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 01-01-2012 , and ending 12-31-2012

Name of foundation
HUSSEY FOUNDATION

A Employer identification number
36-3552592

Number and street (or P O box number if mail is not delivered to street address) 2500 Indigo Lane | Room/suite

B Telephone number (see instructions)
(847) 729-8145

City or town, state, and ZIP code
Glenview, IL 60026

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)* ▶$ 928,033

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

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

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

		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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	14	14		
	4	Dividends and interest from securities	46,312	46,312		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	483			
	b	Gross sales price for all assets on line 6a 74,278				
	7	Capital gain net income (from Part IV, line 2)		483		
	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)				
	12	**Total.** Add lines 1 through 11	46,809	46,809		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,200	3,200		
	c	Other professional fees (attach schedule)	125	125		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	977	977		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	784	784		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,086	5,086		0
	25	Contributions, gifts, grants paid	46,175			46,175
	26	**Total expenses and disbursements.** Add lines 24 and 25	51,261	5,086		46,175
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-4,452			
	b	**Net investment income** (if negative, enter -0-)		41,723		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	30,247	98,256	98,256
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	770,473	708,618	732,819
	c Investments—corporate bonds (attach schedule)	105,690	95,084	96,958
	11 Investments—land, buildings, and equipment basis ▶ 896 Less accumulated depreciation (attach schedule) ▶ 896			
	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)	906,410	901,958	928,033
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ______)			
	23 **Total liabilities** (add lines 17 through 22)		0	
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	906,410	901,958	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	906,410	901,958	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	906,410	901,958	

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	906,410
2	Enter amount from Part I, line 27a	2	-4,452
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	901,958
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	901,958

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	483
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 page 18 of 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	44,000	859,949	0 05117
2010	43,050	802,277	0 05366
2009	56,238	660,881	0 08510
2008	121,195	881,049	0 13756
2007	89,344	1,117,807	0 07993

2	**Total** of line 1, column (d).	2	0 40741
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 08148
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	900,555
5	Multiply line 4 by line 3.	5	73,379
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	417
7	Add lines 5 and 6.	7	73,796
8	Enter qualifying distributions from Part XII, line 4.	8	46,175

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 page 18 of the 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	834
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	834
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	834
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 866		
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	866
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	32
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 32 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Dorothy L Hussey Telephone no ▶(847) 729-8145

Located at ▶2500 Indigo Lane 415 Glenview IL ZIP +4 ▶60026

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

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (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** **No**

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** **No**

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** **No**

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
Sharon Handler 2279 Lochway El Dorado Hills, CA 95762	Secretary 1 00	0		
Dorothy L Hussey 2500 Indigo Lane 415 Glenview, IL 60026	President 5 00	0		

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	

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	850,137
b	Average of monthly cash balances		1b	64,132
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	914,269
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	
3	Subtract line 2 from line 1d		3	914,269
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,714
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	900,555
6	**Minimum investment return.** Enter 5% of line 5		6	45,028

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	45,028
2a	Tax on investment income for 2012 from Part VI, line 5	2a 834		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	834
3	Distributable amount before adjustments Subtract line 2c from line 1		3	44,194
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	44,194
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	44,194

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	46,175
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	46,175
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,175

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				44,194
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 63,983				
b From 2008. 121,722				
c From 2009. 56,550				
d From 2010. 43,050				
e From 2011. 44,000				
f Total of lines 3a through e.	329,305			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 46,175				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	46,175			
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	44,194			44,194
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	331,286			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	19,789			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	311,497			
10 Analysis of line 9				
a Excess from 2008. . . . 121,722				
b Excess from 2009. . . . 56,550				
c Excess from 2010. . . . 43,050				
d Excess from 2011. . . . 44,000				
e Excess from 2012. . . . 46,175				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

a The name, address, and telephone number 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 Additional Data Table				
Total . . . . ▶ **3a**				46,175
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14		14
4 Dividends and interest from securities. . . .			14		46,312
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			14	483	
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). .				483	46,326

13 Total. Add line 12, columns (b), (d), and (e). **13** 46,809

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-13	******
Signature of officer or trustee	Date	Title

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
Anne McNelly	Anne McNelly			P00539197

Firm's name ▶ Anne E McNelly Associated LLC

Firm's EIN ▶

Firm's address ▶ 1679 Winnetka Rd, Glenview, IL 60025

Phone no (847) 729-4521

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gain Dividends			
104 Global Income & Currency	P	2007-09-14	2012-04-27
Duke Energy Cash in Lieu	P	2012-01-01	2012-07-03
400 Wells Fargo Cap	P	2007-05-16	2012-06-15
400 USB Capital XI 6 6%	P	2006-08-23	2012-05-18
4267 Nuveen Diversified Currency Oppty CIL	P	2007-09-14	2012-12-11
200 Keycorp Cap X	P	2008-02-21	2012-07-12
200 Georgia Power 6 375%	P	2007-07-11	2012-07-16
10000 GMAC Smart Notes	P	2004-02-17	2012-12-17
96 Frontier Communications	P	2007-04-16	2012-10-24
200 Fleet Capital Tr 7 2%	P	2002-03-01	2012-07-25
5000 Fifth Third Cap V	P	2007-08-01	2012-08-15
2490 Duke Energy Cash in Lieu	P	2011-01-01	2012-07-03
200 Citigroup Cap XIX 7 25%	P	2007-08-08	2012-08-15
200 BBC Capital Trust II	P	2002-02-28	2012-09-12
400 Bank of America Internotes	P	2003-12-15	2012-06-15
Duke Energy Cash in Lieu	P	2012-01-01	2012-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			2,305
1,516		1,914	-398
22		20	2
10,000		10,000	
10,000		10,000	
6		7	-1
5,000		5,000	
5,000		5,000	
10,000		10,600	-600
389		1,240	-851
5,000		5,000	
5,000		5,000	
17		14	3
5,000		5,000	
5,000		5,000	
10,000		10,000	
23			23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-398
			2
			-1
			-600
			-851
			3
			23

Form 990PF Part XV Line 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*				
Routt County Habitat for Humanity PO Box 772012 Steamboat Springs, CO 80477	N/A	Public	To support the purposes of the organization	500
Chicago Area Service Office AA 200 N Michigan Avenue 501 Chicago, IL 60601	N/A	Public	To support the purposes of the organization	1,250
Preservation Houston 3272 Westheimer Road 2 Houston, TX 77098	N/A	Public	To support the purposes of the organization	500
The Kincaid School 201 Kincaid School Drive Houston, TX 77024	N/A	Public	To support the purposes of the organization	500
Sunshine Kids 2814 Virginia Street Houston, TX 77098	N/A	Public	To support the purposes of the organization	200
Albuquerque Academy 6400 Wyoming Boulevard NE Albuquerque, NM 87109	N/A	Public	Academy Annual Fund	1,000
Rehabilitation Institute of Chicago 345 E Superior Street Chicago, IL 60611	N/A	Public	To support the purposes of the organization	5,000
Phi Delta Theta PO Box 40937 Indianapolis, IN 46240	N/A	Public	To support the purposes of the organization	1,250
Queen of All Saints Church 6280 North Sauganaash Ave Chicago, IL 60646	N/A	Public	To support the purposes of the organization	1,250
Lift Up of Routt County 2125 Curve Court Steamboat Springs, CO 80487		Public	To support the purposes of the organization	500
St John's School 2401 Claremont Lane Houston, TX 77019	N/A	Public	To support the purposes of the organization	500
Holy Family Ministries 550 Frontage Road 2820 Northfield, IL 60093	N/A	Public	Books for classroom	500
The Morton Arboretum 4100 Illinois Route 53 Lisle, IL 60532	N/A	Public	Memorial contribution	500
Northwest Colorado Visiting Nurse A 940 Central Park Drive 101 Steamboat Springs, CO 80487	N/A	Public	To support the Hospice and Palliative Care Program	500
St Helen's Guild 222 Kenilworth Avenue Kenilworth, IL 60043	N/A	Public	To support the purposes of the organization	25

Form 990PF Part XV Line 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*				
Hadley School for the Blind 700 Elm Street Winnetka, IL 60093	N/A	Public	To support the purposes of the organization	1,000
DePauw University 300 E Seminary Street Greencastle, IN 46135	N/A	Public	Annual Fund	1,250
Culver Stockton College One College Hill Canton, MO 63435	N/A	Public	Student Scholarship Fund	500
Healthcare Foundation for Yampa Val PO Box 883415 Steamboat Springs, CO 80488	N/A	Public	To support the purposes of the organization	500
Imprint 1520 West Main Houston, TX 77006	N/A	Public	To support the purposes of the organization	500
Help Mito Kids Inc PO Box 5154 El Dorado Hills, CA 95762	N/A	Public	To support the purposes of the organization	1,000
Memorial Park Conservancy PO Box 131024 Houston, TX 77219	N/A	Public	To support the purposes of the organization	500
Partners in Care Foundation PO Box 845 Placerville, CA 95667	N/A	Public	To support the purposes of the organization	1,000
Bright Futures Foundation Box 2600 Glenview, IL 60026	N/A	Public	To support the purposes of the organization	2,250
The Center for Violence Free Relati 344 Placerville Drive Suite 11 Placerville, CA 95667	N/A	Public	To support the purposes of the organization	1,000
St Martin's Hospitality Center PO Box 27258 Albuquerque, NM 87125	N/A	Public	To support the purposes of the organization	2,000
Strings Music Festival 900 Strings Road Steamboat Springs, CO 80477	N/A	Public	To support the purposes of the organization	5,000
Univ of New Mexico Cancer Center 1201 Camino de Salud NE Albuquerque, NM 87131	N/A	Public	Cancer Research and Treatment Center General Fund	2,000
Ronald McDonald House Charities 2555 49th Street Sacramento, CA 95817	N/A	Public	To support the purposes of the organization	1,000
Christ Church Cathedral 1117 Texas Avenue Houston, TX 77002	N/A	Public	For the Capital Campaign and Annual Fund	500

Form 990PF Part XV Line 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*				
St Paul's Epis Church PO Box 770722 Steamboat Springs, CO 80477	N/A	Public	To support the purposes of the organization	5,000
Skokie CC Education Fdn 500 Washington Ave Glencoe, IL 60022	N/A	Priv	To support the purposes of the organization	1,000
Misericordia 6300 N Ridge Chicago, IL 60660	N/A	Public	To support the purposes of the organization	2,000
Church of Holy Comforter 222 Kenilworth Ave Kenilworth, IL 60043	N/A	Public	To support the purposes of the organization	4,200
Total . . . . ▶ **3a**				46,175

TY 2012 Accounting Fees Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	3,200	3,200	0	0

TY 2012 General Explanation Attachment

Name: HUSSEY FOUNDATION
EIN: 36-3552592
Software ID: 12000229
Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		Part XIII, line 4c Statement The Hussey Foundation (within the meaning of section 4946(b)(1)) is making an election under this subparagraph to distribute $44,194 of excess distributions from prior taxable year 2007

TY 2012 Investments Corporate Bonds Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bank of America Due 4/25/13	19,859	20,008
250 Wells Fargo Bank Sub B	25,225	26,902
40000 GMAC Smart Notes 7.0%	40,000	39,741
10000 GMAC Smart Notes 7.25%		
10000 Bear Stearns 5.05% bond	10,000	10,307

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TY 2012 Investments Corporate Stock Schedule

Name: HUSSEY FOUNDATION
EIN: 36-3552592
Software ID: 12000229
Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
22.725 Motors Liquidation Co.		482
80 General Motors Warrants Exp. 7/10/16		1,560
80 General Motors Warrants Exp. 7/10/19		999
88 General Motors Corp.		2,537
130 Chorus Ltd.	3,452	1,586
100 sh Johnson & Johnson	6,685	7,010
96 Frontier Communications		
57 Merck		2,334
200 Keycorp Capital 8%		
50 Ishares IBoxx	4,538	6,050
790 Spectra Energy Corp.	12,336	21,630
496 Nuveen Diversified Currency	8,075	6,384
400 Pfizer	9,668	10,032
100 GECC 6.05% GMTN	2,500	2,625
400 Citigroup Cap XVII 6.35%	10,000	10,012
200 GECC 6.0% Pines	5,000	5,220
400 Morgan Stanley 6.45% Pfd	10,000	9,956
400 Wells Fargo Cap XI 6.25%		
200 Georgia Power 6.375%		
300 JP Morgan CP XXIV 6.875%	7,500	7,647
200 Fifth Third Cap V 7.25%		
200 Citigroup Cap XIX 7.25%		
6.60 USB Capital XI 6.6%		
300 Royal Bank of Scotland 6.75%	7,605	6,900
400 sh Citigroup Cap XIV 6.875%	10,000	10,036
200 sh Citigroup Cap XVI 6.45%	5,000	5,004
100 sh Schlumberger Ltd.	6,610	6,930
400 Wells Fargo Company	13,603	13,672
10M Aegon N.V. 6.5%	10,006	9,948
10 M Bank of America 6.375%	10,006	9,932

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 ING Global Advantage	6,612	4,540
600 ING Group NV	15,156	14,346
500 Pinnacle West Cap Corp.	21,401	25,490
300 Dominion Res. Inc. VA New	21,111	31,080
900 AT & T Common	20,947	30,339
2000 Nuveen Floating Rate Income Fd.	30,000	24,380
1000 First Trust/Aberdeen Global Oppt Fd	18,489	17,850
500 Eaton Vance Tax Adv. Global Div. Fd.	10,000	6,790
1125 DNP Select Income Fund	11,538	10,654
200 General Motors 7.5% SR Note	5,000	
400 sh Bank of America 5.875%		
1000 RBS Cap Fdg Tru Cap. 6.08% Pfd.	25,000	20,720
200 sh Sanofi-Aventis ADR	7,009	9,476
1500 Calamos Strategic Total Return Fund	21,353	14,715
400 sh Zions Cap Tr 8.0%	10,000	10,176
1200 XCEL Energy, Inc.	19,869	26,710
400 sh Verizon Communications	12,877	17,308
650 Telecom Co. New Zeland LTD	10,626	6,019
151 Iberdrola SA		3,219
600 sh San Juan Basin Rty Tr UBI	5,498	8,046
261 sh Duke Energy (Progress)	14,335	16,652
500 sh Old Second Capital Trust 1	5,000	3,485
700 sh Nuveen Quality Pfd. Income Fd	10,379	6,069
600 sh Nuveen Quality Pfd Inc. Fd 2	8,958	5,676
500 sh Nuveen Preferred & Conv. Inc. 2	7,270	4,855
500 sh Nuveen Credit Strategies	7,251	4,825
300 Morgan Stanley Capital 6.25% Pfd	7,715	7,497
300 sh Morgan Stanley 6.25% Pfd	7,500	7,490
200 sh Merrill Lynch 7.28% Trust	5,000	5,010
100 sh Merrill Lynch 7% Trust	2,504	2,499

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 sh Neuberger Berman High Yield	7,443	6,950
200 sh Lehman Bros. 6.375% Pfd	5,000	20
700 sh General Motors 7.25% Notes	17,500	
200 sh Fleet Capital Trust 7.2% Pfd		
2196.776 sh Wells Fargo Advantage	10,013	7,183
150 sh Eaton Vance Ltd.	2,982	2,499
333 sh Duke Energy	9,121	21,245
40 sh Citigroup Inc.	19,398	1,582
400 sh Citigroup Capital Trust 6% Pfd.	10,194	9,988
200 sh BBC Cap Trust II		
300 sh Bank of America Corp.	10,962	3,483
400 sh AMR Corp. 7.875% Pfd.	10,000	7,612
800 sh Plum Creek Tmbr LP	23,994	35,496
700 sh Pimco Corporate Oppty	11,480	13,587
3141 sh Liberty All Str E Fd.	25,554	15,235
600 sh HCP INC.	10,008	27,096
333 sh Duke Energy	13,305	21,245
400 sh Chevron Corp.	16,160	43,256
1000 sh Calamos Conv Opp & Inc.	14,522	11,940

TY 2012 Investments - Land Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	896	896		

TY 2012 Other Expenses Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office expenses	95	95		
Insurance	425	425		
Foreign tax paid	264	264		

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TY 2012 Other Professional Fees Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment broker fees	125	125	0	0

TY 2012 Taxes Schedule

Name: HUSSEY FOUNDATION

EIN: 36-3552592

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Severence Taxes	44	44		
Excise Taxes	933	933		