | **Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. | OMB No 1545-0047 **2012** |

| Name of the organization | Employer identification number |
|---|---|
| HODES FAMILY FOUNDATION 23-75385 | 36-3296044 |

**Organization type** (check one):

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization: HODES FAMILY FOUNDATION 23-75385

Employer identification number: 36-3296044

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | SCOTT HODES<br>C/O NORTHERN TRUST<br>CHICAGO, IL 60680 | $ 66,300. | Person [X]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

| Name of organization | Employer identification number |
|---|---|
| HODES FAMILY FOUNDATION 23-75385 | 36-3296044 |

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | 1000 SHARES OF BAXTER INTL INC COM | $ 66,300. | 11/28/2012 |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| DIVIDENDS & INTEREST | 21,566. | 21,566. |
| TOTAL | 21,566. | 21,566. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS |
|---|---|
| DEFERRED INCOME | 44. |
| TAX REFUND PRIOR YEAR | 1,258. |
| TOTALS | 1,302. |

STATEMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| INVESTMENT ADVISORY | 11,869. | 11,869. |
| PROFESSIONAL FEES | 9,600. | 9,600. |
| TOTALS | 21,469. | 21,469. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 177. | 177. |
| TAX PRIOR YEAR | 800. | |
| TOTALS | 977. | 177. |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| ILLINOIS ATTORNEY GENERAL | 15. | 15. |
| ANNUAL REPORT | 10. | 10. |
| MISCELLANEOUS | 114. | 114. |
| TOTALS | 139. | 139. |

**SCHEDULE D (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

**2012**

Name of estate or trust: HODES FAMILY FOUNDATION 23-75385

Employer identification number: 36-3296044

**Note:** *Form 5227 filers need to complete only Parts I and II.*

**Part I** Short-Term Capital Gains and Losses - Assets Held One Year or Less

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 1a | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 14,178. |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶ | 5 | 14,178. |

**Part II** Long-Term Capital Gains and Losses - Assets Held More Than One Year

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 6a | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 129,733. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 129,733. |

**Part III** **Summary of Parts I and II**
**Caution:** *Read the instructions* ***before*** *completing this part.*

| | | | (1) Beneficiaries' (see instr ) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | 14,178. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 129,733. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht ) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 143,911. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

**Part IV** **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** **b** $3,000 ..... 16 ( )

**Note.** *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

**Part V** **Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

**Caution:** *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

| | | | | | |
|---|---|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | | 17 | | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | | |
| 20 | Add lines 18 and 19 | 20 | | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ | 21 | | | |
| 22 | Subtract line 21 from line 20 If zero or less, enter -0- | | 22 | | |
| 23 | Subtract line 22 from line 17 If zero or less, enter -0- | | 23 | | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,400 | | 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24?<br>☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.<br>☐ **No.** Enter the amount from line 23 | | 25 | | |
| 26 | Subtract line 25 from line 24 | | 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same?<br>☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 | | 27 | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | | 28 | | |
| 29 | Subtract line 28 from line 27 | | 29 | | |
| 30 | Multiply line 29 by 15% (.15) | | | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 31 | |
| 32 | Add lines 30 and 31 | | | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | 34 | |

**SCHEDULE D-1 (Form 1041)**

Department of the Treasury Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No 1545-0092

**2012**

Name of estate or trust: HODES FAMILY FOUNDATION 23-75385

Employer identification number: 36-3296044

**Part I** **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a 125. ABBOTT LABORATORIES | 11/07/2012 | 11/19/2012 | 7,909.00 | 8,108.00 | -199.00 |
| 500. ALLSTATE CORP | 06/03/2011 | 04/17/2012 | 16,415.00 | 15,482.00 | 933.00 |
| 75. AMERICAN EXPRESS CO | 10/08/2012 | 11/26/2012 | 4,160.00 | 4,394.00 | -234.00 |
| 75. AMGEN INC | 11/07/2012 | 11/19/2012 | 6,378.00 | 6,430.00 | -52.00 |
| 300. ADR ANHEUSER BUSCH IN SPONSOREDADR | 05/02/2012 | 10/08/2012 | 26,897.00 | 21,885.00 | 5,012.00 |
| 400. CARNIVAL CORP PAIRED CARNIVAL CORP [QDI] | 05/18/2011 | 03/02/2012 | 12,252.00 | 15,983.00 | -3,731.00 |
| 50. CONOCOPHILLIPS | 10/08/2012 | 11/26/2012 | 2,833.00 | 2,870.00 | -37.00 |
| 150. EATON CORP | 11/26/2012 | 12/03/2012 | 7,748.00 | 7,685.00 | 63.00 |
| 1000. MFC FLEXSHARES TR TR TARGET DURATION TIPS INDEX | 11/14/2011 | 05/02/2012 | 25,499.00 | 25,290.00 | 209.00 |
| 1000. MFC FLEXSHARES TR IB TARGET DURATION TIPS INDEX | 11/14/2011 | 05/02/2012 | 25,959.00 | 25,359.00 | 600.00 |
| 50. FRANKLIN RESOURCES INC | 10/08/2012 | 11/26/2012 | 6,597.00 | 6,461.00 | 136.00 |
| 25. INTERCONTINENTALEXCHAN | 07/20/2012 | 11/26/2012 | 3,266.00 | 3,321.00 | -55.00 |
| 1500. ADR ITAU UNIBANCO HL SPONSORED ADR REPSTG 500 PF | 05/02/2012 | 10/08/2012 | 22,874.00 | 23,310.00 | -436.00 |
| 250. J P MORGAN CHASE & CO | 04/17/2012 | 05/02/2012 | 10,760.00 | 10,970.00 | -210.00 |
| 100. J P MORGAN CHASE & CO | 04/17/2012 | 11/26/2012 | 4,068.00 | 4,388.00 | -320.00 |
| 150. JOHNSON & JOHNSON | 11/14/2011 | 05/02/2012 | 9,762.00 | 9,735.00 | 27.00 |
| 100. JOHNSON & JOHNSON | 11/07/2012 | 11/19/2012 | 6,960.00 | 7,057.00 | -97.00 |
| 150. NOBLE ENERGY INC COM | 10/08/2012 | 11/07/2012 | 14,255.00 | 14,032.00 | 223.00 |
| 500. ADR NOVARTIS AG SPONS ISIN #US66987V1098 | 05/02/2012 | 11/07/2012 | 30,131.00 | 27,258.00 | 2,873.00 |
| 750. PFIZER INC | 11/19/2012 | 11/26/2012 | 18,345.00 | 18,165.00 | 180.00 |
| 50. ST JUDE MEDICAL INC | 11/07/2012 | 11/26/2012 | 1,590.00 | 1,872.00 | -282.00 |
| 400. SAP AKTIENGESELLSCHAF ADR | 05/02/2012 | 11/26/2012 | 31,091.00 | 26,236.00 | 4,855.00 |
| 25. SIMON PPTY GROUP INC N | 10/08/2012 | 11/26/2012 | 3,783.00 | 3,804.00 | -21.00 |
| 150. US BANCORP DEL NEW | 10/08/2012 | 11/26/2012 | 4,836.00 | 5,221.00 | -385.00 |

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . .

**SCHEDULE D-1 (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: HODES FAMILY FOUNDATION 23-75385

Employer identification number: 36-3296044

**Part I** **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a 50. UNITEDHEALTH GROUP INC | 11/07/2012 | 11/26/2012 | 2,669.00 | 2,718.00 | -49.00 |
| 300. WAL MART STORES INC | 04/17/2012 | 10/08/2012 | 22,527.00 | 18,531.00 | 3,996.00 |
| 200. WHOLE FOODS MKT INC | 04/17/2012 | 12/20/2012 | 18,379.00 | 17,200.00 | 1,179.00 |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . . 14,178.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HODES FAMILY FOUNDATION 23-75385

Employer identification number: 36-3296044

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a 175. AIR PRODUCTS & CHEMIC | 02/09/2010 | 03/02/2012 | 16,089.00 | 11,962.00 | 4,127.00 |
| 150. AIR PRODUCTS & CHEMIC | 02/09/2010 | 10/08/2012 | 12,562.00 | 10,253.00 | 2,309.00 |
| 200. APACHE CORP | 09/16/2009 | 10/08/2012 | 17,136.00 | 18,622.00 | -1,486.00 |
| 350. BP AMOCO P L C SPONSO | 02/20/2007 | 10/08/2012 | 14,693.00 | 21,750.00 | -7,057.00 |
| 175. C R BARD INC | 01/20/2010 | 04/17/2012 | 17,167.00 | 14,312.00 | 2,855.00 |
| 1000. BAXTER INTL INC | 05/14/2003 | 11/26/2012 | 66,829.00 | 22,863.00 | 43,966.00 |
| 900. CVS CORP | 07/08/2010 | 04/17/2012 | 39,797.00 | 27,841.00 | 11,956.00 |
| 400. CARNIVAL CORP PAIRED CARNIVAL CORP [QDI] | 05/25/2011 | 09/11/2012 | 14,816.00 | 15,483.00 | -667.00 |
| 25. CHEVRONTEXACO CORP | 11/14/2011 | 11/26/2012 | 2,622.00 | 2,651.00 | -29.00 |
| 650. CISCO SYS INC | 02/28/2011 | 10/08/2012 | 12,330.00 | 12,187.00 | 143.00 |
| 1250. CISCO SYS INC | 02/20/2009 | 10/08/2012 | 23,712.00 | 21,174.00 | 2,538.00 |
| 900. E M C CORP MASS COM | 04/13/2009 | 05/02/2012 | 25,577.00 | 10,880.00 | 14,697.00 |
| 300. EMERSON ELECTRIC CO | 08/09/2011 | 11/26/2012 | 14,631.00 | 12,905.00 | 1,726.00 |
| 200. ENERGIZER HLDGS INC | 05/18/2010 | 05/02/2012 | 15,202.00 | 11,502.00 | 3,700.00 |
| 150. ENERGIZER HLDGS INC | 05/20/2010 | 10/08/2012 | 11,163.00 | 8,381.00 | 2,782.00 |
| 5. GOOGLE INC CL A | 12/22/2008 | 11/26/2012 | 3,309.00 | 1,464.00 | 1,845.00 |
| 50. JOHNSON CONTROLS INC | 05/31/2011 | 11/26/2012 | 1,349.00 | 1,973.00 | -624.00 |
| 250. LABORATORY CORP AMER | 03/01/2010 | 04/17/2012 | 22,696.00 | 18,512.00 | 4,184.00 |
| 200. REINSURANCE GROUP AME NEW STK | 03/04/2009 | 04/17/2012 | 11,601.00 | 5,155.00 | 6,446.00 |
| 100. SPECTRA ENERGY CORP C | 11/14/2011 | 11/26/2012 | 2,772.00 | 2,894.00 | -122.00 |
| 500. SYNAPTICS INC | 11/02/2010 | 04/17/2012 | 16,504.00 | 13,894.00 | 2,610.00 |
| 600. THERMO ELECTRON CORP | 07/30/2010 | 04/17/2012 | 32,589.00 | 22,841.00 | 9,748.00 |
| 200. 3M CO | 01/25/2006 | 10/08/2012 | 19,062.00 | 14,590.00 | 4,472.00 |
| 200. THE TRAVELERS COMPANI | 12/23/2009 | 10/08/2012 | 13,889.00 | 9,842.00 | 4,047.00 |
| 200. THE TRAVELERS COMPANI | 01/11/2011 | 10/08/2012 | 13,889.00 | 10,843.00 | 3,046.00 |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
HODES FAMILY FOUNDATION 23-75385

Employer identification number
36-3296044

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a 175. UNITED PARCEL SERVICE | 01/20/2010 | 11/26/2012 | 12,662.00 | 10,326.00 | 2,336.00 |
| 100. UNITED TECHNOLOGIES C | 10/28/2008 | 11/26/2012 | 7,860.00 | 4,650.00 | 3,210.00 |
| 1050. VODAFONE GROUP PLC S | 03/15/2010 | 11/26/2012 | 26,438.00 | 23,042.00 | 3,396.00 |
| 200. WELLS FARGO & CO NEW | 05/25/2011 | 11/07/2012 | 6,600.00 | 5,542.00 | 1,058.00 |
| 200. WELLS FARGO & CO NEW | 05/25/2011 | 11/26/2012 | 6,548.00 | 5,542.00 | 1,006.00 |
| 100. COVIDIEN PLC USD0.20( CONSLDTN) | 07/24/2007 | 11/26/2012 | 5,726.00 | 4,211.00 | 1,515.00 |

**6b Total** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . . 129,733.00

**Hodes Family Foundation**
**Other Name QuickReport**
**January through December 2012**

| | Address | Amount |
|---|---|---|
| | See attached | |
| After School Matters | | 500.00 |
| Albany Theatre Project | | 250.00 |
| Alivio Medical Center | | 1,500.00 |
| American Friends of the Tel Aviv Museum of Art | | 250.00 |
| ASU Foundation | | 1,250.00 |
| Better Government Association | | 5,000.00 |
| Better Government Association | | 2,000.00 |
| Center on Halsted | | 250.00 |
| Chicago Foundation for Women | | 3,333.00 |
| Chicago Gateway Green | | 1,000.00 |
| Chicago Humanities Festival | | 2,500.00 |
| Chicago Public Art Group | | 500.00 |
| Chicago Pulic Library Foundation | | 1,000.00 |
| Chicago Pulic Library Foundation | | 250.00 |
| Chicago Youth Centers | | 1,000.00 |
| El Valor | | 500.00 |
| FUNDarte | | 500.00 |
| Goodman Theatre | | 5,000.00 |
| Goodman Theatre | | 2,000.00 |
| Goodman Theatre | | 2,500.00 |
| Harris Theatre for Music and Dance | | 2,400.00 |
| Harris Theatre for Music and Dance | | 2,500.00 |
| Heartland Alliance | | 300.00 |
| Heartland Alliance | | 500.00 |
| High Jump | | 300.00 |
| Howard Young Foundation | | 200.00 |
| Jazz Institute of Chicago | | 250.00 |
| Jewish United Fund of Metropolitan Chicago | | 2,000.00 |
| Kam Isaiah Israel Congregation | | 4,500.00 |
| Latino Policy Forum | | 1,000.00 |
| Lawyers for the Creative Arts | | 2,500.00 |
| Lawyers for the Creative Arts | | 1,500.00 |
| Lookingglass Theatre Company | | 350.00 |
| Luna Negra Dance Theatre | | 300.00 |
| Luna Negra Dance Theatre | | 5,000.00 |
| Lyric Opera of Chicago | | 1,000.00 |
| Lyric Opera of Chicago | | 5,000.00 |
| March of Dimes | | 250.00 |
| Medecins Sans Frontiers | | 200.00 |
| Michael Teolis SIngers | | 500.00 |
| Mujeres Latinas en Acción | | 1,500.00 |
| Mujeres Latinas en Acción | | 1,000.00 |
| National Museum of Mexican Art | | 5,000.00 |
| National Museum of Mexican Art | | 1,200.00 |
| National Museum of Mexican Art | | 10,000.00 |
| Northwestern Memorial Foundation | | 10,000.00 |
| Operation Pedro Pan Group, Inc. | | 50.00 |
| San Miguel School Chicago | | 250.00 |
| Sisters of Providence | | 350.00 |
| The Chicago Bar Foundation | | 2,500.00 |
| The Chicago Community Trust | | 5,000.00 |

| | |
|---|---|
| University of Chicago | 1,000.00 |
| University of Chicago | 1,000.00 |
| University of Michigan | 2,500.00 |
| University of Michigan Hillel | 250.00 |
| Urban Gateways | 250.00 |
| Water.org | 500.00 |
| Year Up | 350.00 |
| Young Women's Leadership Charter School of Chicago | 1,500.00 |
| **TOTAL** | **105,833.00** |

| | | | |
|---|---|---|---|
| **Name** | After School Matters | | |
| **Company Na...** | After School Matters | **Phone** | 312.742.4182 |
| | | **Fax** | 312.742.6631 |
| **Address** | After School Matters<br>66 East Randolph Street<br>Chicago, IL 60601 | | |

| | | | |
|---|---|---|---|
| **Name** | Albany Theatre Project | | |
| **Company Na...** | Albany Theatre Project | **Phone** | 773.866.0875 |
| | | **Fax** | 773.866.0913 |
| **Address** | Albany Theatre Project<br>PO Box 257995<br>Chicago, IL 60625 | | |

| | | | |
|---|---|---|---|
| **Name** | Alivio Medical Center | | |
| **Company Na...** | Alivio Medical Center | **Phone** | 312.829.6303 |
| **Address** | Alivio Medical Center<br>2355 South Western Avenue<br>Chicago, IL 60608 | | |

| | | | |
|---|---|---|---|
| **Name** | American Friends of the Tel Aviv ... | | |
| | | **Phone** | 212.319.0555 |
| | | **Fax** | 212.754.2987 |
| **Address** | American Friends of the Tel Aviv ...<br>36 West 44th Street<br>Suite 1209<br>New York, NY 10036 | | |

| | | | |
|---|---|---|---|
| **Name** | ASU Foundation | | |
| | | **Phone** | 480.965.6468 |
| **Address** | ASU Foundation for a New Americ...<br>PO Box 2260<br>Tempe, AZ 85280 | | |

| | | | |
|---|---|---|---|
| **Name** | Better Government Association | | |
| **Company Na...** | Better Government Association | **Phone** | 312.427.8330 |
| | | **Fax** | 312.821.9038 |
| **Address** | Better Government Association<br>223 West Jackson Boulevard<br>Suite 620<br>Chicago, IL 60606 | | |

| | | | |
|---|---|---|---|
| **Name** | Center on Halsted | | |
| **Company Na...** | Center on Halsted | **Phone** | 773.472.6469 |
| | | **Fax** | 773.472.6643 |
| **Address** | Center on Halsted<br>3656 North Halsted Street<br>Chicago, IL 60613 | | |

| | | | |
|---|---|---|---|
| **Name** | Chicago Foundation for Women | | |
| **Company Na...** | Chicago Foundation for Women | **Phone** | 312.577.2801 |
| | | **Fax** | 312.577.2802 |
| **Address** | Chicago Foundation for Women<br>One East Wacker Drive<br>Suite 1620<br>Chicago, IL 60601 | | |

| | | | |
|---|---|---|---|
| **Name** | Chicago Gateway Green | | |
| **Company Na...** | Chicago Gateway Green | **Phone** | 312.540.9930 |
| | | **Fax** | 312.540.9931 |
| **Address** | Chicago Gateway Green<br>200 East Randolph Street<br>Suite 2200<br>Chicago, IL 60601 | | |

| | | | |
|---|---|---|---|
| **Name** | Chicago Humanities Festival | | |
| **Company Na...** | Chicago Humanities Festival | **Phone** | 312.661.1028 |
| | | **Fax** | 312.661.1018 |
| **Address** | Chicago Humanities Festival<br>500 North Dearborn Street<br>Suite 825 | | |

Chicago, IL 60654

| | | | |
|---|---|---|---|
| **Name** | Chicago Public Art Group | | |
| **Company Na...** | Chicago Public Art Group | **Phone** | 312.427.2724 |
| | | **Fax** | 312.427.3413 |
| **Address** | Chicago Public Art Group<br>600 West Cermak Road<br>Suite 3B<br>Chicago, IL 60616 | | |

| | | | |
|---|---|---|---|
| **Name** | Chicago Pulic Library Foundation | | |
| **Company Na...** | Chicago Pulic Library Foundation | **Phone** | 312.201.9830 |
| | | **Fax** | 312.201.9833 |
| **Address** | Chicago Pulic Library Foundation<br>20 North Michigan Avenue<br>Suite 520<br>Chicago, IL 60602 | | |

| | | | |
|---|---|---|---|
| **Name** | Chicago Youth Centers | | |
| **Company Na...** | Chicago Youth Centers | **Phone** | 312.913.1700 |
| | | **Fax** | 312.913.1800 |
| **Address** | Chicago Youth Centers<br>218 South Wabash Avenue<br>Suite 600<br>Chicago, IL 60604 | | |

| | | | |
|---|---|---|---|
| **Name** | El Valor | | |
| **Company Na...** | El Valor | **Phone** | 312.666.4511 |
| | | **Fax** | 312.666.6677 |
| **Address** | El Valor<br>1850 West 21st Street<br>Chicago, IL 60608 | | |

| | | | |
|---|---|---|---|
| **Name** | FUNDarte | | |
| **Company Na...** | FUNDarte | **Phone** | 305.316.6165 |
| | | **Fax** | 305.867.1145 |

| | | | |
|---|---|---|---|
| Address | FUNDarte<br>7601 Byron Avenue<br>Suite 4C<br>Miami Beach, FL 33141 | | |
| Name | Goodman Theatre | | |
| Company Na... | Goodman Theatre | Phone | 312.443.3811 |
| | | Fax | 312.443.3821 |
| Address | Goodman Theatre<br>170 North Dearborn Avenue<br>Chicago, IL 60601 | | |
| Name | Harris Theatre for Music and Dance | | |
| Company Na... | Harris Theatre for Music and Dance | Phone | 312.334.2400 |
| Address | Harris Theatre for Music and Dance<br>205 East Randolph Drive<br>Chicago, IL 60601 | | |
| Name | Heartland Alliance | | |
| Company Na... | Heartland Alliance | Phone | 312.660.1370 |
| | | Fax | 312.660.1505 |
| Address | Heartland Alliance<br>208 South LaSalle Street<br>Suite 1818<br>Chicago, IL 60604 | | |
| Name | High Jump | | |
| Company Na... | High Jump | Phone | 312.582.7700 |
| Address | High Jump<br>59 West North Boulevard<br>Chicago, IL 60610 | | |
| Name | Howard Young Foundation | | |
| Company Na... | Howard Young Foundation | Phone | 715.439.4005 |
| Address | Howard Young Foundation<br>PO Box 470 | | |

Woodruff, WI 54568

| | | | |
|---|---|---|---|
| **Name** | Jazz Institute of Chicago | | |
| **Company Na...** | Jazz Institute of Chicago | **Phone** | 312.427.1676 |
| | | **Fax** | 312.427.1684 |
| **Address** | Jazz Institute of Chicago<br>410 South Michigan Avenue<br>Suite 500<br>Chicago, IL 60605 | | |

| | | | |
|---|---|---|---|
| **Name** | Jewish United Fund of Metropolita... | | |
| | | **Phone** | 312.444.2900 |
| **Address** | Jewish United Fund of Metropolita...<br>30 South Wells Street<br>Ben Gurion Way<br>Chicago, IL 60606 | | |

| | | | |
|---|---|---|---|
| **Name** | Kam Isaiah Israel Congregation | | |
| **Company Na...** | Kam Isaiah Israel Congregation | | |
| **Address** | Kam Isaiah Israel Congregation<br>1100 East Hyde Park Boulevard<br>Chicago, IL 60615 | | |

| | | | |
|---|---|---|---|
| **Name** | Latino Policy Forum | | |
| **Company Na...** | Latino Policy Forum | **Phone** | 312.376.1766 |
| | | **Fax** | 312.376.1760 |
| **Address** | Latino Policy Forum<br>180 North Michigan Avenue<br>Suite 1250<br>Chicago, IL 60601 | | |

| | | | |
|---|---|---|---|
| **Name** | Lawyers for the Creative Arts | | |
| **Company Na...** | Lawyers for the Creative Arts | **Phone** | 312.649.4111 |
| | | **Fax** | 312.944.2195 |
| **Address** | Lawyers for the Creative Arts<br>213 West Institute Place | | |

Suite 403
Chicago, IL 60610

| | | | |
|---|---|---|---|
| **Name** | Lookingglass Theatre Company | | |
| **Company Na...** | Lookingglass Theatre Company | **Phone** | 773.477.9257 |
| | | **Fax** | 773.477.6932 |
| **Address** | Lookingglass Theatre Company<br>875 North Michigan Avenue<br>Suite 2200<br>Chicago, IL 60611 | | |

| | | | |
|---|---|---|---|
| **Name** | Luna Negra Dance Theatre | | |
| **Company Na...** | Luna Negra Dance Theatre | **Phone** | 312.337.6882 |
| **Address** | Luna Negra Dance Theatre<br>17 North State Street<br>Suite 1700<br>Chicago, IL 60602 | | |

| | | | |
|---|---|---|---|
| **Name** | Lyric Opera of Chicago | | |
| **Company Na...** | Lyric Opera of Chicago | **Phone** | 312.332.2244 |
| | | **Fax** | 312.332.0304 |
| **Address** | Lyric Opera of Chicago<br>20 North Wacker Drive<br>Chicago, IL 60606 | | |

| | | | |
|---|---|---|---|
| **Name** | March of Dimes | | |
| **Company Na...** | March of Dimes | **Phone** | 312.435.4007 |
| | | **Fax** | 312.435.0988 |
| **Address** | March of Dimes<br>111 West Jackson Boulevard<br>Suite 1650<br>Chicago, IL 60604 | | |

| | | | |
|---|---|---|---|
| **Name** | Medecins Sans Frontiers | | |
| **Company Na...** | Medecins Sans Frontiers | **Phone** | 212.679.6800 |
| | | **Fax** | 212.679.7016 |

| | | | |
|---|---|---|---|
| Address | Medecins Sans Frontiers<br>333 Seventh Avenue<br>2nd Floor<br>New York, NY 10001 | | |
| Name | Michael Teolis Singers | | |
| Company Na... | Michael Teolis Singers | Phone | 773.274.9696 |
| Address | Michael Teolis Singers<br>2518 West Coyle Avenue<br>Chicago, IL 60645 | | |
| Name | Mujeres Latinas en Acción | | |
| Company Na... | Mujeres Latinas en Acción | Phone | 773.890.7676 |
| | | Fax | 773.890.7650 |
| Address | Mujeres Latinas en Acción<br>2124 West 21st Place<br>Chicago, IL 60608 | | |
| Name | National Museum of Mexican Art | | |
| Company Na... | National Museum of Mexican Art | Phone | 312.738.1503 |
| | | Fax | 312.738.9740 |
| Address | National Museum of Mexican Art<br>1852 West 19th Street<br>Chicago, IL 60608 | | |
| Name | Northwestern Memorial Foundation | | |
| Company Na... | Northwestern Memorial Foundation | Phone | 312.926.2033 |
| Address | Northwestern Memorial Foundation<br>251 East Huron Street<br>Galter Pavilion<br>Suite 3-200<br>Chicago, IL 60611 | | |
| Name | Operation Pedro Pan Group, Inc. | | |
| Company Na... | Operation Pedro Pan Group, Inc. | Phone | 305.554.7196 |
| Address | Operation Pedro Pan Group, Inc. | | |

161 Madeira Avenue
Suite 61
Carol Gables, FL 33134

| | | | |
|---|---|---|---|
| **Name** | San Miguel School Chicago | | |
| **Company Na...** | San Miguel School Chicago | **Phone** | 773.890.0233 |
| | | **Fax** | 773.261.2250 |
| **Address** | San Miguel School Chicago<br>819 North Leamington Avenue<br>Chicago, IL 60651 | | |

| | | | |
|---|---|---|---|
| **Name** | Secretary of State | | |
| **Contact** | Jesse White | | |
| **Address** | Department of Business Services<br>501 South 2nd Street<br>Room 328<br>Springfiled, IL 62756 | | |

| | | | |
|---|---|---|---|
| **Name** | Sisters of Providence | | |
| **Company Na...** | Sisters of Providence | **Phone** | 812.535.2800 |
| | | **Fax** | 812.535.1009 |
| **Address** | Sisters of Providence<br>1 Sisters of Providence<br>Saint Mary-of-the-Woods, IN 478... | | |

| | | | |
|---|---|---|---|
| **Name** | that girl | | |
| **Company Na...** | that girl | **Phone** | 773.252.9069 |
| **Contact** | Kari Dahl | **Fax** | 773.252.9070 |
| **Address** | that girl<br>2035 North Sawyer Avenue<br>Apt. 1<br>Chicago, IL 60647 | | |

| | | | |
|---|---|---|---|
| **Name** | The Chicago Bar Foundation | | |
| **Company Na...** | The Chicago Bar Foundation | **Phone** | 312.554.1204 |
| | | **Fax** | 312.554.1203 |

| | | | |
|---|---|---|---|
| **Address** | The Chicago Bar Foundation<br>321 South Plymouth Court<br>Suite 3B<br>Chicago, IL 60604 | | |
| **Name** | The Chicago Community Trust | | |
| **Company Na...** | The Chicago Community Trust | **Phone** | 312.616.8000 |
| | | **Fax** | 312.616.7954 |
| **Address** | The Chicago Community Trust<br>225 North Michigan Avenue<br>Suite 2200<br>Chicago, IL 60601 | | |
| **Name** | University of Chicago | | |
| **Company Na...** | University of Chicago | | |
| **Address** | University of Chicago<br>1427 East 60th Street<br>Suite 120<br>Chicago, IL 60637 | | |
| **Name** | University of Michigan | | |
| **Company Na...** | University of Michigan | **Phone** | 888.518.7888 |
| **Address** | University of Michigan<br>3003 South State Street<br>Suite 8000<br>Ann Arbor, MI 48109 | | |
| **Name** | University of Michigan Hillel | | |
| **Company Na...** | University of Michigan Hillel | **Phone** | 734.769.0500 |
| **Address** | University of Michigan Hillel<br>1429 Hill Street<br>Ann Arbor, MI 48104 | | |
| **Name** | Urban Gateways | | |
| **Company Na...** | Urban Gateways | **Phone** | 312.922.0440 |
| | | **Fax** | 312.922.2740 |

| | | | |
|---|---|---|---|
| **Address** | Urban Gateways<br>205 West Randolph Street<br>Suite 1700<br>Chicago, IL 60606 | | |
| **Name** | Water.org | | |
| **Company Na...** | Water.org | **Phone** | 816.877.8400 |
| **Address** | Water.org<br>920 Main Street<br>Suite 1800<br>Kansas City, MO 64105 | | |
| **Name** | Women's Initiative | | |
| **Company Na...** | Women's Initiative | **Phone** | 415.641.3460 |
| **Address** | Women's Initiative<br>1398 Valencia Street<br>San Francisco, CA 94110 | | |
| **Name** | Year Up | | |
| **Company Na...** | Year Up | **Phone** | 312.726.5300 |
| **Address** | Year Up<br>223 West Jackson Boulevard<br>Suite 400<br>Chicago, IL 60606 | | |
| **Name** | Young Women's Leadership Charte... | | |
| | | **Phone** | 312.949.9400 |
| | | **Fax** | 312.949.9142 |
| **Address** | Young Women's Leadership Charte...<br>2641 South Calumet Avenue<br>Chicago, IL 60616 | | |

# Reporting

31 DEC 12



## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **Australia - USD** | | | | | | | |
| ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108 | | | | | | | |
| 200 000 | 78 44 | 0 00 | 15,688 00 | 13,634 00 | 2,054 00 | 0 00 | 2,054 00 |
| Total USD | | 0 00 | 15,688 00 | 13,634 00 | 2,054 00 | 0 00 | 2,054 00 |
| Total Australia | | 0 00 | 15,688 00 | 13,634 00 | 2,054 00 | 0 00 | 2,054 00 |
| **United Kingdom - USD** | | | | | | | |
| ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209 | | | | | | | |
| 0 000 | 25 19 | 534 73 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 |
| Total USD | | 534 73 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 |
| Total United Kingdom | | 534 73 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 |
| **United States - USD** | | | | | | | |
| AMERICAN EXPRESS CO CUSIP 025816109 | | | | | | | |
| 150 000 | 57 48 | 0 00 | 8 622 00 | 8,788 49 | -166 49 | 0 00 | -166 49 |
| AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103 | | | | | | | |
| 200 000 | 37 13 | 0 00 | 7,426 00 | 7,468 00 | -42 00 | 0 00 | -42 00 |
| APPLE INC COM STK CUSIP 037833100 | | | | | | | |
| 100 000 | 533 03 | 0 00 | 53,303 00 | 38,254 00 | 15,049 00 | 0 00 | 15,049 00 |
| BRISTOL MYERS SQUIBB CO COM CUSIP 110122108 | | | | | | | |
| 150 000 | 32 59 | 0 00 | 4,888 50 | 4,922 51 | -34 01 | 0 00 | -34 01 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| CHEVRON CORP COM CUSIP 166764100 | | | | | | | |
| 200 000 | 108 14 | 0 00 | 21,628 00 | 21,206 00 | 422 00 | 0 00 | 422 00 |
| CIGNA CORPORATION CUSIP 125509109 | | | | | | | |
| 1,000 000 | 53 46 | 0 00 | 53,460 00 | 209 31 | 53,250 69 | 0 00 | 53,250 69 |
| CINTAS CORP COM CUSIP 172908105 | | | | | | | |
| 600 000 | 40 90 | 0 00 | 24,540 00 | 16,264 63 | 8 275 37 | 0 00 | 8,275 37 |
| CITRIX SYS INC COM CUSIP 177376100 | | | | | | | |
| 200 000 | 65 75 | 0 00 | 13,150 00 | 14,004 00 | -854 00 | 0 00 | -854 00 |
| COCA COLA CO COM CUSIP 191216100 | | | | | | | |
| 400 000 | 36 25 | 0 00 | 14,500 00 | 13,540 00 | 960 00 | 0 00 | 960 00 |
| CONOCOPHILLIPS COM CUSIP 20825C104 | | | | | | | |
| 100 000 | 57 99 | 0 00 | 5,799 00 | 5,739 70 | 59 30 | 0 00 | 59 30 |
| COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105 | | | | | | | |
| 175 000 | 98 77 | 0 00 | 17,284 75 | 17,727 50 | -442 75 | 0 00 | -442 75 |
| COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113 | | | | | | | |
| 200 000 | 57 74 | 0 00 | 11,548 00 | 6,794 12 | 4,753 88 | 0 00 | 4,753 88 |
| CVS CAREMARK CORP COM STK CUSIP 126650100 | | | | | | | |
| 325 000 | 48 35 | 0 00 | 15,713 75 | 15,856 75 | -143 00 | 0 00 | -143 00 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| DANAHER CORP COM CUSIP 235851102 | | | | | | | |
| 400 000 | 55 90 | 0 00 | 22,360 00 | 21,056 00 | 1,304 00 | 0 00 | 1,304 00 |
| DOMINION RES INC VA NEW COM CUSIP 25746U109 | | | | | | | |
| 200 000 | 51 80 | 0 00 | 10,360 00 | 10,104 00 | 256 00 | 0 00 | 256 00 |
| DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109 | | | | | | | |
| 400 000 | 44 97 | 0 00 | 17,988 00 | 19,551 98 | -1,563 98 | 0 00 | -1,563 98 |
| EATON CORP PLC COM USD0 50 CUSIP G29183103 | | | | | | | |
| 150 000 | 54 20 | 0 00 | 8,130 00 | 7,748 25 | 381 75 | 0 00 | 381 75 |
| EMC CORP COM CUSIP 268648102 | | | | | | | |
| 500 000 | 25 30 | 0 00 | 12,650 00 | 12,358 50 | 291 50 | 0 00 | 291 50 |
| EMERSON ELECTRIC CO COM CUSIP 291011104 | | | | | | | |
| 200 000 | 52 96 | 0 00 | 10,592 00 | 10,368 90 | 223 10 | 0 00 | 223 10 |
| EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108 | | | | | | | |
| 425 000 | 54 00 | 0 00 | 22,950 00 | 24,383 75 | -1,433 75 | 0 00 | -1,433 75 |
| EXXON MOBIL CORP COM CUSIP 30231G102 | | | | | | | |
| 300 000 | 86 55 | 0 00 | 25,965 00 | 19,165 32 | 6,799 68 | 0 00 | 6,799 68 |
| FRKLN RES INC COM CUSIP 354613101 | | | | | | | |
| 75 000 | 125 70 | 0 00 | 9,427 50 | 9,691 20 | -263 70 | 0 00 | -263 70 |

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| GENERAL ELECTRIC CO CUSIP 369604103 | | | | | | | |
| 700 000 | 20 99 | 133 00 | 14,693 00 | 14,883 92 | -190 92 | 0 00 | -190 92 |
| GOOGLE INC CL A CL A CUSIP 38259P508 | | | | | | | |
| 50 000 | 709 37 | 0 00 | 35,468 50 | 17,370 56 | 18,097 94 | 0 00 | 18,097 94 |
| HOME DEPOT INC COM CUSIP 437076102 | | | | | | | |
| 275 000 | 61 85 | 0 00 | 17,008 75 | 16,864 63 | 144 12 | 0 00 | 144 12 |
| INTEL CORP COM CUSIP 458140100<br>INTC | | | | | | | |
| 400 000 | 20 63 | 0 00 | 8,252 00 | 7,960 00 | 292 00 | 0 00 | 292 00 |
| INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100 | | | | | | | |
| 75 000 | 123 81 | 0 00 | 9,285 75 | 9,962 25 | -676 50 | 0 00 | -676 50 |
| INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 | | | | | | | |
| 125 000 | 191 55 | 0 00 | 23,943 75 | 23,570 75 | 373 00 | 0 00 | 373 00 |
| JOHNSON CTL INC COM CUSIP 478366107 | | | | | | | |
| 350 000 | 30 70 | 0 00 | 10,745 00 | 13,813 45 | -3,068 45 | 0 00 | -3,068 45 |
| JPMORGAN CHASE & CO COM CUSIP 46625H100 | | | | | | | |
| 400 000 | 43 97 | 0 00 | 17,588 00 | 17,551 80 | 36 20 | 0 00 | 36 20 |
| MC DONALDS CORP COM CUSIP 580135101 | | | | | | | |
| 275 000 | 88 21 | 0 00 | 24,257 75 | 25,938 00 | -1 680 25 | 0 00 | -1,680 25 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| NATIONAL OILWELL VARCO COM STK CUSIP 637071101 | | | | | | | |
| 100 000 | 68 35 | 0 00 | 6,835 00 | 7,125 00 | -290 00 | 0 00 | -290 00 |
| NIKE INC CL B CUSIP 654106103 | | | | | | | |
| 400 000 | 51 60 | 0 00 | 20,640 00 | 21,994 00 | -1,354 00 | 0 00 | -1,354 00 |
| NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103 | | | | | | | |
| 200 000 | 34 82 | 0 00 | 6,964 00 | 7,263 80 | -299 80 | 0 00 | -299 80 |
| NORTHERN TR CORP COM CUSIP 665859104 | | | | | | | |
| 1,000 000 | 50 16 | 0 00 | 50,160 00 | 39,448 00 | 10,712 00 | 0 00 | 10,712 00 |
| NUCOR CORP COM CUSIP 670346105 | | | | | | | |
| 300 000 | 43 18 | 110 25 | 12,954 00 | 11,750 85 | 1,203 15 | 0 00 | 1,203 15 |
| OMNICOM GROUP INC COM CUSIP 681919106 | | | | | | | |
| 50 000 | 49 96 | 0 00 | 2,498 00 | 2,681 00 | -183 00 | 0 00 | -183 00 |
| ORACLE CORP COM CUSIP 68389X105<br>ORCL | | | | | | | |
| 500 000 | 33 32 | 0 00 | 16,660 00 | 15,480 00 | 1,180 00 | 0 00 | 1,180 00 |
| PROCTER & GAMBLE COM NPV CUSIP 742718109 | | | | | | | |
| 300 000 | 67 89 | 0 00 | 20,367 00 | 18,961 20 | 1,405 80 | 0 00 | 1,405 80 |
| QUALCOMM INC COM CUSIP 747525103<br>QCOM | | | | | | | |
| 200 000 | 62 02 | 0 00 | 12,404 00 | 12,716 00 | -312 00 | 0 00 | -312 00 |

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| SCHLUMBERGER LTD COM COM CUSIP 806857108 | | | | | | | |
| 100 000 | 69 29 | 27 50 | 6,929 00 | 7,023 00 | -94 00 | 0 00 | -94 00 |
| SPECTRA ENERGY CORP COM STK CUSIP 847560109 | | | | | | | |
| 800 000 | 27 38 | 0 00 | 21,904 00 | 23 148 00 | -1,244 00 | 0 00 | -1,244 00 |
| ST JUDE MED INC COM CUSIP 790849103 | | | | | | | |
| 100 000 | 36 14 | 23 00 | 3,614 00 | 3,743 00 | -129 00 | 0 00 | -129 00 |
| STARBUCKS CORP COM CUSIP 855244109 | | | | | | | |
| 100 000 | 53 62 | 0 00 | 5,362 00 | 5,077 00 | 285 00 | 0 00 | 285 00 |
| UNITED TECHNOLOGIES CORP COM CUSIP 913017109 | | | | | | | |
| 300 000 | 82 01 | 0 00 | 24,603 00 | 14,287 31 | 10,315 69 | 0 00 | 10,315 69 |
| UNITEDHEALTH GROUP INC COM CUSIP 91324P102 | | | | | | | |
| 100 000 | 54 24 | 0 00 | 5,424 00 | 5,319 87 | 104 13 | 0 00 | 104 13 |
| US BANCORP CUSIP 902973304<br>USB | | | | | | | |
| 300 000 | 31 94 | 58 50 | 9,582 00 | 10,442 94 | -860 94 | 0 00 | -860 94 |
| V F CORP COM CUSIP 918204108 | | | | | | | |
| 125 000 | 150 97 | 0 00 | 18,871 25 | 16,961 00 | 1,910 25 | 0 00 | 1,910 25 |
| VERIZON COMMUNICATIONS COM CUSIP 92343V104<br>VZ | | | | | | | |
| 500 000 | 43 27 | 0 00 | 21,635 00 | 21,655 00 | -20 00 | 0 00 | -20 00 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| WALGREEN CO COM CUSIP 931422109 | | | | | | | |
| 750 000 | 37 01 | 0 00 | 27,757 50 | 27,933 75 | -176 25 | 0 00 | -176 25 |
| WALT DISNEY CO CUSIP 254687106 | | | | | | | |
| 225 000 | 49 79 | 0 00 | 11,202 75 | 11,425 13 | -222 38 | 0 00 | -222 38 |
| WELLS FARGO & CO NEW COM STK CUSIP 949746101 | | | | | | | |
| 300 000 | 34 18 | 0 00 | 10,254 00 | 8,313 72 | 1,940 28 | 0 00 | 1,940 28 |
| Total USD | | 352 25 | 870,148 50 | 745,867 84 | 124,280 66 | 0 00 | 124,280 66 |
| Total United States | | 352 25 | 870,148 50 | 745,867 84 | 124,280 66 | 0 00 | 124,280 66 |
| **Total Common Stock**<br>**16,050.000** | | **886.98** | **885,836.50** | **759,501.84** | **126,334.66** | **0.00** | **126,334.66** |
| **Other equity** | | | | | | | |
| **United States - USD** | | | | | | | |
| SIMON PROPERTY GROUP INC COM CUSIP 828806109 | | | | | | | |
| 75 000 | 158 09 | 0 00 | 11,856 75 | 11,410 50 | 446 25 | 0 00 | 446 25 |
| Total USD | | 0 00 | 11,856 75 | 11,410 50 | 446 25 | 0 00 | 446 25 |
| Total United States | | 0 00 | 11,856 75 | 11,410 50 | 446 25 | 0 00 | 446 25 |
| **Total Other Equity**<br>**75.000** | | **0.00** | **11,856.75** | **11,410.50** | **446.25** | **0.00** | **446.25** |
| **Total Equity Securities**<br>**16,125.000** | | **886.98** | **897,693.25** | **770,912.34** | **126,780.91** | **0.00** | **126,780.91** |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income Securities*** | | | | | | | |
| **Corporate/government** | | | | | | | |
| **United States - USD** | | | | | | | |
| AK STL CORP SR NT 7 625 DUE 05-15-2020 CUSIP 001546AL4 | | | | | | | |
| 25,000 000 | 87 00 | 243 57 | 21,750 00 | 23,317 00 | -1,567 00 | 0 00 | -1,567 00 |
| Issue Date 11 May 10 Rate 7 625% Call Date 15 May 15 Call Price 103 81 Yield to Maturity 9 782% Maturity Date 15 May 20 | | | | | | | |
| Total USD | | 243 57 | 21,750 00 | 23,317 00 | -1,567 00 | 0 00 | -1,567 00 |
| Total United States | | 243.57 | 21,750 00 | 23,317 00 | -1,567 00 | 0 00 | -1,567 00 |
| **Total Corporate/Government**<br>**25,000.000** | | **243.57** | **21,750.00** | **23,317.00** | **-1,567.00** | **0.00** | **-1,567.00** |
| **Total Fixed Income Securities**<br>**25,000.000** | | **243.57** | **21,750.00** | **23,317.00** | **-1,567.00** | **0.00** | **-1,567.00** |
| ***Cash and Short Term Investments*** | | | | | | | |
| **Short term** | | | | | | | |
| USD - United States dollar | | | | | | | |
| | 1 00 | 1 04 | 33,211 80 | 33,211 80 | 0 00 | 0 00 | 0 00 |
| Total short term - all currencies | | 1 04 | 33,211 80 | 33,211 80 | 0 00 | 0 00 | 0 00 |
| Total short term - all countries | | 1 04 | 33,211 80 | 33,211 80 | 0 00 | 0 00 | 0 00 |
| **Total Short Term**<br>**33,211.800** | | **1.04** | **33,211.80** | **33,211.80** | **0.00** | **0.00** | **0.00** |
| **Total Cash and Short Term Investments**<br>**33,211.800** | | **1.04** | **33,211.80** | **33,211.80** | **0.00** | **0.00** | **0.00** |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| **Total**<br>**74,336.800** | | **1,131.59** | **952,655.05** | **827,441.14** | **125,213.91** | **0.00** | **125,213.91** |