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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE OKNER-ROBBINS FOUNDATION</b>		A Employer identification number <b>36-3870305</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1755 WILD ROSE</b>		Room/suite
City or town, state, and ZIP code <b>HIGHLAND PARK, IL 60035</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" 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) ► \$ <b>2,201,280.</b>	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"/>
<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received		
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments		
3 Dividends and interest from securities		5.   5.
5a Gross rents b Net rental income or (loss) _____		73,792.   73,790.
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a <b>2,862,886.</b>		84,888.
7 Capital gain net income (from Part IV, line 2)		84,888.
8 Net short-term capital gain		
9 Income modifications Gross sales less returns and allowances		
10a b Less Cost of goods sold		
c Gross profit or (loss)		
11 Other income		
12 Total Add lines 1 through 11		<b>158,685.</b> <b>158,683.</b> <i>158,683.</i>
13 Compensation of officers, directors, trustees, etc		0.   0.
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16a Legal fees   STMT 3		20,347.   20,347.
b Accounting fees		
c Other professional fees		
17 Interest		
18 Taxes   STMT 4		2,639.   0.
19 Depreciation and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses   STMT 5		25,058.   25,058.
24 Total operating and administrative expenses. Add lines 13 through 23		48,044.   45,405.
25 Contributions, gifts, grants paid		241,175.
26 Total expenses and disbursements. Add lines 24 and 25		289,219.   45,405.
27 Subtract line 26 from line 12		<b>&lt;130,534.</b>
a Excess of revenue over expenses and disbursements		
b Net investment income (if negative, enter -0-)		113,278.
c Adjusted net income (if negative, enter -0-)		N/A

223501  
12-05-12 Excess of revenue over expenses and disbursements

LHA 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	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		<10.>	<9.>	<9.>
	2 Savings and temporary cash investments		259,388.	205,447.	205,447.
	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 ►	31,208.			
	Less allowance for doubtful accounts ►	0.	106,094.	31,208.	31,208.
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		1,734.		
	10a Investments - U S and state government obligations				
	b Investments - corporate stock	STMT 6	1,757,480.	1,808,411.	1,964,634.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	50,000.	0.	0.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		2,174,686.	2,045,057.	2,201,280.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► 2012 EXCISE TAX )		0.	905.	
	23 Total liabilities (add lines 17 through 22)		0.	905.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	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 ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	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		2,174,686.	2,044,152.	
	30 Total net assets or fund balances		2,174,686.	2,044,152.	
	31 Total liabilities and net assets/fund balances		2,174,686.	2,045,057.	

## 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	2,174,686.
2 Enter amount from Part I, line 27a	2	<130,534.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	2,044,152.
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	2,044,152.

**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.)
<b>1a (SEE SCHEDULE)</b>			P	VARIOUS	VARIOUS
<b>b (SEE SCHEDULE)</b>			P	VARIOUS	VARIOUS
<b>c CLASS ACTION SETTLEMENTS</b>			P	VARIOUS	VARIOUS
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>		<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a 1,504,907.</b>		<b>1,614,340.</b>		<b>&lt;109,433. &gt;</b>	
<b>b 1,356,435.</b>		<b>1,163,616.</b>		<b>192,819.</b>	
<b>c 1,544.</b>		<b>42.</b>		<b>1,502.</b>	
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>	
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>					<b>&lt;109,433. &gt;</b>
<b>b</b>					<b>192,819.</b>
<b>c</b>					<b>1,502.</b>
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>84,888.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8</b>			<b>3</b>	<b>N/A</b>	

**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	<b>1,190,908.</b>	<b>3,084,300.</b>	<b>.386119</b>
2010	<b>166,861.</b>	<b>3,321,713.</b>	<b>.050233</b>
2009	<b>205,133.</b>	<b>3,253,679.</b>	<b>.063046</b>
2008	<b>601,479.</b>	<b>3,568,523.</b>	<b>.168551</b>
2007	<b>319,981.</b>	<b>4,648,459.</b>	<b>.068836</b>

2 Total of line 1, column (d)

**2 .736785**

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 .147357**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

**4 2,058,661.**

5 Multiply line 4 by line 3

**5 303,358.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**6 1,133.**

7 Add lines 5 and 6

**7 304,491.**

8 Enter qualifying distributions from Part XII, line 4

**8 241,175.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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)	1	2,266.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2	2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	2,266.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	0.
6	Credits/Payments	5	2,266.
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,361.
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	1,361.
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	905.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	Refunded ►

**Part VII-A Statements Regarding Activities**

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>	X	
1c	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 ► \$ 0. (2) On foundation managers ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► DAVID ROBBINS Located at ► 1755 WILD ROSE, HIGHLAND PARK, IL	Telephone no ► 847-573-6083 ZIP+4 ► 60035
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 ► <input type="checkbox"/>
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 ►	Yes   No 16 X

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

	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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 ► <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? If "Yes," list the years ►	<input type="checkbox"/> Yes X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 X 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	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

 Yes  No

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

 Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section

509(a)(1), (2), or (3), or section 4940(d)(2)?

 Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes  No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

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

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

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

## 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
SEE STATEMENT 8		0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

**Part IX-B | Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments. See instructions		
3		

Total. Add lines 1 through 3 ► 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	1,884,588.
b Average of monthly cash balances	1b	205,423.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,090,011.
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	2,090,011.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,350.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,058,661.
6 Minimum investment return. Enter 5% of line 5	6	102,933.

**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	102,933.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,266.
b Income tax for 2012 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	2,266.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	100,667.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	100,667.
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	100,667.

**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	241,175.
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	241,175.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	241,175.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				100,667.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	91,706.			
b From 2008	426,393.			
c From 2009	44,460.			
d From 2010	1,081.			
e From 2011	1,037,439.			
f Total of lines 3a through e	1,601,079.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 241,175.			0.	
a Applied to 2011, but not more than line 2a				
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	140,508.			100,667.
e Remaining amount distributed out of corpus	0.			0.
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:	1,741,587.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	91,706.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,649,881.			
10 Analysis of line 9				
a Excess from 2008	426,393.			
b Excess from 2009	44,460.			
c Excess from 2010	1,081.			
d Excess from 2011	1,037,439.			
e Excess from 2012	140,508.			

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

**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.

### **5. Any submission deadlines**

4. 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	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)				
<b>a Paid during the year</b>				
A SAFE PLACE 2710 17TH STREET ZION, IL 60099	N/A	PUBLIC	SUPPORT	1,000.
ATT	N/A	PUBLIC	SUPPORT	5,000.
ALEXIAN BROTHERS FOUNDATION 1339 W LAKE ST ADDISON, IL 60101	N/A	PUBLIC	SUPPORT	25,000.
CANCER WELLNESS CENTER 215 REVERE DR NORTHBROOK, IL 60062	N/A	PUBLIC	SUPPORT SUPPORT	1,800.
CHILDREN'S BRITTLE BONE FOUNDATION 7701 95TH STREET PLEASANT PRAIRIE, WI 53158	N/A	PUBLIC	SUPPORT	2,675.
<b>Total</b>	SEE CONTINUATION SHEET(S)			► 3a 241,175.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>	► 3b			0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	5.
4 Dividends and interest from securities			14	73,792.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	84,888.
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.	158,685.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	158,685.
(See worksheet in line 13 instructions to verify calculations )				

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



## THE OKNER-ROBBINS FOUNDATION

36-3870305

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
DEJ INTERNATIONAL HERITAGE FOUNDATION 4930 E. SABAL PALM BLVD #303 TAMARAC, FL 33319	N/A	PUBLIC	SUPPORT	5,000.
BAIS YAAKOV H.S. 3333 W. PETERSON CHICAGO, IL 60659	N/A	PUBLIC	SUPPORT	1,000.
CADMEF 1000 N RAND ROAD, SUITE 214 WAUCONDA, IL 60084	N/A	PUBLIC	SUPPORT	5,000.
CHICAGO CENTER FOR TORAH & CHESED 3133 W DEVON CHICAGO, IL 60659	N/A	PUBLIC	SUPPORT	20,000.
CHICAGO CHESED FUND 7045 N RIDGEWAY LINCOLNWOOD, IL 60712	N/A	PUBLIC	SUPPORT	25,000.
FRIENDS UNITED 1700 RYDERS LANE HIGHLAND PARK, IL 60035	N/A	PUBLIC	SUPPORT	9,300.
KIDSS FOR KIDS 224 E. CHICAGO AVE., BOX 4 CHICAGO, IL 60611-265	N/A	PUBLIC	SUPPORT	1,800.
LIBENU FOUNDATION 7247 N. ST. LOUIS SKOKIE, IL 60076	N/A	PUBLIC	SUPPORT	1,800.
LUNGevity FOUNDATION 218 S. WABASH AVE #540 CHICAGO, IL 60604	N/A	PUBLIC	SUPPORT	1,000.
MAOT CHITIM OF GREATER CHICAGO 7366 N. LINCOLN AVE. #301 LINCOLNWOOD, IL 60712	N/A	PUBLIC	SUPPORT	500.
<u>Total from continuation sheets</u>				205,700.

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05-01-12

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2012.03030 THE OKNER-ROBBINS FOUNDATION 8170 1

## THE OKNER-ROBBINS FOUNDATION

36-3870305

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
JET 8170 N MCCORMICK BLVD SKOKIE, IL 60076	N/A	PUBLIC	SUPPORT	1,000.
JOAN DACHS BAIS YAACOV 3200 W PETERSON CHICAGO, IL 60659	N/A	PUBLIC	SUPPORT	5,000.
ORT OF AMERICA 75 MAIDEN LANE, 10TH FLOOR NEW YORK, NY 10038	N/A	PUBLIC	SUPPORT	1,000.
RALPH WEINER CHARITABLE FOUNDATION 720 ASTOR LANE WHEELING, IL 60090-6256	N/A	PUBLIC	SUPPORT	5,000.
RENEE ISRAEL FOUNDATION 3100 DUNDEE RD. #308 NORTHBROOK, IL 60062	N/A	PUBLIC	SUPPORT	500.
NCSY 3200 W. TOUHY CHICAGO, IL 60645	N/A	PUBLIC	SUPPORT	20,000.
OHR YAACOV OF AMERICA 695 UNION ROAD NEW HAMPTON, NY 10977	N/A	PUBLIC	SUPPORT	40,000.
ROGERS PARK MONTESSORI SCHOOL 1800 W. BALMORAL AVE CHICAGO, IL 60640	N/A	PUBLIC	SUPPORT	10,000.
SHALVA P.O. BOX 46375 CHICAGO, IL 60646-0375	N/A	PUBLIC	SUPPORT	500.
SKOKIE COMMUNITY KOLLEL 3732 W. DEMPSTER SKOKIE, IL 60076	N/A	PUBLIC	SUPPORT	30,000.
Total from continuation sheets				

THE OKNER-ROBBINS FOUNDATION

36-3870305

## **Part XV      Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

223631  
05-01-12

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST - BANK DEPOSIT SWEEP	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	73,244.	0.	73,244.
INTEREST - ISRAEL BONDS	546.	0.	546.
WELLS FARGO A/C#6426-5032 MUNI INT	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	73,792.	0.	73,792.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	20,347.	20,347.		0.
TO FM 990-PF, PG 1, LN 16A	20,347.	20,347.		0.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX - 2012	2,266.	0.		0.
EXCISE TAX - 2011	373.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,639.	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
ANNUAL REPORT	15.	15.		0.
MISCELLANEOUS	35.	35.		0.
INVESTMENT FEE	23,061.	23,061.		0.
INTEREST EXPENSE - MARGIN	202.	202.		0.
JEWISH VOCATIONAL INSTITUTE EXPENSES	1,595.	1,595.		0.
OFFICE EXPENSE	150.	150.		0.
TO FORM 990-PF, PG 1, LN 23	25,058.	25,058.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	109,747.	134,806.
MORGAN STANLEY - EQUITIES	1,698,664.	1,829,828.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,808,411.	1,964,634.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

DECEMBER 1 - DECEMBER 31, 2012  
ACCOUNT NUMBER: 6426-5032

### Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	25,000.00	291,875.92

### Portfolio detail

#### Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.11	0.00	193.45	0.00
BANK DEPOSIT SWEEP	21.99	0.01	38,054.81	3.80
Interest Period 12/01/12 - 12/31/12			\$38,248.26	\$3.80

#### Total Cash and Sweep Balances

22.10

\* APY/E measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

### Mutual Funds

#### Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
LOOMIS SAYLES FDS II STRATEGIC INCOME FD									
NECZX - HELD IN MARGIN									
On Reinvestment									
Acquired 01/08/09 Lnc	49.14	5,465.63900	10.93	59,742.42	15.5600	85,045.34	25,302.92		
OPPENHEIMER SR FLOATING RATE FD CL C									
OOSCX									
On Reinvestment									
Acquired 01/07/11 Lnc	28.75	5,988.02400	8.35	50,005.00	8.3100	49,760.47	-244.53		
Total Open End Mutual Funds	77.90							\$109,747.42	4.45
Total Mutual Funds	77.90							\$109,747.42	4.45

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS

# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

ISSUE

**Holdings** Portfolio Management Active Assets Account 225-012161-045

THE OKNER-ROBBINS FOUNDATION  
C/O DAVID ROBBINS

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions purchased and settled in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

## CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$1,376.00	85.00	—	0.050
MORGAN STANLEY BANK N.A. #	170,822.49	—	—	—
				Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	\$172,198.49	\$85.00	\$85.00	\$0.00
		Market Value	Market Value	Market Value
		Percentage of Assets %	Percentage of Assets %	Percentage of Assets %
		8.6%	8.6%	8.6%

# Bank Deposits are at either: (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.

## STOCKS

### COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APPLE INC (AAPL)	12/5/12	✓ 300,000	\$549.240	\$164,772.00	\$159,651.87	\$(-5,120.13) ST	\$3,180.00	1.99
Share Price: \$532.173; Next Dividend Payable 02/2013								
AT&T INC (T)	10/11/10 4/5/12	✓ 200,000 ✓ 3,500,000	28.299 30.910	5,659.72 108,185.00	6,742.00 117,985.00	1,082.28 LT 9,800.00 ST		
Total		3,700,000		113,844.72	124,727.00	1,082.28 LT 9,800.00 ST	6,660.00	5.33

Share Price: \$33.710, Next Dividend Payable 02/2013

PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS

CONTINUED

Page 5  
of 26

**CLIENT STATEMENT | For the Period December 1-31, 2012**

**Holdings**

Portfolio Management Active Assets Account  
225-012161-045

THE OKNER-ROBBINS FOUNDATION  
C/O DAVID ROBBINS

INTERESTED PARTY COPY

**STOCKS**

**COMMON STOCKS (CONTINUED)**

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BRISTOL MYERS SQUIBB CO (BMY)	10/11/10	✓ 1,300,000	27.429	35,657.15 ✓	42,367.00	6,709.85 LT		
	4/4/11	✓ 2,500,000	26.859	67,146.25 ✓	81,475.00	14,328.75 LT		
<b>Total</b>		<b>3,800,000</b>		<b>102,803.40</b>	<b>123,842.00</b>	<b>21,038.60 LT</b>	<b>5,320.00</b>	<b>4.29</b>
<b>Share Price: \$32.590, Next Dividend Payable 02/20/2013</b>								
CATERPILLAR INC (CAT)	12/21/12	✓ 1,500,000	87.750	131,625.00 ✓	134,412.75	2,787.75 ST	3,120.00	2.32
<b>Share Price: \$89.609, Next Dividend Payable 03/20/2013</b>								
CENTURYLINK INC (CTL)	6/2/11	✓ 2,700,000	42.010	113,427.00 ✓	105,624.00	(7,803.00 LT		
	10/5/12	✓ 600,000	39.620	23,772.00 ✓	23,472.00	(300.00 ST		
<b>Total</b>		<b>3,300,000</b>		<b>137,199.00</b>	<b>129,096.00</b>	<b>(7,803.00 LT</b>	<b>9,570.00</b>	<b>7.41</b>
<b>Share Price: \$39.120, Next Dividend Payable 03/20/2013</b>								
CHEVRON CORP (CVX)	6/24/11	✓ 1,100,000	98.438	108,281.80 ✓	118,954.00	10,672.20 LT	3,960.00	3.32
<b>Share Price: \$108.140, Next Dividend Payable 03/20/2013</b>								
COCA COLA CO (KO)	6/14/12	✓ 200,000	37.742	7,548.40 ✓	7,250.00	(298.40) ST		
	11/26/12	✓ 3,000,000	37.700	113,100.00 ✓	108,750.00	(4,350.00) ST		
<b>Total</b>		<b>3,200,000</b>		<b>120,648.40</b>	<b>116,000.00</b>	<b>(4,648.40) ST</b>	<b>3,264.00</b>	<b>2.81</b>
<b>Share Price: \$36.250, Next Dividend Payable 03/20/2013</b>								
DOW CHEMICAL CO (DOW)	9/13/12	✓ 4,300,000	30.350	130,505.00 ✓	139,016.42	8,511.42 ST	5,504.00	3.95
<b>Share Price: \$32.329, Next Dividend Payable 03/20/2013</b>								
HOME DEPOT INC (HD)	3/7/12	✓ 2,500,000	46.719	116,797.50 ✓	154,625.00	37,827.50 ST	2,900.00	1.87
<b>Share Price: \$61.850, Next Dividend Payable 03/20/2013</b>								
INTEL CORP (INTC)	3/7/12	✓ 4,500,000	26.919	121,136.40 ✓	92,790.00	(28,346.40) ST	4,050.00	4.36
<b>Share Price: \$20.620, Next Dividend Payable 03/20/2013</b>								
LEGGETT & PLATT INC (LEGI)	9/12/12	✓ 400,000	24.420	9,766.00 ✓	10,888.00	1,120.00 ST	464.00	4.26
<b>Share Price: \$27.220, Next Dividend Payable 03/20/2013</b>								
LORILLARD INC (LO)	10/3/12	✓ 1,000,000	118.070	116,069.60 ✓	116,670.00	(1,399.60) ST	6,200.00	5.31
<b>Share Price: \$116.670, Next Dividend Payable 03/20/2013</b>								
MICROSOFT CORP (MSFT)	9/13/12	✓ 4,200,000	30.550	128,310.00 ✓	112,180.74	(16,129.26) ST	3,864.00	3.44
<b>Share Price: \$26.710, Next Dividend Payable 03/20/2013</b>								
NORTHROP GRUMMAN CORP (HLDG CO) (NOC)	3/7/12	✓ 2,000,000	59.883	119,777.20 ✓	135,160.00	15,382.80 ST	4,400.00	3.25
<b>Share Price: \$67.580, Next Dividend Payable 03/20/2013</b>								

CONTINUE

**STATEMENT** | For the Period December 1-31, 2012

**Holdings** Portfolio Management Active Assets Account  
225-012161-045 THE OKNER-ROBBINS FOUNDATION  
C/O DAVID ROBBINS

INTERESTED PARTY COPY

**STOCKS**

**COMMON STOCKS (CONTINUED)**

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Dividend Yield %
PNC FINL SVCS GP (PNC)	3/7/12	2,100.000	✓ 57.947	121,687.65 ✓	122,451.00	763.35 ST	3,360.00	2.74
Share Price: \$58.310; Next Dividend Payable 02/2013								
VERIZON COMMUNICATIONS (VZ)	10/11/10	1,700.000	✓ 32.972	56,052.09 ✓	73,559.00	17,506.91 LT		
1/3/11	1,300.000	✓ 36.388	47,303.75 ✓	56,251.00	8,947.25 LT			
<b>Total</b>	<b>3,000.000</b>		<b>103,355.84</b>	<b>129,810.00</b>	<b>26,454.16 LT</b>	<b>6,180.00</b>	<b>4.76</b>	
Share Price: \$43.270; Next Dividend Payable 02/2013								
<b>COMMON STOCKS</b>			<b>\$1,848,581.51</b>	<b>\$1,920,274.78</b>	<b>\$51,444.24 LT</b>	<b>\$71,996.00</b>	<b>3.75%</b>	
						<b>\$0.00</b>		

**OPTIONS**

Security Description	Trade Date	Number of Contracts	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
CALL APPLE INC AT 530.000 EXPIRES 06/22/2013 (AAPL 130622C00530000)	12/5/12	(3.000) ✓	\$64.449	\$(19,334.56) ✓	\$(14,655.00)	\$4,679.56 ST
Contract Price: \$48.850; Short Position						
CALL AT&T INC AT 36.000 EXPIRES 04/20/2013 (T 130420C00036000)	10/3/12	(37.000) ✓	2.700	(9,989.77) ✓	(962.00)	9,027.77 ST
Contract Price: \$0.260; Short Position						
CALL BRISTOL MYERS SQUIBB CO AT 31.000 EXPIRES 06/22/2013 (BMY 130622C00031000)	12/21/12	(38.000) ✓	2.270	(8,625.80) ✓	(8,626.00)	(0.20) ST
Contract Price: \$2.270; Short Position						
CALL CATERPILLAR TRACTOR AT 82.500 EXPIRES 05/18/2013 (CAT 130518C00082500)	12/21/12	(15.000) ✓	8.850	(13,274.70) ✓	(15,525.00)	(2,250.30) ST
Contract Price: \$10.350; Short Position						
CALL CENTURYTEL INC AT 38.000 EXPIRES 04/20/2013 (CTL 130420C00038000)	10/5/12	(27.000) ✓	2.800	(7,559.83) ✓	(4,995.00)	2,564.83 ST
(6.000) ✓	2 550	(1,529.96) ✓	(1,110.00)			419.96 ST
<b>CONTINUED</b>						

# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

## Holdings

Portfolio Management Active Assets Account  
225-012161-045

INTERESTED PARTY COPY

STOCKS		OPTIONS (CONTINUED)		THE OKNER-ROBBINS FOUNDATION C/O DAVID ROBBINS			
Security Description	Trade Date	Number of Contracts	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	
	Total	(33,000)		(9,089.79)	(6,105.00)	2,984.79 ST	
Contract Price: \$1,850, Short Position							
CALL CHEVRON TEXACO CORP AT 110.000	8/13/12	(11,000)	✓ 7.263	(7,989.78) ✓	(2,717.00)	5,272.78 ST	
EXPIRES 03/16/2013							
(CVX 130316C00110000)							
Contract Price: \$2,470, Short Position							
CALL COCA COLA CO AT 37.500 EXPIRES	11/26/12	(30,000)	✓ 0.970	(2,909.93) ✓	(1,200.00)	1,709.93 ST	
02/16/2013							
(KO 130216C00037500)							
Contract Price: \$0,400, Short Position							
CALL COCA COLA CO AT 38.750 EXPIRES	8/17/12	(2,000)	✓ 1700	(339.99) ✓	(6.00)	333.99 ST	
01/19/2013							
(KO 130119C00038750)							
Contract Price: \$0,030, Short Position							
CALL DOW CHEMICAL CO AT 31.000	12/19/12	(43,000)	✓ 2910	(12,512.71) ✓	(13,330.00)	(817.29) ST	
EXPIRES 06/22/2013							
(DOW 130622C00031000)							
Contract Price: \$3,100, Short Position							
CALL HOME DEPOT INC AT 62.500 EXPIRES	11/26/12	(25,000)	✓ 3,300	(8,249.81) ✓	(4,200.00)	4,049.81 ST	
02/16/2013							
(HD 130216C00062500)							
Contract Price: \$1,680, Short Position							
CALL INTEL CORP AT 22.000 EXPIRES	10/18/12	(45,000)	✓ 1,090	(4,904.89) ✓	(2,295.00)	2,609.89 ST	
04/20/2013							
(INTC 130420C00022000)							
Contract Price: \$0,510, Short Position							
CALL LEGGETT & PLATT INC AT 22.500	9/12/12	(4,000)	✓ 2,600	(1,039.98) ✓	(1,880.00)	(840.02) ST	
EXPIRES 03/16/2013							
(LEG 130316C00022500)							
Contract Price: \$4,700, Short Position							
CALL LORILLARD INC AT 115.000 EXPIRES	10/31/12	(10,000)	✓ 8,300	(8,299.81) ✓	(5,750.00)	2,549.81 ST	
03/16/2013							
(LO 130316C00115000)							
Contract Price: \$5,750, Short Position							

CONTINUED

ENVIRONMENTAL

**STATEMENT | For the Period December 1-31, 2012**

THE OKNER-ROBBINS FOUNDATION  
C/O DAVID ROBBINS

## Holdings

Portfolio Management Active Assets Account  
225-012161-045

INTERESTED PARTY COPY

## STOCKS

## OPTIONS (CONTINUED)

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID ROBBINS 1755 WILD ROSE HIGHLAND PARK, IL 60035	PRESIDENT 1.00	0.	0.	0.
JOEL C. OKNER 3924 LYONS SKOKIE, IL 60076	SECRETARY 1.00	0.	0.	0.
DAVID ROBBINS 1755 WILD ROSE HIGHLAND PARK, IL 60035	TREASURER 1.00	0.	0.	0.
DAVID ROBBINS 100 TIMBER LANE GLENCOE, IL 60022	DIRECTOR 1.00	0.	0.	0.
ELLYN ROBBINS 1755 WILD ROSE HIGHLAND PARK, IL 60035	DIRECTOR 1.00	0.	0.	0.
JOEL C. OKNER 3924 LYONS SKOKIE, IL 60076	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**THE OKNER FOUNDATION**  
**Schedule D - Capital Gains and Losses**  
**As of: December 31, 2012**

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
<u>Short-Term Capital Gains and Losses</u>						
20	CALL ABT AUG12@57.50/M (415)	Jul 3 12	Apr 9 12	7,659.82	14,380.00	-6,720.18
20	CALL ABT JAN12@50/M (349)	Jan 9 12	Jul 12 11	7,899.84	11,521.00	-3,621.16
20	CALL ABT MAY 12@52.5/M (383)	Apr 9 12	Jan 9 12	7,639.85	16,300.00	-8,660.15
38	CALL BMY DEC22@34/M (442)	Dec 21 12	Jun 29 12	8,739.80	38.00	8,701.80
38	CALL BMY JUN 12@32/M (380)	Apr 2 12	Jan 3 12	13,631.73	7,752.00	5,879.73
38	CALL BMY MAR 12@29/M (356)	Jan 3 12	Oct 3 11	14,090.72	23,076.00	-8,985.28
38	CALL BMY SEP12@32/M (410)	Jun 29 12	Apr 2 12	9,119.79	14,136.00	-5,016.21
3	CALL CTL 011913@40/M (451)	Oct 4 12	Jul 20 12	746.98	360.00	386.98
24	CALL CTL 011913@40/M (450)	Oct 4 12	Jul 20 12	6,023.86	2,880.00	3,143.86
27	CALL CTL JAN 12@41/M (332)	Jan 9 12	Jun 2 11	7,289.86	135.00	7,154.86
27	CALL CTL JUL12@37/M (384)	Mar 1 12	Jan 9 12	4,373.91	7,884.00	-3,510.09
24	CALL CTL JUL12@39/M (390)	Jul 20 12	Mar 1 12	3,479.93	6,288.00	-2,808.07
3	CALL CTL JUL12@39/M_SLD#1 (430)	May 31 12	Mar 1 12	434.99	195.00	239.99
3	CALL CTL OCT20@39/M (429)	Jul 20 12	May 31 12	389.99	891.00	-501.01
11	CALL CVX DEC22@100/M_SLD#1 (460)	Aug 13 12	Jun 14 12	7,963.78	14,839.00	-6,875.22
13	CALL CVX JAN12@92.50/M (338)	Jan 19 12	Jun 24 11	13,206.70	18,395.00	-5,188.30
12	CALL CVX JUN12@100/M (386)	Jun 14 12	Jan 19 12	11,879.77	1,608.00	10,271.77
1	CALL CVX JUN12@100/M_SLD#1 (395)	Mar 8 12	Jan 19 12	989.98	1,155.00	-165.02
43	CALL DOW 031613@28/M (477)	Dec 19 12	Sep 13 12	14,834.66	20,253.00	-5,418.34
25	CALL HD 011913@55/M (462)	Nov 26 12	Aug 17 12	9,699.78	23,375.00	-13,675.22
6	CALL HD AUG12@46/M_SLD#1 (396)	Mar 8 12	Mar 7 12	1,889.96	2,190.00	-300.04
25	CALL HD AUG12@46/M_SLD#2 (467)	Aug 17 12	Mar 7 12	7,874.88	27,325.00	-19,450.12
45	CALL INTC 011913@26/M (463)	Oct 18 12	Aug 17 12	7,469.83	315.00	7,154.83
3	CALL INTC AUG12@27/M (419)	Aug 20 12	May 1 12	698.98	0.00	698.98
45	CALL INTC AUG12@27/M_SLD#1 (470)	Aug 17 12	May 1 12	10,484.70	45.00	10,439.70
48	CALL INTC JUL12@25/M_SLD#1 (418)	May 1 12	Mar 7 12	12,815.76	18,864.00	-6,048.24
17	CALL JNJ APR 12@65/M (358)	Apr 20 12	Oct 17 11	4,793.90	17.00	4,776.90
2	CALL KO AUG12@67.50/M (403)	Aug 17 12	Mar 12 12	370.00	1,160.00	-790.00
18	CALL KO MAY 12@65/M (362)	Mar 12 12	Nov 18 11	9,071.82	9,450.00	-378.18
46	CALL LEG 031613@22.50/M_SLD#1 (499)	Dec 5 12	Sep 12 12	11,959.77	11,959.72	0.05
14	CALL LO JUN 12@110/M (375)	Feb 27 12	Dec 15 11	12,417.76	29,936.06	-17,518.30
3	CALL LO SEP12@115/M_SLD#1 (397)	Mar 8 12	Feb 27 12	5,159.90	5,415.00	-255.10
15	CALL MRK APR 12@33/M (408)	Mar 13 12	Mar 14 12	8,024.85	7,350.00	674.85
20	CALL NOC AUG12@57.50/M_SLD#1 (468)	Aug 17 12	Mar 7 12	9,219.80	23,400.00	-14,180.20
4	CALL PFE 011913@24/M (465)	Oct 4 12	Aug 17 12	347.99	676.00	-328.01
32	CALL PFE JUN12@20/M_SLD#3 (427)	May 4 12	May 4 12	5,152.24	7,680.00	-2,527.76
40	CALL PFE MAR 12@18/M (353)	Jan 31 12	Sep 28 11	4,959.90	13,160.00	-8,200.10
21	CALL PFE MAR 12@18/M_SLD#1 (387)	Jan 31 12	Sep 28 11	2,603.95	6,825.00	-4,221.05
17	CALL PG APR 12@62.5/M (359)	Jan 17 12	Oct 18 11	7,428.85	7,140.00	288.85
17	CALL PG JUL12@62.50/M (385)	Jul 17 12	Jan 17 12	7,904.84	4,743.00	3,161.84
21	CALL PNC AUG12@57.50/M_SLD#1 (469)	Aug 17 12	Mar 7 12	8,714.79	8,925.00	-210.21
37	CALL T 011913@34/M (448)	Oct 3 12	Jul 5 12	8,102.81	16,021.00	-7,918.19
37	CALL T JUL12@30/M (413)	Jul 5 12	Apr 20 12	5,362.87	21,306.82	-15,943.95
30	CALL VZ 011913@43/M (447)	Oct 3 12	Jul 5 12	7,829.82	10,230.00	-2,400.18
3	CALL VZ 011913@43/M_SLD#1 (452)	Jul 20 12	Jul 5 12	782.98	783.00	-0.02
33	CALL VZ JUL 12@36/M (382)	Apr 3 12	Jan 6 12	10,724.79	8,481.00	2,243.79
33	CALL VZ OCT12@37/M (411)	Jul 5 12	Apr 3 12	6,929.84	26,433.00	-19,503.16
1,500	CATERPILLAR INC 100312/M (485)	Oct 3 12	Dec 19 12	131,472.05	127,425.00	4,047.05
100	CHEVRON CORP 062411/M_SLD#1 (402)	Jun 24 11	Mar 8 12	10,999.80	9,843.80	1,156.00
2,800	COCA COLA 061412/M_SLD#1 (493)	Jun 14 12	Nov 16 12	108,077.58	105,677.60	2,399.98
600	HOME DEPOT 030712/M_SLD#1 (404)	Mar 7 12	Mar 8 12	28,511.48	28,031.40	480.08
200	HOME DEPOT 030712/M_SLD#2 (472)	Mar 7 12	Aug 17 12	9,829.78	9,343.80	485.98
200	INTEL CORP 030712/M_SLD#1 (455)	Mar 7 12	Jul 20 12	5,533.87	5,383.84	150.03
300	INTEL CORP 030712/M_SLD#2 (473)	Mar 7 12	Aug 17 12	7,920.96	8,075.76	-154.80

**THE OKNER FOUNDATION**  
**Schedule D - Capital Gains and Losses**  
**As of: December 31, 2012**

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
100 993	INVESCO TAX-FREE 111411 (371)	Nov 14 11	Jan 13 12	1,185 71	1,162 48	23 23
1,700	JOHNSON & JOHNSON 101711/M (360)	Oct 17 11	Aug 23 12	110,837 51	109,133 20	1,704.31
5,000	LEGGETT & PLATT 061412/M (440)	Jun 14 12	Sep 11 12	108,997.55	102,041 50	6,956.05
4,600	LEGGETT & PLATT 091213/M_SLD#1 (500)	Sep 12 12	Dec 5 12	115,457 40	112,332 00	3,125 40
100	LEGGETT & PLATT 121211/M (373)	Dec 12 11	Jun 12 12	2,295 48	2,185 54	109 94
700	LEGGETT & PLATT 121211/M_SLD#2 (441)	Dec 12 11	Jun 12 12	16,068 43	15,298 78	769 65
4,200	LEGGETT&PLATT 062411/M (342)	Jun 24 11	Jun 12 12	96,410.55	96,423 60	-13 05
2,900	MERCK & CO 061412/M (439)	Jun 14 12	Sep 12 12	115,997 39	111,951.60	4,045 79
1,500	MERCK & CO 1500/M (407)	Mar 14 12	Mar 12 12	52,394 37	57,520.80	-5,126 43
1,400	MERK & CO 1400/M (406)	Mar 12 12	Mar 9 12	48,900 78	53,163 00	-4,262 22
100	NORTHROP GRUMMAN 030712/M_SLD#1 (474)	Mar 7 12	Aug 17 12	6,210.86	5,988 86	222 00
181 6	NUVEEN TRADEWINDS 072911 (329)	Jul 29 11	Jan 13 12	4,478 25	5,298 60	-820.35
400	PFIZER INC 050212/M (423)	May 2 12	Oct 4 12	10,168 29	9,071 64	1,096.65
2,000	PFIZER INC 050212/M_SLD#1 (458)	May 2 12	Jul 31 12	45,907 89	45,358 20	549 69
200	PNC FINCL SVC 030712/M_SLD#1 (471)	Mar 7 12	Aug 17 12	12,329 72	11,589.30	740.42
3,300	VERIZON COMM 010512/M (381)	Jan 5 12	Jan 5 12	125,727 58	126,748 05	-1,020 47
	Total Short-term			1,504,906 60	1,614,339 95	-109,433.35
	<u>Long-Term Capital Gains and Losses</u>					
2,000	ABBOTT LAB 042011/M (318)	Apr 20 11	Oct 10 12	131,017 06	101,540 00	29,477.06
3,500	AT&T INC 101110/M_SLD#1 (414)	Oct 11 10	Apr 4 12	112,802 11	99,045 18	13,756 93
100	CHEVRON CORP 062411/M_SLD#2 (505)	Jun 24 11	Dec 21 12	10,723 75	9,843 80	879.95
1,473	CLAYMORE SEC SER 47 (156)	Sep 9 10	Jan 13 12	13,556 03	14,332.03	-776 00
200	COCA-COLA CO 101110/M (204)	Oct 11 10	Nov 16 12	7,719 82	5,956 03	1,763 79
1,700	COCA-COLA CO 101110/M_SLD#1 (432)	Oct 11 10	Jun 12 12	121,037 30	101,252 57	19,784 73
1,348	GUGGENHEIM FUNDS (159)	Oct 14 10	Jan 13 12	12,088 18	13,106 08	-1,017 90
3,300	HOME DEPOT 101110/M (207)	Oct 11 10	Mar 1 12	128,334 67	105,002 10	23,332 57
1,736 639	IVY FDS INC (59)	Jul 30 08	Jan 13 12	38,947 81	43,754 74	-4,806 93
5,275 99	JOHN HANCOCK FLOATING (284)	Jan 7 11	Apr 11 12	49,378 27	50,624 06	-1,245 79
19,840 601	JOHN HANCOCK HI YLD FD (24)	Aug 18 08	Apr 11 12	68,246 67	86,512 00	-18,265 33
3,683 492	LOOMIS SAY 010809_SLD#1 (379)	Jan 8 09	Jan 13 12	53,995 00	40,262 58	13,732 42
1,100	LORILLARD INC 101110/M (212)	Oct 11 10	Aug 28 12	145,416 81	88,000 09	57,416 72
300	LORILLARD INC 101110/M_SLD#1 (405)	Oct 11 10	Mar 8 12	38,618 30	24,000 03	14,618 27
2,900	MERCK & CO 101110/M (214)	Oct 11 10	Jun 12 12	111,966 52	106,580 71	5,385.81
400	PFIZER INC 101110/M (218)	Oct 11 10	May 8 12	8,643 85	6,946 91	1,696 94
2,500	PFIZER INC 101110/M_SLD#2 (422)	Oct 11 10	May 1 12	54,023 45	43,418 21	10,605.24
3,200	PFIZER INC 110410/M (253)	Nov 4 10	Jul 31 12	73,561 42	55,451 20	18,110 22
1,700	PROCTER & GAMBLE 102010/M (242)	Oct 20 10	Oct 16 12	113,013 46	108,095 86	4,917 60
25	STATE OF ISRAEL 031212 (255)	Feb 13 02	Mar 1 12	25,000 00	25,000 00	0 00
25	STATE OF ISRAEL 120112 (256)	Nov 10 02	Dec 4 12	25,000 00	25,000 00	0 00
300	VERIZON COMM 101110/M_SLD#3 (454)	Oct 11 10	Jul 20 12	13,344.21	9,891.55	3,452 66
	Total Long-term			1,356,434 69	1,163,615 73	192,818 96
	<b>TOTAL CAPITAL GAINS</b>			<b>2,861,341.29</b>	<b>2,777,955.68</b>	<b>83,385.61</b>