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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation CDM FOUNDATION, INC.		A Employer identification number 36-3656304
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1655	Room/suite	B Telephone number (see instructions) 574-232-8213
City or town, state, and ZIP code SOUTH BEND IN 46634-1655		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) \$ 2,838,435 (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 ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)		

Part I Analysis of Revenue and Expenses		(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				
	4 Dividends and interest from securities	104,926	104,926		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	124,459			
	b Gross sales price for all assets on line 6a 238,225				
	7 Capital gain net income (from Part IV, line 2)		124,459		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	229,385	229,385	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	4,000			
	c Other professional fees (attach schedule) Stmt 2	1,000			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,814			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) Stmt 4	107			
	24 Total operating and administrative expenses. Add lines 13 through 23	7,921	0	0	0
25 Contributions, gifts, grants paid	234,930			234,930	
26 Total expenses and disbursements. Add lines 24 and 25	242,851	0	0	234,930	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-13,466				
b Net investment income (if negative, enter -0-)		229,385			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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			56,961	92,804	92,804
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶	593				
	Less allowance for doubtful accounts ▶			13,762	593	593
	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 (att schedule) ▶					
	Less allowance for doubtful accounts ▶	0				
	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) See Stmt 5			1,390,526	1,354,386	2,745,038
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶					
Liabilities	Less accumulated depreciation (attach sch) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			1,461,249	1,447,783	2,838,435
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
	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			1,447,487	1,447,190	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			13,762	593	
	30 Total net assets or fund balances (see instructions)			1,461,249	1,447,783	
	31 Total liabilities and net assets/fund balances (see instructions)			1,461,249	1,447,783	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,461,249
2 Enter amount from Part I, line 27a	2	-13,466
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,447,783
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	1,447,783

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	2,000 SHS ILLINOIS TOOL WORKS, INC.	D	10/28/99	01/17/12
b	1,500 SHS PEPSICO, INC.	P	09/11/96	01/20/12
c	Cap.Southwest Corp.75-1072796			
d	Cap.Southwest Corp.75-1072796			
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 102,661		71,972	30,689
b 98,689		41,794	56,895
c 35,180			35,180
d 1,695			1,695
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			30,689
b			56,895
c			35,180
d			1,695
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	124,459
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	238,012	2,586,047	0.092037
2010	169,385	2,578,787	0.065684
2009	174,439	2,511,801	0.069448
2008	201,906	3,186,630	0.063360
2007	172,950	4,250,184	0.040692

2 Total of line 1, column (d)	2	0.331221
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	0.066244
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,701,778
5 Multiply line 4 by line 3	5	178,977
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,294
7 Add lines 5 and 6	7	181,271
8 Enter qualifying distributions from Part XII, line 4	8	234,930

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,294
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,294
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,294
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500
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	2,500
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	206
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 206 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?		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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROSS J. MANGANO 112 W. JEFFERSON BLVD. Located at ► SOUTH BEND IN ZIP+4 ► 46634 Telephone no ► 574-232-8213			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
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? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
ANNE C. MCCLURE ONE ARBOR LANE EVANSTON IL 60201	PRES & DIR 5.00	0	0	0
ARCHIBALD MCCLURE ONE ARBOR LANE EVANSTON IL 60201	SEC & DIR 5.00	0	0	0
ROSS J. MANGANO 112 W. JEFFERSON BLVD. SOUTH BEND IN 46634	TREAS & DIR 7.50	0	0	0
WALTER W. BELL 135 S. LASALLE STREET CHICAGO IL 60603	ASST SEC&DIR 1.00	0	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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 N/A	
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 N/A	
2	
All other program-related investments See 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	2,649,686
b	Average of monthly cash balances	1b	93,236
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,742,922
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,742,922
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	41,144
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,701,778
6	Minimum investment return. Enter 5% of line 5	6	135,089

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	135,089
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,294
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,294
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,795
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	132,795
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	132,795

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	234,930
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	234,930
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	2,294
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	232,636

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				132,795
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				
b From 2008				48,662
c From 2009				50,571
d From 2010				42,276
e From 2011				110,786
f Total of lines 3a through e	252,295			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 234,930				
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)				
d Applied to 2012 distributable amount				132,795
e Remaining amount distributed out of corpus	102,135			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	354,430			
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	354,430			
10 Analysis of line 9				
a Excess from 2008				48,662
b Excess from 2009				50,571
c Excess from 2010				42,276
d Excess from 2011				110,786
e Excess from 2012				102,135

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 foundation 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 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).)
N/A

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 ☒ 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
N/A

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

c Any submission deadlines
N/A

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 6				234,930
Total			▶ 3a	234,930
b Approved for future payment N/A				
Total			▶ 3b	

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

- 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
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

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.

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

TREASURER / DIRECTOR

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

05/10/13

Firm's name ►

PTIN

Firm's address ►

Firm's EIN ►

Phone no.

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OLIVER ESTATE, INC.	\$ 4,000	\$	\$	\$
Total	\$ 4,000	\$ 0	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OLIVER ESTATE, INC. (TAX RETURN)	\$ 1,000	\$	\$	\$
Total	\$ 1,000	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
QTRLY EST. EXCISE TAX INVEST INC	\$ 2,814	\$	\$	\$
Total	\$ 2,814	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
ILLINOIS CHARITY ANNUAL FILIN	15			
SEC OF STATE ILLINOIS (ANNUAL	10			
OFFICE SUPPLIES	82			
Total	\$ 107	\$ 0	\$ 0	\$ 0

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
9,300 SHS BP PLC	\$ 173,121	\$ 173,121	Cost	\$ 387,252
2,000 SHS CAPITAL SOUTHWEST CORP.	186,976		Cost	
2,000 SHS CAPITAL SOUTHWEST CORP.		188,079	Cost	199,260
3,932 SHS EXXON CORPORATION	50,280	50,280	Cost	340,315
10,000 SHS FERRO CORPORATION	99,908		Cost	
40,000 SHS FERRO CORPORATION		175,562	Cost	167,200
15,000 SHS GANNETT COMPANY, INC.	145,452	145,452	Cost	270,150
10,000 SHS ILLINOIS TOOL WORKS, INC.	137,688		Cost	
8,000 SHS ILLINOIS TOOL WORKS, INC.		66,125	Cost	486,480
5,000 SHS PEPSICO, INC.	137,780		Cost	
3,500 SHS PEPSICO, INC.		96,446	Cost	239,505
17,000 SHS PFIZER, INC.	117,229	117,229	Cost	426,348
27,600 SHS WINDSTREAM CORP.	342,092	342,092	Cost	228,528
Total	\$ 1,390,526	\$ 1,354,386		\$ 2,745,038

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNITED RELIGIONS INITIATIVE		NONE	SAN FRANCISCO, CA			RELIGIOUS	100,000
KENILWORTH UNION CHURCH		NONE	KENILWORTH, IL			RELIGIOUS	11,000
PRESBYTERIAN HOMES		NONE	CHICAGO, IL			CHARITABLE	10,000
EDGEWOOD SCHOOL		NONE	SAN FRANCISCO, CA			EDUCATIONAL	6,500
SMITH COLLEGE		NONE	NORTH HAMPTON, MA			EDUCATIONAL	5,000
CALIF PACIFIC MED CNTR		NONE	SAN FRANCISCO, CA			CHARITABLE	5,000
ILLINOIS INSTITUTE OF TECH		NONE	CHICAGO, IL			EDUCATIONAL	5,000
YALE ANNUAL FUND - 1944		NONE	NEW HAVEN, CT			EDUCATIONAL	5,000
THE GARDEN AT ELAWA		NONE	LAKE FOREST, IL			CHARITABLE	5,000
UNITED WAY BAY AREA		NONE	SAN FRANCISCO, CA			CHARITABLE	4,000
CHICAGO FOUNDATION EDUCAT		NONE	CHICAGO, IL			EDUCATIONAL	4,000
SAN FRANCISCO EDUCATION F		NONE	SAN FRANCISCO, CA			EDUCATIONAL	4,000
SAN FRAN MUSEUM SOCIETY		NONE	SAN FRANCISCO, CA			EDUCATIONAL	3,500
SAN FRANCISCO SYMPHONY		NONE	SAN FRANCISCO, CA			CHARITABLE	3,500
CHICAGO ORCHESTRAL SOCIET		NONE	CHICAGO, IL			CHARITABLE	3,500
CHICAGO ART INSTITUTE		NONE	CHICAGO, IL			CHARITABLE	3,500
EPISCOPAL COMM. SERVICES		NONE	SAN FRANCISCO, CA			CHARITABLE	3,500

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
BOY SCOUTS AMERICA NE IL		NONE	HIGHLAND PARK, IL			CHARITABLE	3,000
THE HOTCHKISS SCHOOL		NONE	LAKEVILLE, CT			EDUCATIONAL	3,000
GENEVA FD. OF PRESBYTERIA		NONE	EVANSTON, IL			RELIGIOUS	3,000
THE ETHEL WALKER SCHOOL		NONE	SIMSBURY, CT			EDUCATIONAL	3,000
SAN FRANCISCO ACT		NONE	SAN FRANCISCO, CA			CHARITABLE	2,500
CHICAGO FIELD MUSEUM		NONE	CHICAGO, IL			EDUCATIONAL	2,500
ST. JOHN'S EPISCOPAL		NONE	HARBOR SPRINGS, MI			RELIGIOUS	1,550
CATHEDRAL SCHOOL ANNUAL		NONE	SAN FRANCISCO, CA			EDUCATIONAL	1,500
RUSH PRESBYTERIAN ST LUKE		NONE	CHICAGO, IL			CHARITABLE	1,500
SAN FRANCISCO BALLET		NONE	SAN FRANCISCO, CA			CHARITABLE	1,500
LITTLE TRAVERSE CONSERVAN		NONE	HARBOR SPRINGS, MI			CHARITABLE	1,500
CENTER FOR ARTS		NONE	VERO BEACH, FL			CHARITABLE	1,500
VERO BEACH MUSEUM OF MODERN ART		NONE	VERO BEACH, FL			CHARITABLE	1,230
STRYBING ARBORETUM		NONE	SAN FRANCISCO, CA			CHARITABLE	1,000
SAN FRANCISCO KQED		NONE	SAN FRANCISCO, CA			CHARITABLE	1,000
NO. MICHIGAN HOSP. FD		NONE	PETOSKEY, MI			CHARITABLE	1,000
LINCOLN PARK ZOO		NONE	CHICAGO, IL			CHARITABLE	1,000

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
RIVERSIDE THEATRE		NONE	VERO BEACH, FL			CHARITABLE	1,000
INDIAN RIVER HOSPITAL FOU		NONE	VERO BEACH, FL			CHARITABLE	1,000
CHICAGO CHANNEL 11		NONE	CHICAGO, IL			CHARITABLE	850
S.F. EPISCOPAL CHARITIES		NONE	SAN FRANCISCO, CA			CHARITABLE	750
SAN FRANCISCO GOODWILL		NONE	SAN FRANCISCO, CA			CHARITABLE	750
SAN FRANCISCO MENTAL HLTH		NONE	SAN FRANCISCO, CA			CHARITABLE	750
S.F. PARKS TRUST		NONE	SAN FRANCISCO, CA			CHARITABLE	750
RAVINIA FESTIVAL ASSOC.		NONE	HIGHLAND PARK, IL			CHARITABLE	750
EVANSTON HOSPITAL		NONE	EVANSTON, IL			CHARITABLE	700
SAN FRANCISCO OPERA		NONE	SAN FRANCISCO, CA			CHARITABLE	700
INDIAN RIVER UNITED WAY		NONE	VERO BEACH, FL			CHARITABLE	700
INDIAN RIVER EDUC. FD.		NONE	VERO BEACH, FL			EDUCATIONAL	600
SAN FRANCISCO FALL ANTIQU		NONE	SAN FRANCISCO, CA			CHARITABLE	600
MEDLEND		NONE	SAN MATEO, CA			CHARITABLE	500
ASIAN ART		NONE	SAN FRANCISCO, CA			CHARITABLE	500
S.F. MUSEUM MODERN ART		NONE	SAN FRANCISCO, CA			CHARITABLE	500
SAN FRANCISCO ZOOLOGICAL		NONE	SAN FRANCISCO, CA			CHARITABLE	500

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
CHICAGO BOTANICAL GARDEN		NONE	CHICAGO, IL			CHARITABLE	500
HILLSBOROUGH AUXILIARY TO		NONE	BURLINGAME, CA			CHARITABLE	500
VNA & HOSPICE FOUNDATION,		NONE	SAN FRANCISCO, CA			CHARITABLE	500
S.F. BOYS & GIRLS CLUB		NONE	SAN FRANCISCO, CA			CHARITABLE	500
COMM CHURCH OF VERO BEACH		NONE	VERO BEACH, FL			RELIGIOUS	400
S.F. MUSEUM SOC. COUNCIL		NONE	SAN FRANCISCO, CA			CHARITABLE	375
GIRL SCOUTS - ILLINOIS		NONE	VERNON HILLS, IL			CHARITABLE	350
JOHN SHEDD AQUARIUM		NONE	CHICAGO, IL			EDUCATIONAL	350
S.F. CONSERVATORY OF MUSI		NONE	SAN FRANCISCO, CA			EDUCATIONAL	350
HARBOR SPRINGS UNITED WAY		NONE	HARBOR SPRINGS, MI			CHARITABLE	350
AMERICAN INSTITUTE CANCER		NONE	WASHINGTON D.C.			CHARITABLE	350
S.F. MINISTRY - ELDERGIVE		NONE	SAN FRANCISCO, CA			CHARITABLE	350
S.F. ENTERPRISE		NONE	SAN FRANCISCO, CA			CHARITABLE	350
S.F. OPEN HAND PROJECT		NONE	SAN FRANCISCO, CA			EDUCATIONAL	350
FRIENDS OF FILOLI		NONE	WOODSIDE, CA			CHARITABLE	350
S.F. EPISCOPAL FD		NONE	NEW YORK, NY			EDUCATIONAL	325
STERN GROVE FESTIVAL		NONE	SAN FRANCISCO, CA			RELIGIOUS	300
		NONE				CHARITABLE	300

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
INDIAN RIVER LAND TRUST		NONE	VERO BEACH, FL			CHARITABLE	300
LAGUNA HONDA HOSPITAL		NONE	SAN FRANCISCO, CA			CHARITABLE	300
MENTAL HEALTH ASSOCIATION		NONE	VERO BEACH, FL			CHARITABLE	300
S.F. HERITAGE		NONE	SAN FRANCISCO, CA			RELIGIOUS	250
HOSPICE OF PETOSKEY		NONE	PETOSKEY, MI			CHARITABLE	250
NAACP LEGAL DEFENSE		NONE	NEW YORK, NY			CHARITABLE	250
ALZHEIMER'S ASSOCIATION		NONE	CHICAGO, IL			CHARITABLE	250
ENVIRONMENTAL LEARNING CE		NONE	VERO BEACH, FL			CHARITABLE	250
HUMANE SOCIETY VERO BEACH		NONE	VERO BEACH, FL			CHARITABLE	250
REGIONAL CANCER FND		NONE	SAN FRANCISCO, CA			CHARITABLE	250
CROOKED TREE ARTS CENTER		NONE	PETOSKEY, MI			EDUCATIONAL	250
HARBOR SPRINGS LIBRARY		NONE	HARBOR SPRINGS, MI			EDUCATIONAL	200
HARBOR SPRINGS AREA HISTO		NONE	HARBOR SPRINGS, MI			EDUCATIONAL	150
Total							234,930