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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FABYAN FOUNDATION		A Employer identification number 36-3736909
Number and street (or P O box number if mail is not delivered to street address) PO BOX 472	Room/suite	B Telephone number 630-208-7005
City or town, state, and ZIP code GENEVA, IL 60134		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,217,319. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	185,914.	185,914.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	98,827.			
	b Gross sales price for all assets on line 6a	1,002,783.			
	7 Capital gain net income (from Part IV, line 2)		98,827.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	284,741.	284,741.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	9,000.		21,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,375.	4,375.		0.
	c Other professional fees STMT 3	19,674.	19,674.		0.
	17 Interest				
	18 Taxes STMT 4	1,044.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	3,677.	3,677.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	58,770.	36,726.		21,000.
	25 Contributions, gifts, grants paid	306,000.			306,000.
26 Total expenses and disbursements. Add lines 24 and 25	364,770.	36,726.		327,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<80,029.>				
b Net investment income (if negative, enter -0-)		248,015.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		30.	30.	30.
	2	Savings and temporary cash investments		643,474.	185,918.	185,918.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		391.	391.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 6	2,591,952.	2,335,992.	3,667,604.
	c	Investments - corporate bonds	STMT 7	987,705.	1,099,736.	1,167,649.
Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 8	604,540.	1,125,996.	1,194,658.
	14	Land, buildings, and equipment: basis ▶	1,460.			
		Less: accumulated depreciation ▶		1,460.	1,460.	1,460.
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		4,829,552.	4,749,523.	6,217,319.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		4,829,552.	4,749,523.	
	30	Total net assets or fund balances		4,829,552.	4,749,523.	
	31	Total liabilities and net assets/fund balances		4,829,552.	4,749,523.	

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	4,829,552.
2	Enter amount from Part I, line 27a	2	<80,029.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,749,523.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,749,523.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P	VARIOUS	VARIOUS
b SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 171,588.		183,435.	<11,847.>
b 819,028.		720,521.	98,507.
c 12,167.			12,167.
d			
e			

(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			<11,847.>
b			98,507.
c			12,167.
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	98,827.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	313,431.	6,153,118.	.050939
2010	285,301.	5,758,087.	.049548
2009	302,907.	5,392,135.	.056176
2008	297,520.	6,199,206.	.047993
2007	338,946.	6,611,580.	.051266

2 Total of line 1, column (d)	2	.255922
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	.051184
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,245,136.
5 Multiply line 4 by line 3	5	319,651.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,480.
7 Add lines 5 and 6	7	322,131.
8 Enter qualifying distributions from Part XII, line 4	8	327,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,480.
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	2,480.
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	2,480.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,720.	
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	2,720.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	240.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 240. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <input checked="" type="checkbox"/> 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

N/A

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?	13	X	
Website address ► N/A				
14	The books are in care of ► CAROL PETERSON Telephone no. ► 630-208-7005			
Located at ► PO BOX 472, GENEVA, IL ZIP+4 ► 60134				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

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

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? ☐ Yes ☒ 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? **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBRA CAMPBELL	PRESIDENT/DIRECTOR			
PO BOX 472				
GENEVA, IL 60134	2.00	9,000.	0.	0.
CAROL PETERSON	SECRETARY/TREASURER/DIR			
PO BOX 472				
GENEVA, IL 60134	8.00	12,000.	0.	0.
KATE MCCracken	DIRECTOR			
PO BOX 472				
GENEVA, IL 60134	1.00	9,000.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,340,210.
b	Average of monthly cash balances	1b	30.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,340,240.
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	6,340,240.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,104.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,245,136.
6	Minimum investment return. Enter 5% of line 5	6	312,257.

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	312,257.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,480.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,480.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	309,777.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	309,777.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	309,777.

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	327,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	327,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,480.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	324,520.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				309,777.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			249,628.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 327,000.				
a Applied to 2011, but not more than line 2a			249,628.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				77,372.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				232,405.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

NONE

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

NONE

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

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

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

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				
COMM. UNIT SCHOOL DIST 304 227 N. JAMES STREET GENEVA, IL 60134	NONE	PUBLIC	EDUCATIONAL - TECHNOLOGY GRANT	51,500.
COMM. UNIT SCHOOL DIST 304 SCHOLARSHIP FUND 227 N. JAMES STREET GENEVA, IL 60134	NONE	PUBLIC	EDUCATIONAL - SCHOLARSHIPS	226,000.
GENEVA HISTORY CENTER 113 SOUTH 3RD STREET GENEVA, IL 60134	NONE	PUBLIC	EDUCATIONAL - PROGRAMS	5,000.
GENEVA PUBLIC LIBRARY 127 JAMES STREET GENEVA, IL 60134	NONE	PUBLIC	EDUCATIONAL - PROGRAMS	17,500.
PRESERVATION PARTNERS OF THE FOX VALLEY PO BOX 903 ST CHARLES, IL 60174	NONE	PUBLIC	EDUCATIONAL - PROGRAMS	6,000.
Total			3a	306,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	185,914.	
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	98,827.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		284,741.	0.
13 Total. Add line 12, columns (b), (d), and (e)						284,741.

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

[illegible]

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.		

[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		

**Sign
Here**

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

Signature of officer or trustee

5/14/13
Date

► President
Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

GARY E. KEMNITZ

Preparer's signature

Date _____

5-13-13

Check ☐ if
self-employed

PTIN	
------	--

P01347118

Firm's name ► BORHART SPELLMEYER & COMPANY, LLC

Firm's EIN ► 36-3650395

Firm's address ► 1752 CAPITAL STREET, STE 400
ELGIN, IL 60124-7869

Phone no. (847) 695-1775

Form 990-PF (2012)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BONDS AND C.D.'S MANAGED BY WAYNE HUMMER & CO.	81,849.	0.	81,849.
MUTUAL FUND	12,167.	12,167.	0.
STOCKS MANAGED BY WAYNE HUMMER & CO.	104,065.	0.	104,065.
TOTAL TO FM 990-PF, PART I, LN 4	198,081.	12,167.	185,914.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,375.	4,375.		0.
TO FORM 990-PF, PG 1, LN 16B	4,375.	4,375.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	19,674.	19,674.		0.
TO FORM 990-PF, PG 1, LN 16C	19,674.	19,674.		0.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,044.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,044.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	283.	283.		0.
POSTAGE	172.	172.		0.
INSURANCE	1,325.	1,325.		0.
MISCELLANEOUS	141.	141.		0.
IVESTNENT EXPENSES	1,756.	1,756.		0.
TO FORM 990-PF, PG 1, LN 23	3,677.	3,677.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1000 SHS ABBOTT LAB	57,391.	65,500.
300 SHS AMAZON COM INC	54,418.	75,261.
170 SHS APPLE INC	49,852.	90,469.
500 SHS BERKSHIRE HATHAWAY	39,795.	44,850.
1500 SHS BMC SOFTWARE	40,044.	59,430.
700 SHS CELGENE CORP	35,723.	54,929.
1000 SHS CERNER CORP	40,553.	77,510.
1600 SHS CHEVRON	28,800.	173,024.
1000 SHS CHUBB	50,483.	75,320.
120 SHS CITIGROUP	2,157.	4,747.
1000 SHS CLOROX COMPANY	46,390.	73,220.
1000 SHS COACH INC	32,846.	55,510.
500 SHS COLGATE-PALMOLIVE CO	29,546.	52,270.
1000 SHS COVANCE INC	38,586.	57,770.
1500 SHS EMERSON ELECTRIC CO	38,035.	79,440.
1000 SHS EXPRESS SCRIPTS INC	35,419.	54,000.
1500 SHS EXXON MOBIL CORP	19,074.	129,825.

GREAT LAKES ADVISORS, LLC
REALIZED GAINS AND LOSSES



GREAT LAKES ADVISORS

A TRUSTEES WEALTH MANAGEMENT COMPANY

Fabyan Foundation
c/o Debra Campbell, President
5994-2910

From 01-01-12 Through 12-31-12

PART IV

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-21-09	01-25-12	1,733	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,733 41	0 00	1,733 32		-0 09
10-12-10	01-25-12	1,285	FANNIE MAE POOL 6 000% Due 07-01-27	1,398 54	0 00	1,285 22		-113 32
09-17-09	01-26-12	200	CME GROUP, INC	59,014 74		48,357 67		-10,657 07
01-26-12	01-26-12	100,000	FANNIE MAE POOL 3 000% Due 02-01-32	103,812 50	0 00	103,912 50	100 00	
09-17-09	02-03-12	300	PANERA BREAD CO CL A	16,902 97		46,275 11		29,372 14
03-04-09	02-15-12	50,000	GENERAL ELECTRIC CAPITAL CORP 5 875% Due 02-15-12	46,110 33	3,889 67	50,000 00		0 00
05-21-09	02-27-12	1,163	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,163 00	0 00	1,162 94		-0 06
10-12-10	02-27-12	2,358	FANNIE MAE POOL 6 000% Due 07-01-27	2,565 42	0 00	2,357 56		-207 86
06-18-10	03-15-12	50	APPLE INC	13,582 57		29,606 47		16,023 90
02-25-11	03-15-12	1,500	DENBURY RESOURCES	35,304 95		28,650 33		-6,654 62
08-30-10	03-15-12	2,300	ELECTRONIC ARTS INC	35,298 55		38,297 31		2,998 76
01-31-12	03-20-12	138	GINNIE MAE II POOL 4 000% Due 04-20-39	146 32	0 00	137 58	-8 74	
01-26-12	03-20-12	171	GINNIE MAE II POOL 3 000% Due 01-20-42	174 45	0 00	170 74	-3 71	
05-21-09	03-26-12	1,551	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,550 82	0 00	1,550 74		-0 08
01-26-12	03-26-12	472	FANNIE MAE POOL 3 000% Due 02-01-32	490 43	0 00	472 42	-18 01	
10-12-10	03-26-12	1,080	FANNIE MAE POOL 6 000% Due 07-01-27	1,174 77	0 00	1,079 58		-95 19
01-31-12	04-20-12	5,306	GINNIE MAE II POOL 4 000% Due 04-20-39	5,642 96	0 00	5,305 97	-336 99	
01-26-12	04-20-12	168	GINNIE MAE II POOL 3 000% Due 01-20-42	171 41	0 00	167 77	-3 64	
05-21-09	04-25-12	1,250	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,250 32	0 00	1,250 26		-0 06
01-26-12	04-25-12	309	FANNIE MAE POOL 3 000% Due 02-01-32	320 54	0 00	308 77	-11 77	
10-12-10	04-25-12	2,527	FANNIE MAE POOL 6 000% Due 07-01-27	2,749 60	0 00	2,526 81		-222 79
04-07-11	05-17-12	700	AGCO CORP COM	37,750 00		27,799 30		-9,950 70
12-28-10	05-17-12	2,600	ALCOA INC	39,711 75		22,079 76		-17,631 99
11-02-11	05-17-12	800	ALLEGANY TECH	37,396 96		27,473 14	-9,923 82	
06-18-10	05-17-12	1,500	VALSPAR CORP	48,943.25		69,301 45		20,358 20

GREAT LAKES ADVISORS, LLC
REALIZED GAINS AND LOSSES



GREAT LAKES ADVISORS

A TRUSTEES' WEALTH MANAGEMENT COMPANY

Fabyan Foundation
c/o Debra Campbell, President
5994-2910

From 01-01-12 Through 12-31-12

PART IV

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-31-12	05-21-12	128	GINNIE MAE II POOL 4 000% Due 04-20-39	135 76	0 00	127 65	-8 11	
01-26-12	05-21-12	489	GINNIE MAE II POOL 3 000% Due 01-20-42	499 75	0 00	489 13	-10 62	
05-21-09	05-25-12	1,678	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,677 83	0 00	1,677 75		-0 08
01-26-12	05-25-12	579	FANNIE MAE POOL 3 000% Due 02-01-32	601 53	0 00	579 44	-22 09	
10-12-10	05-25-12	1,521	FANNIE MAE POOL 6 000% Due 07-01-27	1,655 63	0 00	1,521 48		-134 15
01-13-09	06-01-12	100,000	CARGILL INC 6 375% Due 06-01-12	102,891 00	-2,891 00	100,000 00		0 00
04-12-10	06-01-12	100,000	SILICON VALLEY BANK 5 700% Due 06-01-12	104,931 00	-4,931 00	100,000 00		0 00
01-31-12	06-20-12	127	GINNIE MAE II POOL 4 000% Due 04-20-39	135 44	0 00	127 35	-8 09	
01-26-12	06-20-12	386	GINNIE MAE II POOL 3 000% Due 01-20-42	394 43	0 00	386 05	-8 38	
05-21-09	06-25-12	635	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	635 35	0 00	635 32		-0 03
01-26-12	06-25-12	305	FANNIE MAE POOL 3 000% Due 02-01-32	316 47	0 00	304 85	-11 62	
10-12-10	06-25-12	2,100	FANNIE MAE POOL 6 000% Due 07-01-27	2,285 03	0 00	2,099 89		-185 14
12-28-10	07-11-12	400	CUMMINS ENGINE	43,775 80		33,721 24		-10,054 56
06-18-10	07-11-12	600	JOY GLOBAL INC	33,446 12		29,907.39		-3,538 73
06-19-92	07-11-12	800	PRICE T ROWE GROUP INC	1,733 83		48,684 51		46,950 68
12-28-10	07-11-12	800	SOUTHERN COPPER CORP	38,816 75		24,719 78		-14,096 97
02-28-12	07-11-12	8	SOUTHERN COPPER CORP	263 68		247 20	-16 48	
01-13-10	07-11-12	400	TERADATA CORPORATION	12,032 50		25,140 98		13,108 48
06-19-92	07-11-12	500	3M COMPANY	11,638 15		43,830 02		32,191 87
05-16-07	07-11-12	200	UNION PACIFIC CORP	11,882 78		23,337 48		11,454 70
01-31-12	07-20-12	130	GINNIE MAE II POOL 4 000% Due 04-20-39	137 75	0 00	129 52	-8 23	
01-26-12	07-20-12	419	GINNIE MAE II POOL 3 000% Due 01-20-42	428 15	0 00	419 05	-9 10	
05-21-09	07-25-12	800	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	799 87	0 00	799 83		-0 04
01-26-12	07-25-12	1,908	FANNIE MAE POOL 3 000% Due 02-01-32	1,980 75	0 00	1,908 01	-72 74	

GREAT LAKES ADVISORS, LLC
 REALIZED GAINS AND LOSSES



GREAT LAKES ADVISORS

A WENTRECHT WEALTH MANAGEMENT COMPANY

Fabyan Foundation
c/o Debra Campbell, President
5994-2910

From 01-01-12 Through 12-31-12

PART IV

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-12-10	07-25-12	144	FANNIE MAE POOL 6 000% Due 07-01-27	156 17	0 00	143 52		-12 65
01-31-12	08-20-12	133	GINNIE MAE II POOL 4 000% Due 04-20-39	141 21	0 00	132 78	-8 43	
01-26-12	08-20-12	367	GINNIE MAE II POOL 3 000% Due 01-20-42	375 00	0 00	367 03	-7 97	
05-21-09	08-27-12	1,318	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,317 89	0 00	1,317 82		-0 07
01-26-12	08-27-12	1,637	FANNIE MAE POOL 3 000% Due 02-01-32	1,699 52	0 00	1,637 11	-62 41	
10-12-10	08-27-12	640	FANNIE MAE POOL 6 000% Due 07-01-27	696 38	0 00	639 96		-56 42
01-31-12	09-20-12	160	GINNIE MAE II POOL 4 000% Due 04-20-39	170 66	0 00	160 47	-10 19	
01-26-12	09-20-12	787	GINNIE MAE II POOL 3 000% Due 01-20-42	804 07	0 00	786 98	-17 09	
05-21-09	09-25-12	870	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	870 18	0 00	870 14		-0 04
01-26-12	09-25-12	304	FANNIE MAE POOL 3 000% Due 02-01-32	315 67	0 00	304 08	-11 59	
10-12-10	09-25-12	645	FANNIE MAE POOL 6 000% Due 07-01-27	702 06	0 00	645 18		-56 88
10-24-11	10-02-12	0	KRAFT FOODS GROUP INC	12 41		15 21	2 80	
01-31-12	10-22-12	7,609	GINNIE MAE II POOL 4 000% Due 04-20-39	8,092 64	0 00	7,609 36	-483 28	
01-26-12	10-22-12	696	GINNIE MAE II POOL 3 000% Due 01-20-42	710.69	0 00	695 58	-15 11	
05-21-09	10-25-12	1,369	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	1,368 62	0 00	1,368 55		-0 07
01-26-12	10-25-12	4,088	FANNIE MAE POOL 3 000% Due 02-01-32	4,243 76	0 00	4,087 91	-155 85	
10-12-10	10-25-12	141	FANNIE MAE POOL 6 000% Due 07-01-27	153 89	0 00	141 42		-12 47
01-31-12	11-20-12	4,383	GINNIE MAE II POOL 4 000% Due 04-20-39	4,661.70	0 00	4,383 31	-278 39	
01-26-12	11-20-12	636	GINNIE MAE II POOL 3 000% Due 01-20-42	649 60	0 00	635 79	-13 81	
05-21-09	11-26-12	851	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	851 09	0.00	851 05		-0 04
01-26-12	11-26-12	293	FANNIE MAE POOL 3 000% Due 02-01-32	303 69	0 00	292.54	-11 15	

GREAT LAKES ADVISORS, LLC
 REALIZED GAINS AND LOSSES



GREAT LAKES ADVISORS

A TRUSTEES' HEALTH MANAGEMENT COMPANY

Fabyan Foundation
c/o Debra Campbell, President
 5994-2910

From 01-01-12 Through 12-31-12

PART IV

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-12-10	11-26-12	1,868	FANNIE MAE POOL 6 000% Due 07-01-27	2,032 71	0 00	1,868 01		-164 70
01-31-12	12-20-12	4,195	GINNIE MAE II POOL 4 000% Due 04-20-39	4,461 28	0 00	4,194 86	-266 42	
01-26-12	12-20-12	712	GINNIE MAE II POOL 3 000% Due 01-20-42	727 14	0 00	711 68	-15 46	
05-21-09	12-26-12	606	WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 5 000% Due 01-25-19	605 97	0 00	605 94		-0 03
01-26-12	12-26-12	2,906	FANNIE MAE POOL 3 000% Due 02-01-32	3,016 63	0 00	2,905 85	-110 78	
10-12-10	12-26-12	1,187	FANNIE MAE POOL 6 000% Due 07-01-27	1,291 43	0 00	1,186 79		-104 64
TOTAL GAINS							102 80	172,458 73
TOTAL LOSSES							-11,950 07	-73,951 54
				907,887 97	-3,932 33	990,615 56	-11,847 27	98,507 19
TOTAL REALIZED GAIN/LOSS 86,659 92								

CAPITAL GAIN DISTRIBUTIONS

01-03-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL	970 20	
01-03-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL		179 67
04-02-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL		64 11
04-02-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL	192 33	
12-14-12	GREAT LAKES SMALL CAP OPPORTUNITY	5,351 40	
12-14-12	GREAT LAKES SMALL CAP OPPORTUNITY		11,310 70
12-31-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL		758 07
12-31-12	VANGUARD FIXED INCOME SECS F GNMA FD ADMRL	961 45	
TOTAL DISTRIBUTIONS	19,787 93	<hr/> 7,475.38	<hr/> 12,312 55
TOTAL GAIN/LOSS	106,447 85	-4,371.89	110,819.74

FABYAN FOUNDATION

36-3736909

500 SHS GOLDMAN SACHS GROUP INC	71,264.	63,780.
100 SHS GOOGLE INC	44,025.	70,738.
1000 SHS HEINZ	46,246.	57,680.
1100 SHS ITW	41,110.	66,891.
500 SHS IBM	48,600.	95,775.
700 SHS LOCKHEED MARTIN	32,084.	64,603.
1000 SHS MCDONALDS CORP	51,445.	88,210.
1500 SHS MCGRAW-HILL COMPANIES	29,410.	82,005.
2000 SHS MICROSOFT CORP	50,684.	53,419.
600 SHS MONSANTO CO	40,347.	56,790.
900 SHS NEXTERA ENERGY	28,554.	62,271.
1000 SHS PEPSICO	30,088.	68,430.
500 SHS PROCTER & GAMBLE	29,735.	33,945.
1800 SHS QUALCOMM INC	3,744.	111,347.
3200 SHS RPM INTERNATIONAL	45,949.	93,952.
1700 SHS SCHLUMBERGER LTD	32,682.	117,808.
700 SHS SEACOR HOLDINGS INC	54,741.	58,660.
800 SHS TERADATA CORP	24,065.	49,512.
700 SHS UNION PACIFIC CORP	41,590.	88,004.
2500 SHS US BANCORP NEW	55,377.	79,850.
2000 SHS WELLS FARGO COMPANY	24,673.	68,360.
500 SHS WINTRUST FINL	15,974.	18,350.
400 SHS WYNN RESORTS LTD	40,669.	44,996.
1000 SHS AETNA INC (NEW)	39,805.	46,310.
700 SHS AGCO CORP	37,949.	48,524.
2000 SHS EMC CORP MASS	52,510.	50,600.
300 SHS F5 NETWORKS INC	32,202.	29,145.
1000 SHS GENERAL MILLS INC	39,215.	40,420.
600 SHS HERSHEY COMPANY	34,157.	43,332.
333 SHS KRAFT FOODS INC	12,401.	15,142.
750 SHS ONEOK INC NEW	52,592.	64,125.
1200 SHS PUBLIC SVC ENTERPRISE GROUP	41,102.	36,720.
1000 SHS VERIZON COMMUNICATIONS COM	36,996.	43,270.
1000 SHS WALGREEN COMPANY	33,040.	37,010.
1700 SHS WASTE MGMT INC	56,075.	57,358.
3000 SHS WINDSTREAM CORP	36,080.	24,840.
4000 SHS AMERIPRISE FINANCIAL	111,594.	109,880.
1000 SHS BARCLAY BANK PLC 7.75%	23,002.	25,180.
800 SHS AMERICAN EXPRESS	45,161.	45,984.
1000 SHS DUKE	66,175.	63,800.
600 SHS JOHNSON & JOHNSON	40,805.	42,060.
1000 SHS MONDELEZ	22,963.	25,453.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,335,992.	3,667,604.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 GOLDMAN SACHS GROUP	99,170.	103,345.
100,000 JP MORGAN CHASE & CO MED	100,961.	104,822.
50,000 CITIGROUP INC	102,035.	105,305.
100,000 CRH AMERICA INC	105,813.	112,717.
100,000 BANK OF AMERICA 5.420%	99,404.	109,953.
50,000 GE CAP CORP 5.500%	24,795.	29,608.
50,000 GE CAP CORP 5.500%	24,744.	29,608.
100,000 MORGAN STANLEY 5.500%	99,640.	112,099.
50,000 BERKSHIRE HATHAWAY FIN	50,016.	57,477.
4000 GOLDMAN SACHS 6.125%	98,833.	104,480.
100000 NATIONAL RURAL UTIL	99,255.	104,193.
SHELL INTERNATIONAL	51,676.	57,818.
GECC 6.05% GMTN	100,000.	105,000.
600 SHS DEVON ENERGY CORP	43,394.	31,224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,099,736.	1,167,649.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
258,000 WELLS FARGO 2004-2 A1 5.00%	COST	24,371.	24,909.
50,000 ORIX FOREIGN BOND 4.710%	COST	48,133.	53,225.
150,000 FNMA PASS THRU POOL 6.000%	COST	33,898.	31,686.
VANGUARD GNMA FUND ADMIRAL SHS	COST	207,112.	203,439.
100000 FNMA PASS THRU	COST	90,705.	91,585.
100000 GNMA II PASS THRU	COST	66,858.	67,477.
100000 GNMA II PASS THRU	COST	97,006.	102,253.
MANAGED PORTFOLIO GREAT LAKES BD FUND	COST	300,000.	299,402.
MANAGED PORTFOLIO GREAT LAKES SMALL CAP	COST	234,453.	295,622.
BARKCLAYS BANK 7.1%	COST	23,460.	25,060.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,125,996.	1,194,658.