



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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 , 2012, and ending , 20

Name of foundation <b>BUCKEYE FOUNDATION</b>		A Employer identification number 36-3999865			
Number and street (or P O box number if mail is not delivered to street address) C/O F & H ASSOC., LLP P.O. BOX 1055		B Telephone number (see instructions) (312) 642-9503			
City or town, state, and ZIP code  HOMEWOOD, IL 60430		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		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) ► \$ 34,130,662.		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	384,440	384,440.		ATCH 1
	4 Dividends and interest from securities . . . . .	407,878.	407,878.		ATCH 2
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a . . . . .				
	7 Capital gain net income (from Part IV, line 2) . . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) ATCH 3 . . . . .	357,688.	-354,855.			
12 Total Add lines 1 through 11 . . . . .	200,060.	437,463.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc. OGDEN, UT	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) ATCH 4 . . . . .	7,500.	3,750.		3,750.
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . ATCH 5 . . . . .	25,038.	3,367.		
	18 Taxes (attach schedule) (see instructions) ATCH 6 . . . . .	6,320.	6,320.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) ATCH 7 . . . . .	418,065.	417,936.		15.
	24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	456,923.	431,373.		3,765.	
25 Contributions, gifts, grants paid . . . . .	1,125,112.			1,125,112.	
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	1,582,035.	431,373.	0	1,128,877.	
27 Subtract line 26 from line 12 . . . . .	-1,782,095.				
a Excess of revenue over expenses and disbursements . . . . .					
b Net investment income (if negative, enter -0-) . . . . .		-6,090.			
c Adjusted net income (if negative, enter -0-) . . . . .					

<b>Part II. Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .	1,204,535.	3,281,695.	3,281,695.
	2	Savings and temporary cash investments . . . . .	1,487,757.	1,547,675.	1,547,675.
	3	Accounts receivable ► 1,508,325.			
		Less allowance for doubtful accounts ► 1,834.		1,508,325.	1,508,325.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10	a Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 8 . . . . .	3,414,923.	3,414,923.	7,393,652.
	c	Investments - corporate bonds (attach schedule) ATCH 9 . . . . .	2,748,434.	2,748,434.	2,551,890.
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . ATCH 10 . . . . .	16,667,965.	11,242,301.	17,847,425.
	14	Land, buildings, and equipment basis ►			
<b>Net Assets or Fund Balances</b>		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ► ATCH 11 . . . . .)	15,270,808.	15,270,808.	
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	40,796,256.	39,014,161.	34,130,662.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ► . . . . .)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	5,566,657.	5,566,657.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	35,229,599.	33,447,504.	
	30	Total net assets or fund balances (see instructions) . . . . .	40,796,256.	39,014,161.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	40,796,256.	39,014,161.	
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>					
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	40,796,256.	
2	Enter amount from Part I, line 27a . . . . .		2	-1,782,095.	
3	Other increases not included in line 2 (itemize) ►		3		
4	Add lines 1, 2, and 3 . . . . .		4	39,014,161.	
5	Decreases not included in line 2 (itemize) ►		5		
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .		6	39,014,161.	

**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</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<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</b>					
<b>b</b>					
<b>c</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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<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>b</b>					
<b>c</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>-634,690.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>					
<b>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</b>			<b>3</b>	<b>0</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	1,791,659.	37,724,545.	0.047493
2010	1,169,281.	21,153,635.	0.055276
2009	816,715.	15,358,517.	0.053177
2008	1,004,153.	18,452,182.	0.054419
2007	1,030,690.	20,397,779.	0.050530

<b>2 Total of line 1, column (d) . . . . .</b>	<b>2</b>	<b>0.260895</b>
<b>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 . . . . .</b>	<b>3</b>	<b>0.052179</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .</b>	<b>4</b>	<b>34,011,085.</b>
<b>5 Multiply line 4 by line 3 . . . . .</b>	<b>5</b>	<b>1,774,664.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>	<b>6</b>	<b>61.</b>
<b>7 Add lines 5 and 6 . . . . .</b>	<b>7</b>	<b>1,774,725.</b>
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b>	<b>8</b>	<b>1,128,877.</b>
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 . . .	1	122.
	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 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-) . . .	2	
3	Add lines 1 and 2 . . . . .	3	122.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	122.
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	108,542.
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	108,542.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	108,420.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► 108,420. <b>Refunded</b> ► 11	11	

**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
1a		X	
1b		X	
1c		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
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? . . . . .	X	
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? <i>If "No," attach explanation</i> . . . . .	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)? <i>If "Yes," complete Part XIV</i> . . . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	X	

Form 990-PF (2012)

**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) . . . . .	<input checked="" type="checkbox"/> 11	<input type="checkbox"/>	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) . . . . .	<input type="checkbox"/> 12	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input type="checkbox"/> 13	<input checked="" type="checkbox"/>	X
Website address ► N/A				
14	The books are in care of ► MARY KAREN PATRICK PHILIP Located at ► 1124 WEST DRUMMOND CHICAGO, IL	Telephone no ► (773) 348-8180 ZIP+4 ► 60614		
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 . . . . .	<input checked="" type="checkbox"/> 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22-1. If "Yes," enter the name of the foreign country ►	<input checked="" type="checkbox"/> 16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input checked="" type="checkbox"/> 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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) . . . . .	<input checked="" type="checkbox"/> 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 checked="" type="checkbox"/> 3a	Yes <input 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) . . . . .	<input checked="" type="checkbox"/> 3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input checked="" type="checkbox"/> 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? . . . . .	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	X
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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0
-----				
-----				
-----				
-----				
-----				

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

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

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

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

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

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

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

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

Expenses

1 NOT APPLICABLE

2

3

4

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

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

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3 . . . . . ►

Form 990-PF (2012)

**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 30,887,203.
b	Average of monthly cash balances	1b 3,641,817.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 34,529,020.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 34,529,020.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 517,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 34,011,085.
6	Minimum investment return. Enter 5% of line 5	6 1,700,554.

**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 1,700,554.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 122.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 122.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 1,700,432.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 1,700,432.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 1,700,432.

**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 1,128,877.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,128,877.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,128,877.

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 . . . . .				1,700,432.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	43,156.			
b From 2008 . . . . .	90,578.			
c From 2009 . . . . .	51,412.			
d From 2010 . . . . .	141,375.			
e From 2011 . . . . .				
f Total of lines 3a through e . . . . .	326,521.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,128,877.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				1,128,877.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	326,521.			326,521.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				245,034.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	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)

NOT APPLICABLE

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

4942(j)(3) or  4942(j)(5)

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)(iii) . . . . .					
	(3) Largest amount of support from an exempt organization . . . . .					
	(4) Gross investment income					

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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	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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
ATCH 13				
<b>Total</b>			► 3a	1,125,112.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

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) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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	900000	- 8,673.	18	- 626,017.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME		- 4,366.	01	- 353,322.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		- 13,039.		- 187,021.	
13 Total Add line 12, columns (b), (d), and (e)					13 - 200,060.

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>BRUCE HUEY</b>	Preparer's signature 	Date <b>11/3/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00024784</b>
	Firm's name ► <b>FRIEDMAN &amp; HUEY ASSOC. LLP</b>		Firm's EIN ► <b>36-3382360</b>		
	Firm's address ► <b>1313 WEST 175TH STREET HOMEWOOD, IL</b>		60430	Phone no <b>708-799-6800</b>	

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER PARTNERSHIP EXPENSES	<u>417,745.</u>	<u>417,745.</u>	<u>15.</u>
IL CHARITY BUREAU	<u>15.</u>		
LESS: AMOUNT ALLOC TO			
BANK FEES	<u>305.</u>	<u>-114.</u>	<u>305.</u>
TOTALS	<u><u>418,065.</u></u>	<u><u>417,936.</u></u>	<u><u>15.</u></u>

ATTACHMENT 7

## BUCKEYE FOUNDATION

36-3999865

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENTS						P or D	Date acquired	Date sold
Kind of Property		Description						
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-625,751.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					11.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-8,950.	
TOTAL GAIN(LOSS) . . . . .							<u>-634,690.</u>	

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
IL 990T INTEREST	4.	4.
SF INVESTMENTS, INC	150.	150.
MERRILL LYNCH	247,768.	247,768.
NEW VERNON AEGIR FUND	2,488.	2,488.
NEW VERNON GLOBAL FIXED INCOME FUND	100,378.	100,378.
NEW VERNON CAPITAL HOLDINGS, LLC	8,272.	8,272.
INTEREST ON LOAN	25,380.	25,380.
TOTAL	<u><u>384,440.</u></u>	<u><u>384,440.</u></u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIESATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST 03-40424 NEW VERNON AEGIR FUND NEW VERNON CAPITAL HOLDINGS, LLC	242,896. 9,188. 155,794.  <u>407,878.</u>	242,896. 9,188. 155,794.  <u>407,878.</u>
TOTAL		

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NEW VERNON GLOBAL FIXED INCOME FUND	-180,453.	-180,453.
NEW VERNON AEGIR FUND	195.	195.
LESS: AMOUNT REPORTED ON FORM 990-T		
IL TAX REFUND	1,533.	4,366.
NEW VERNON CAPITAL HOLDINGS, LLC	-178,963.	-178,963.
TOTALS	<u><u>-357,688.</u></u>	<u><u>-354,855.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FRIEDMAN & HUEY	7,500.	3,750.	3,750.	3,750.
TOTALS	<u>7,500.</u>	<u>3,750.</u>	<u>3,750.</u>	<u>3,750.</u>

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 5

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NEW VERNON AEGIR FUND NEW VERNON GLOBAL FIXED INC FD NV CAPITAL HOLDINGS, LLC LESS: AMOUNT ALLOC TO 990-T	21,671. 7. 3,360.  <hr/> TOTALS	21,671. 7. 3,360. -21,671.  <hr/> <u>25,038.</u> <hr/> <u>3,367.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBTI TAXES PAID (FEDERAL)		
UBTI TAXES PAID (ILLINOIS)		
FOREIGN TAX PAID - NV GLOBAL	5,090.	5,090.
FOREIGN TAX PAID - NV CAPITAL	1,230.	1,230.
TOTALS	<u>6,320.</u>	<u>6,320.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN - SEE STMT ATTACHED 1000 SHS KLS DIVERSIFIED	2,414,923. 1,000,000.	2,414,923. 1,000,000.	5,873,109. 1,520,543.
TOTALS	<u>3,414,923.</u>	<u>3,414,923.</u>	<u>7,393,652.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRL BANK OF AMER CRP (ML)	<u>2,748,434.</u>	<u>2,748,434.</u>	<u>2,551,890.</u>
TOTALS	<u><u>2,748,434.</u></u>	<u><u>2,748,434.</u></u>	<u><u>2,551,890.</u></u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEW VERNON AEGIR FUND	1,906,860.	1,644,831.	1,865,159.
NEW VERNON GLOBAL FIXED INC FD	3,205,192.		
GLOBOSPORT INDIA PVT LTD	600,000.	600,000.	1,434,106.
NV CAPITAL HOLDINGS, LLC	10,955,913.	8,697,470.	14,280,188.
NV INDIA DI CAYMAN FUND LP		300,000.	267,972.
TOTALS	<u><u>16,667,965.</u></u>	<u><u>11,242,301.</u></u>	<u><u>17,847,425.</u></u>

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
FMV OF DONATED STOCK OVER COST BALDWIN & LYONS	4,412,492.	4,412,492.
ACCRUED INTEREST PAID		
FMV OF DONATED PSHP INTEREST OVER COST - NV CAP HLDGS LLC	10,858,316.	10,858,316.
TOTALS	<u><u>15,270,808.</u></u>	<u><u>15,270,808.</u></u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESNAME AND ADDRESSTITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

MARY KAREN PATRICK PHILIP  
1124 WEST DRUMMOND  
CHICAGO, IL 60614

0

TREASURER -- PART-TIME

MARILYN M PATRICK  
122 BRINKER ROAD  
BARRINGTON HILLS, IL 60010

0

SECRETARY -- PART-TIME

THOMAS H PATRICK  
9723 NIBLICK LANE  
NAPLES, FL 34108

0

PRESIDENT -- PART-TIME

GRAND TOTALS

FORM 9000E - PART A - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

## RECIPIENT NAME AND ADDRESS

SEE STATEMENTS ATTACHED  
1313 W 175TH ST  
HOMEWOOD, IL 60430

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

CHARITABLE

NONE

PUBLIC CHARITY

## TOTAL CONTRIBUTIONS PAID

AMOUNT

1,125,112

1,125,112

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

NORTHERN TRUST 03-40424

11.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

11.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

11.

## BUCKEYE FOUNDATION

FORM 990-PF

YEAR ENDED DECEMBER 31, 2012

PART II, LINE 10b - INVESTMENTS

CORPORATE STOCKS

<u>Beginning of Year</u>	<u>End of Year</u>	<u>Description</u>	<u>Beginning of Year</u> <u>Book Value</u>	<u>End of Year</u> <u>Book Value</u>	<u>Market Value</u>
<u>NORTHERN TRUST A/C</u>					
70	70	American Intl Group Inc	53,814.80	53,212.07	2,471.00
236,862	236,862	Baldwin Lyons Inc.	2,184,114.00	2,184,114.00	5,651,527.32
1,356	1,356	Bank of America Corp	46,613.00	46,613.00	15,729.60
4,000	4,000	Northern Trust Corp	130,375.00	130,375.00	200,640.00
37	37	American Intl Group Inc WT	-	602.73	510.60
37,531	37,531	American Intl Group Inc WTS/Pt	6.38	6.38	-
31,820	31,820	Comdisco Contingent Distributio	-	-	2,230.58
<b>TOTAL NT COMMON STK:</b>			<b>2,414,923.18</b>	<b>2,414,923.18</b>	<b>5,873,109.10</b>

**2,414,923.18    2,414,923.18    5,873,109.10**

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
	<u>NONE PUBLIC</u>	<u>GENERAL</u>	<u>GENERAL</u>	
626 LANDMARK FOUNDATION 626 NORTH MICHIGAN AVENUE CHICAGO, IL 60611	NONE PUBLIC		GENERAL	250
BARRINGTON AREA COMMUNITY FOUNDATION 421 N NORTHWEST HWY # 201 BARRINGTON, IL 60010	NONE PUBLIC		GENERAL	5,500
BARRINGTON AREA CONSERVATION TRUST 210 W MAIN STREET BARRINGTON, ILLINOIS 60010	NONE PUBLIC		GENERAL	500
BARRINGTON ROTARY CHARITIES PO BOX 42 BARRINGTON, IL 60011	NONE PUBLIC		GENERAL	500
BARRINGTON AREA COUNCIL ON AGING 6000 GARLANDS LANE, SUITE 100 BARRINGTON, ILLINOIS 60010	NONE PUBLIC		GENERAL	500
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES 1800 K STREET, NW WASHINGTON, DC 20006	NONE PUBLIC		GENERAL	50,000
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614	NONE PUBLIC		GENERAL	100,000
CINCINNATI CHILDREN'S HOSPITAL 3333 BURNET AVENUE CINCINNATI, OH 45229-3039	NONE PUBLIC		GENERAL	200,000
DING DARLING WILDLIFE REFUGE 1 WILDLIFE DR SANIBEL, FL 33957	NONE PUBLIC		GENERAL	250
DISTRICT 220 EDUCATIONAL FOUNDATION PO BOX 262 BARRINGTON, IL 60011	NONE PUBLIC		GENERAL	500
EAST VILLAGE COMMUNITY SCHOOLS 610 E 12TH STREET NEW YORK, NY 10009	NONE PUBLIC		GENERAL	1,000
FOUNDATION OF THE UNIVERSITY OF MEDICINE AND DENTISTRY 120 ALBANY STREET TOWER II NEW BRUNSWICK, NJ 08901	NONE PUBLIC		GENERAL	5,000
FOURTH PRESBYTERIAN CHURCH 126 E CHESTNUT STREET CHICAGO, ILLINOIS 60611-2094	NONE PUBLIC		GENERAL	5,000
GIGI'S PLAYHOUSE 3948 N LINCOLN CHICAGO, IL 60613	NONE PUBLIC		GENERAL	1,000
GOODMAN THEATRE 170 NORTH DEARBORN CHICAGO, ILLINOIS 60601	NONE PUBLIC		GENERAL	1,000
HARLEM EDUCATIONAL ACTIVITIES FUND, INC 162 WEST 56TH STREET, STE 405 NEW YORK, NY 10019	NONE PUBLIC		GENERAL	25,000
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MASSACHUSETTS 02138	NONE PUBLIC		GENERAL	200,000

HOME OF THE SPARROW P O BOX 343 MC HENRY, ILLINOIS 60051	NONE PUBLIC	GENERAL	66,488
HOUSE OF THE GOOD SHEPHERD WOMEN'S BOARD 1114 W GRACE STREET CHICAGO, IL 60613	NONE PUBLIC	GENERAL	1,000
LANDMARKS ILLINOIS SUITE 1315, 53 W JACKSON BLVD CHICAGO, IL 60604	NONE PUBLIC	GENERAL	1,000
MOVEMBER PO BOX 2726 VERNICE, CA 90294	NONE PUBLIC	GENERAL	300
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE PUBLIC	GENERAL	600
OHIO STATE UNIVERSITY 2400 OLENTANGY RIVER ROAD COLUMBUS, OHIO 43210-1027	NONE PUBLIC	GENERAL	429,224
PRESBYTERIAN CHURCH OF BARRINGTON 6 BRINKER ROAD BARRINGTON, IL 60010	NONE PUBLIC	GENERAL	5,250
SACRED HEART SCHOOLS 6250 N SHERIDAN RD CHICAGO, IL 60660	NONE PUBLIC	GENERAL	25,000
SUSAN G KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS TEXAS 75244	NONE PUBLIC	GENERAL	250

1,125,112



- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)**

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions  BUCKEYE FOUNDATION	Employer identification number (EIN) or  36-3999865
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions  C/O F & H ASSOC., LLP	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  HOMEWOOD, IL 60430	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ► MARY KAREN PATRICK PHILIP  
Telephone No ► 773 348-8180 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box . . . . . ►  If it is for part of the group, check this box . . . . . ►  and attach a list with the names and EINs of all members the extension is for

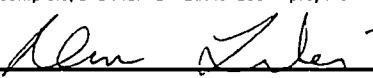
- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year 2012, or other tax year beginning 20 , and ending 20
- If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 108,542.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 108,542.
c Balance Due Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►



Title ► CPA

Date ► 08/14/2013

Form 8868 (Rev 1-2013)