Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

A Employer identification number 36-4006933

Number and street (or P O box number if mail is not delivered to street address) C/O JOHN FIELDS 2100 FRONTAGE ROAD

Room/suite

B Telephone number (see instructions) (847) 998-5200

City or town, state, and ZIP code GLENCOE, IL 60022

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,307,088.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(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)	664,705.			
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,419.	1,419.		
4 Dividends and interest from securities	23,795.	23,795.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,363.			
b Gross sales price for all assets on line 6a 96,239.				
7 Capital gain net income (from Part IV, line 2)				
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 1	683.	683.		
12 **Total.** Add lines 1 through 11	689,239.	25,897.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 2	879.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	173.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,052.			
25 Contributions, gifts, grants paid	258,365.			258,365.
26 **Total expenses and disbursements** Add lines 24 and 25	259,417.			258,365.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	429,822.			
b **Net investment income** (if negative, enter -0-)		25,897.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	37,426.	462,817.	462,815.
	2 Savings and temporary cash investments	1,097,163.	802,592.	802,592.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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) **	49,816.	142,382.	149,533.
	b Investments - corporate stock (attach schedule) ATCH 5	482,258.	338,505.	377,623.
	c Investments - corporate bonds (attach schedule) ATCH 6	134,957.	485,146.	514,525.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,801,620.	2,231,442.	2,307,088.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 7)	180.	180.	
	23 Total liabilities (add lines 17 through 22)	180.	180.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,801,440.	2,231,262.	
	30 Total net assets or fund balances (see instructions)	1,801,440.	2,231,262.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,801,620.	2,231,442.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,801,440.
2	Enter amount from Part I, line 27a	2	429,822.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,231,262.
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	2,231,262.

**ATCH 4

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-1,363.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	125,175.	1,670,739.	0.074922
2010	139,072.	1,539,228.	0.090352
2009	106,350.	1,499,278.	0.070934
2008	130,920.	1,506,265.	0.086917
2007	133,365.	1,402,031.	0.095123

2 **Total** of line 1, column (d)	2	0.418248
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.083650
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,974,112.
5 Multiply line 4 by line 3	5	165,134.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	259.
7 Add lines 5 and 6	7	165,393.
8 Enter qualifying distributions from Part XII, line 4	8	258,365.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	259.
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	259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	259.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 640.		
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	640.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	381.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 381. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN R FIELDS Telephone no ▶ 847-998-5200

Located at ▶2100 FRONTAGE ROAD GLENCOE, IL ZIP+4 ▶ 60022

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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 8		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 ▶

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

3 Five highest-paid independent contractors for professional services (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		0
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 NONE	
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 ▶	

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	854,822.
b	Average of monthly cash balances	1b	1,149,353.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,004,175.
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	2,004,175.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,063.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,974,112.
6	**Minimum investment return.** Enter 5% of line 5	6	98,706.

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	98,706.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	259.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	259.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	98,447.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	98,447.
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	98,447.

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	258,365.
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	258,365.
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	259.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	258,106.

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				98,447.
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 . . . . . . 64,666.				
b From 2008 . . . . . . 56,845.				
c From 2009 . . . . . . 32,156.				
d From 2010 . . . . . . 62,946.				
e From 2011 . . . . . . 42,250.				
f Total of lines 3a through e	258,863.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 258,365.				
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				98,447.
e Remaining amount distributed out of corpus	159,918.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	418,781.			
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				
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)	64,666.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	354,115.			
10 Analysis of line 9				
a Excess from 2008 . . . 56,845.				
b Excess from 2009 . . . 32,156.				
c Excess from 2010 . . . 62,946.				
d Excess from 2011 . . . 42,250.				
e Excess from 2012 . . . 159,918.				

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 . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ **3a**				258,365.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	1,419.	
4 Dividends and interest from securities			14	23,795.	
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	-1,363.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10				683.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				24,534.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 24,534.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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] | 11/11/13 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT SABIN	[signature]	11/8/13		P00033618

Firm's name ▶ MILLER, COOPER & CO., LTD. — Firm's EIN ▶ 36-2897372

Firm's address ▶ 1751 LAKE COOK ROAD, SUITE 400, DEERFIELD, IL 60015 — Phone no 847-205-5000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE EARL AND BETTIE FIELDS
AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number
36-4006933

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number 36-4006933

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	M.E. FIELDS, INC. 2100 FRONTAGE ROAD GLENCOE, IL 60022	$ 47,511.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	FIELDS PAG INC 963 WYMORE ROAD WINTER PARK, FL 32789	$ 26,083.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	FIELDS MOTORCARS OF FLORIDA INC. 963 WYMORE ROAD WINTER PARK, FL 32789	$ 174,092.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	JOHN FIELDS 162 N. BEACH ROAD HOBE SOUND, FL 33455	$ 200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	DANIEL FIELDS 440 HENKEL CIRCLE WINTER PARK, FL 332789	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	RYAN FIELDS 3116 GREGORY STREET MADISON, WI 53711	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number 36-4006933

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	RABBI ROB THOMAS 901 INTERNATIONAL PARKWAY, SUITE 350 LAKE MARY, FL 32746	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	DAVE MCCULLOCH 305 BASSWOOD RD LAKE FOREST, IL 60045	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number 36-4006933

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number 36-4006933

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

Kind of Property		Description				P or D	Date acquired	Date sold
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 CAPITAL GAIN DISTRIBUTIONS					1,578.	
		7200 SHS MFS INTERMDT INCOME T					03/29/2010	04/24/2012
46,240.		49,365.					-3,125.	
		50000 SHS US TREAS NOTES					09/16/2009	09/15/2012
50,000.		49,816.					184.	
TOTAL GAIN(LOSS)							-1,363.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INVESTMENT INCOME	683.	683.
TOTALS	683.	683.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	756.
FOREIGN TAX	123.
TOTALS	879.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
STATE FILING FEES		10.
MISCELLANEOUS EXPENSES		163.
	TOTALS	173.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 4

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	49,816.	142,382.	149,533.
US OBLIGATIONS TOTAL	49,816.	142,382.	149,533.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	482,258.	338,505.	377,623.
TOTALS	482,258.	338,505.	377,623.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		134,957.	485,146.	514,525.
	TOTALS	134,957.	485,146.	514,525.

ATTACHMENT 7

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE TO B. BECKER		180.	180.
	TOTALS	180.	180.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JOHN R. FIELDS 717 ROCKEFELLER ROAD LAKE FOREST, IL 60045	TREASURER/DIRECTOR 2.00	0	0	0
EARL D. KLEIN C/O JOHN FIELDS 2100 FRONTAGE ROAD GLENCOE, IL 60022	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE OF CONTRIBUTIONS	NONE NONE	CHARITABLE	258,365.
		TOTAL CONTRIBUTIONS PAID	258,365.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INVESTMENT INCOME				683.	
TOTALS				683.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE EARL AND BETTIE FIELDS AUTOMOTIVE GROUP FOUNDATION, INC.

Employer identification number: 36-4006933

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-2,941.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,578.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-1,363.

Part III Summary of Parts I and II Caution: *Read the instructions **before** completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			
14 **Net long-term gain or (loss):**				
a Total for year	14a			-1,363.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,363.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	(1,363.)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if.*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-		22			
23	Subtract line 22 from line 17 If zero or less, enter -0-		23			
24	Enter the **smaller** of the amount on line 17 or $2,400		24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25			
26	Subtract line 25 from line 24		26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28			
29	Subtract line 28 from line 27		29			
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THE EARL AND BETTIE FIELDS

Employer identification number: 36-4006933

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7200 SHS MFS INTERMDT INCOME T	03/29/2010	04/24/2012	46,240.	49,365.	-3,125.
50000 SHS US TREAS NOTES	09/16/2009	09/15/2012	50,000.	49,816.	184.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-2,941.

July 2, 2013

Portfolio Statement
As of 12/31/2012

Fields Automotive Group Foundation Acct #: xxxx-1001
Earl & Bettie Fields
717 Rockefeller
Lake Forest, IL 60045

Weight	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L	Current Yield
CASH & EQUIVALENTS									
Money Market Funds									
10.0%	Schwab Adv Cash Resrv Prem		115,445.78 Cash		115,445.78				0.0%
FIXED INCOME FUNDS									
Bond									
3.4%	Cutwater Select Inc Fd	2,000	37,729.95 1	18.865	39,300.00	19.650	1,570.05	4.2%	5.4%
4.9%	Managers PIMCO Bd Fd	5,194.033	50,377.54 Bond	9.699	56,718.84	10.920	6,341.30	12.6%	3.4%
9.4%	Pimco Exch Traded Fund	1,000	103,147.82	103.148	109,050.00	109.050	5,902.18	5.7%	2.0%
8.0%	Spdr Barclays Cap Crp Bd ETF	3,000	92,405.95	30.802	92,160.00	30.720	(245.95)	-0.3%	1.3%
25.7%			283,661.26		297,228.84		13,567.58	4.8%	2.5%
International Bond									
8.0%	Brandywine Global Opportunities	7,926.094	92,003.65 Bond	11.608	92,814.56	11.710	810.91	0.9%	3.0%
33.7%			375,664.91		390,043.40		14,378.49	3.8%	2.6%
COMMON STOCK									
Consumer Staples									
1.5%	Kimberly-Clark Corp	200	12,126.86	60.634	16,886.00	84.430	4,759.14	39.2%	3.5%
1.7%	Mead Johnson Nutrition	300	18,658.75	62.196	19,767.00	65.890	1,108.25	5.9%	1.8%
1.2%	Pepsico Inc	200	11,588.90	57.945	13,686.00	68.430	2,097.10	18.1%	3.1%
1.2%	Procter & Gamble	200	11,832.70	59.164	13,578.00	67.890	1,745.30	14.7%	3.3%
5.5%			54,207.21 1		63,917.00		9,709.79	17.9%	2.9%
Energy									
1.9%	Chevron Corp	200	8,949.95	44.750	21,628.00	108.140	12,678.05	141.7%	3.3%
1.5%	Conocophillips	300	15,927.07	53.090	17,397.00	57.990	1,469.93	9.2%	4.6%
0.7%	Phillips 66	150	4,733.28	31.555	7,965.00	53.100	3,231.72	68.3%	1.9%
4.1%		Cost	29,610.30 1		46,990.00		17,379.70	58.7%	3.5%

Bonds - 142,382

(1) = 378,505

other 485146

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As of 12/31/2012

Fields Automotive Group Foundation Acct #: xxxx-1001

Weight	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L	Current Yield
	COMMON STOCK								
	Financials								
0.8%	Plum Creek Timber	220	6,253.75	28.426	9,761.40	44.370	3,507.65	56.1%	3.8%
	Health Care								
1.8%	Johnson & Johnson	300	18,821.35	62.738	21,030.00	70.100	2,208.65	11.7%	3.5%
1.7%	Pfizer Inc	800	20,712.09	25.890	20,063.44	25.079	(648.65)	-3.1%	3.5%
3.6%			39,533.44 1		41,093.44		1,560.00	3.9%	3.5%
	Industrials								
1.3%	3 M Corp	160	8,465.15	52.907	14,856.00	92.850	6,390.85	75.5%	2.5%
1.1%	Emerson Electric	240	5,959.15	24.830	12,710.40	52.960	6,751.25	113.3%	3.1%
1.8%	General Dynamics	300	21,508.15	71.694	20,781.00	69.270	(727.15)	-3.4%	2.9%
1.6%	Illinois Tool Works Inc	300	16,661.35	55.538	18,243.00	60.810	1,581.65	9.5%	2.5%
5.8%			52,593.80 1		66,590.40		13,996.60	26.6%	2.8%
	Information Technology								
1.2%	Microsoft Corp	500	14,519.95 1	29.040	13,354.85	26.710	(1,165.10)	-8.0%	3.4%
	Materials								
0.8%	Newmont Mining	200	10,043.95 1	50.220	9,288.00	46.440	(755.95)	-7.5%	3.0%
	Telecommunications Svcs								
0.5%	Centurylink Inc	137	4,377.85	31.955	5,359.44	39.120	981.59	22.4%	7.4%
0.0%	Frontier Communications	28	365.24	13.044	119.84	4.280	(245.40)	-67.2%	9.3%
0.4%	Verizon Communications	120	5,350.95	44.591	5,192.40	43.270	(158.55)	-3.0%	4.8%
0.3%	Windstream Corporation	350	4,397.60	12.565	2,898.00	8.280	(1,499.60)	-34.1%	12.1%
1.2%			14,491.64 1		13,569.68		(921.96)	-6.4%	7.4%
	Utilities								
1.1%	Duke Energy	193	11,097.40 1	57.499	12,313.40	63.800	1,216.00	11.0%	4.8%
23.9%			232,351.44		276,878.17		44,526.73	19.2%	3.4%

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Weight	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L	Current Yield
EQUITY FUNDS									
Index Fund									
11.3%	Diamonds Trust Series I	1,000	122,726.95	122.727	130,580.00	130.580	7,853.05	6.4%	3.8%
6.1%	Ishares Tr S&P Smallcap	900	71,279.05	79.199	70,290.00	78.100	(989.05)	-1.4%	3.0%
6.4%	SPDR S&P MidCap 400 ETF	400	57,956.70	144.892	74,284.00	185.710	16,327.30	28.2%	1.8%
23.8%			251,962.70		275,154.00		23,191.30	9.2%	3.1%
SECTOR FUNDS									
Commodity/Gold									
3.6%	Central Fd Cda Ltd Cla	2,000	44,412.95	22.206	42,060.00	21.030	(2,352.95)	-5.3%	0.0%
2.5%	RS Global Natural Res Fd	796.353	30,264.70	38.004	29,146.52	36.600	(1,118.18)	-3.7%	0.0%
6.2%			74,677.65 1		71,206.52		(3,471.13)	-4.6%	0.0%
INTERNATIONAL FUNDS									
International Equity									
2.5%	Ishares Msci Cda Idx Fd	1,000	31,376.95	31.377	28,400.00	28.400	(2,976.95)	-9.5%	2.7%
100.0%			1,081,479.43		1,157,127.87		75,648.44	7.0%	2.5%

The Earl and Bettie Fields Foundation
Statement of Cash Receipts and Disbursements
January 1, 2012 to
December 31, 2012

check #	Paid to:	
2956	Junior League of Greater Lakeland	2,500.00
2957	Eisenberg Foundation	3,000.00
2963	The Asheville Humane Society	1,000.00
2565	Lakeland Pig Festival	2,500.00
2966	National Kidney Foundation	1,000.00
2968	Comboni Missionaries of the Heart of Jesus	9,310.00
2970	Hersey Instrumental Association	200.00
2958	Veterans Upward Bond	300.00
2972	Kissimmee Vistas Hospice	500.00
2974	US Coast Guard	250.00
2975	Parent Network After Party	1,000.00
2977	West Deerfield Food Pantry	1,000.00
2979	Polk Museum of Art	350.00
2987	Stanford University	20,000.00

The Earl and Bettie Fields Foundation
Statement of Cash Receipts and Disbursements
January 1, 2012 to
December 31, 2012

2973 SPCA	2,500.00
2976 Watson Clinic Foundation	500.00
2981 UW Carbone Cancer Center	980.00
2982 North Shore United Way	1,725.00
2983 Kids House Seminole	1,250.00
2984 Heathrow Women's Club Charities	500.00
2985 Cleveland Clinic	5,000.00
2986 Kohl Children's Museum	25,000.00
2988 Arts Wisconsin	500.00
2989 Libby's Legacy Brest Cancer Foundation	2,500.00
2993 North Shore Congregation Israel	500.00
2994 The Joffrey Ballet	500.00
2967 Rollins College	2,500.00
2990 New Trier Social Services	100.00
2991 Free Wheelchair Mission	650.00
2992 Northridge Preparatory School	3,000.00
2996 New Hope for Kids	5,000.00
3001 Hubbard Street Dance Chicago	500.00
3004 The Ellie Burns Foundation	5,000.00
2995 Crawl	3,000.00
2997 Rollins Collehe Hamilton Holt School	4,000.00
2999 American Cancer Society	200.00
3000 Lake Forest Lake Bluff LDA	300.00
3002 Coast Guard	200.00
3003 The Spring Society	1,000.00
3006 CMTA Golf Challenge	4,160.00
3009 American Cancer Society	500.00
3011 National Kidney Foundation	500.00
3013 Leukemia & Lymphoma Society	1,000.00
3014 The Auxiliary at Evanston & Glenbrook Hospitals	500.00
3005 College Bound Opportunities	500.00
3007 Heart and Stroke Foundation	500.00
3008 WBDTBC IOU - Gold	250.00
3015 Block Party at St Norbert	500.00
3016 SAM Memoria Fund	750.00
3017 Arthritis Foundation	600.00
3018 Friends of Lake Forest Parks and Recreation	20,000.00
3019 Wood Family Foundation	500.00
3022 Arthritis Foundation	400.00
3023 The Jason McKie Foundation	250.00
3026 Kohl Children's Museum	500.00

The Earl and Bettie Fields Foundation
Statement of Cash Receipts and Disbursements
January 1, 2012 to December 31, 2012

3028 US Children's Medical Assistance Fund	1,000.00
3020 YWCA	500.00
3024 Winnetka Park District	350.00
3025 Make A Wish	4,150.00
3030 International Myeloma Foundation	200.00
3032 National Multiplr Sclerosis Society	200.00
3033 Hospice Alliance, Inc	200.00
3035 Midwest Children's Brain Tumore Center	500.00
3036 MHS	190.00
3027 The American Cancer Society	500.00
3029 Dravet Syndrome Foundation	200.00
3037 Parkinson's Disease Research Society	500.00
3038 National Kidney Foundation	2,500.00
3039 National Kidney Foundation	1,500.00
3040 Catholic Charities	1,500.00
3041 The Women's Board Rush University Medical Center	5,000.00
3042 GO BLUE, LLC	4,610.17
3043 EAA	34,000.00
3044 John Fields	1,606.00
3045 EAA	1,250.00
3047 Arthritis Foundation	1,500.00
3048 Navy League Tampa Council	1,000.00
3050 St Malachy's School Tuition Fund	500.00
3051 Stanford GSB	3,000.00
3052 Guide Dogs of America	300.00
3053 Athletes for Causes	634.00
3054 March of Dimes	4,000.00
3056 Town of Eatonville	1,500.00
3058 Bridges of Light	4,000.00
3061 Lou Malnati's Cancer Fund	500.00
3065 Feed Florida First	500.00
3073 Autism Society of Greater Orlando	500.00
3269 Shore Community Services	100.00
3057 Kiwanis Club of Tampa	800.00
3060 Search and Rescue Charitable Foundation	500.00
3062 Libby's Legacy	2,500.00
3063 Leukemia and Lymphoma Society	2,500.00
3066 Harley Helping Hands	500.00
3067 Rally for Ryan	500.00
3068 Camp Kesem	500.00
3069 Skin of Steel	500.00
3070 Ronald McDonald House	500.00
3071 Racers Against Childhood Cancer	500.00

The Earl and Bettie Fields Foundation
Statement of Cash Receipts and Disbursements
January 1, 2012 to
December 31, 2012

3072 American Lung Association	500.00
3074 2nd Harvest Food Bank	100.00
3075 A Gift for Teaching	100.00
3076 Air Force Aid Society	100.00
3077 Alpha Omega Miracle Home in St Augistine	100.00
3078 Alzheimer's Association	100.00
3079 Amazon 5000 - For a Cure	100.00
3081 American Diabetes Association	100.00
3083 Animal Rescue & Veteran Support Services	100.00
3084 Bags of Hope Central Florida	100.00
3085 BASE Camp Childrens Cancer Foundation	100.00
3086 Beta Center	100.00
3087 Boys and Girls Clubs of the Big Bend	100.00
3088 Brennan Marie Foundation	100.00
3089 Bridges of Light Foundation	100.00
3090 Building Homes For Heroes	100.00
3091 Canine Companions for Independence	100.00
3092 Caring for the Children	100.00
3093 Center For Independent Living of Central Florida	100.00
3094 Chai Lifeline	100.00
3095 Christian HELP Foundation	100.00
3096 Christmas Bike Program	100.00
3097 Clean the World Foundation	100.00
3098 Cure Search for Children's Cancer	100.00
3099 Cystic Fibrosis Foundation	100.00
3100 Down's Syndrome Association of Central Florida	100.00
3101 Dress for Success Greater Orlando	100.00
3103 ECHO of Brandon	100.00
3104 Edge Alliance	100.00
3106 Epilepsy Association of Central Florida	100.00
3107 Events for Change Orlando	100.00
3108 First ?? Of Central Florida	100.00
3109 Florida Hospital Diabetes Institute	100.00
3110 Florida Little Dog Rescue	100.00
3111 Folds of Honor Foundation	100.00
3112 Foundation Fighting Blindness	100.00
3113 Freedom Ride Inc.	100.00
3114 Freemans Fundamental Fanatics	100.00
3115 Friedreich's Ataxiz Research Alliance	100.00
3116 Friends of Children and Families Inc	100.00
3117 Genesis House Inc	100.00
3118 Give Courage Strength and Hope	100.00
3119 Give Kids the World	100.00
3120 God's Gift	100.00
3121 Golden Hat Foundation	100.00
3124 HAPCO Music Foundation	100.00
3125 Healthy Start Coalition of Hardee	100.00
3126 Helpful Hands, Inc.	100.00

The Earl and Bettie Fields Foundation
Statement of Cash Receipts and Disbursements
January 1, 2012 to
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3128 HOPE Helps, Inc	100.00
3129 Hospice of the Carolina Foothills	100.00
3130 Humane Society of Marion	100.00
3131 I Dignity	100.00
3132 Idols Aside Ministries	100.00
3133 ING Run for Something Better	100.00
3134 Injured Mariane Semoer Fi Fund	100.00
3135 International Community Schools	100.00
3136 International Myeloma Foundation	100.00
3137 International Rescue Committee	100.00
3138 International WAGR Syndrome Association	100.00
3139 Intervention Services	100.00
3140 Isabel Santos Foundation	100.00
3141 Joe Niekro Foundation	100.00
3142 Junior League of Greater Orlando	100.00
3143 Juvenile Diabetes Research Foundation	100.00
3144 Karen Mullen Breast Cabcer Foundation	100.00
3145 Kids Beating Cancer	100.00
3146 Kids House of Seminole	100.00
3147 Lakeland SPCA	100.00
3148 Lifeskills Academy of Orlando	100.00
3149 Lighthouse Central Florida	100.00
3150 Love INC of Brevard	100.00
3151 Love Pantry	100.00
3152 Make a Wish Foundation	100.00
3153 Mending Hearts	100.00
3154 Misericordia Heart of Mercy	100.00
3155 Human Mike Banking Association of North America	100.00
3156 Mustard Seed of Central Florida	100.00
3157 Nathaniel's Hope	100.00
3158 National Assoc. for Mental Illness	100.00
3159 National Down Syndrome Society	100.00
3160 National Kidney Foundation, Inc.	100.00
3161 New Hope for Kids	100.00
3163 Newborns in Need	100.00
6134 Child Protection Team of Palm Beach, Inc	100.00
3165 Orlando Health Foundation	100.00
3166 Orlando Orthopedic Center Foundation	100.00
3167 Orlando Union Rescue Mission	100.00
3168 Osceola County Council on Aging, Inc.	100.00
3169 Pace Center for Girld	100.00
3170 Pathways Drop in Center, Inc	100.00
3171 Pediatric Cancer Foundation, Tampa	100.00
3172 Pet Rescue by Judy	100.00
3173 Polis Institute	100.00
3176 Ribbon Riders, Inc	100.00
3177 Ronald McDonald House of Central Florida	100.00
3178 Russell Home for Atypical Childrem	100.00

The Earl and Bettie Fields Foundation
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January 1, 2012 to
December 31, 2012

3179 Safe House, Inc	100.00
3180 Saturday Place/Rashied Davis Charities	100.00
3181 Scheroderma Foundation of Greater Chicago	100.00
3182 Scottish Rite Foundation of Florida	100.00
3185 Sjogren's Syndrome Foundation, Inc	100.00
3186 SOS Childrens Villages Florida, Inc	100.00
3187 South Lake Animal League	100.00
3188 Southeastern Guide Dogs	100.00
3189 SPCA of Central Florida	100.00
3190 Stable Haven Horse Rescue	100.00
3191 Stand up 2 Cancer	100.00
3192 Susan G Komen Brest Cancer Foundation	100.00
3193 The Power Promise Organization	100.00
3194 The Salvation Army	100.00
3195 The Scott Coopersmith Stroke Awateness Foundation	100.00
3196 Treasure Coast Food Bank	100.00
3197 United Celebral Palsy of Florida	100.00
3198 United Way of Central Florida, Inc.	100.00
3199 United Yorkie Rescue	100.00
3201 Wings of Love and Hope, Inc	100.00
3202 Wounded Warrior Project	100.00
3203 Care for Real	100.00
3204 Halefax Healthy Families Corporation	100.00
3207 Ormond Beach Police Athletic League	100.00
3209 Shelter to Home, Inc	100.00
3210 Substance Abuse Services, Inc.	100.00
3212 Benefit the Azana Salon & Spa Victims	500.00
3214 American Cancer Society	100.00
3215 American Founation for Suicide Prevention	100.00
3216 Bookwallah	100.00
3217 Breakthrough Urban Ministries - Chicago	100.00
3218 Camp Awesum, Inc	100.00
3219 Cancer Wellness Center	100.00
3220 Camp K9's	100.00
3221 CASA Lake County	100.00
3222 Catholic Charities	100.00
3223 Chicago Children's Museum	100.00
3224 Chicago Public Library Foundation	100.00
3225 Christian Outreach of Lutherans	100.00
3226 Citizens United for Research in Epilepsy	100.00
3227 Clearbrook	100.00
3228 College Bound Opportunities	100.00
3229 CURED Foundation	100.00
3230 Cystinosis Research Network	100.00
3231 Danny Did Foundation	100.00
3232 Dravet Syndrome Foundation	100.00
3233 Easter Seals	100.00
3234 Eisenberg Foundation	100.00

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3235	Food Allergy Initiative	100.00
3236	Gilda's Club	100.00
3237	Glenview Hangar One Foundation	100.00
3238	Grandmother Park	100.00
3239	Great Lakes Hemophilia Foundation	100.00
3241	JMLS Veterans' Legal Support Canter & Clinic	100.00
3242	Josselyn Center	100.00
3243	Junior League of Evanston-North Shore	100.00
3244	Juvenile Protective Association	100.00
3245	Liddy Shrivey Sarcoma Institute	100.00
3246	LURIE CHILDRENS HOSPITAL OF CHICAGO	100.00
3247	LUSTER LEARNING INSTITUTE	100.00
3248	MADISON YOUTH CHOIRS	100.00
3249	MEALS ON WHEELS CHICAGO	100.00
3250	MIDWEST HOSPICE CARE CENTER	100.00
3251	MOUNT PROSPECT HISTORICAL SOCIETY	100.00
3252	MS CURE FUNDRAISER	100.00
3253	NATIONAL STUTTERING ASSOCIATION	100.00
3254	ONE HOPE UNITED	100.00
3255	ONE HUNDRED CLUB OF COOK COUNTY	100.00
3256	OUR COMMUNITY OF ILLINOIS, INC.	100.00
3257	PAN AFRICAN SANCTUARY ALLIANCE	100.00
3258	PANCREATIC CANCER ACTION NETWORK	100.00
3259	PARTNERSHIP FOR CURES	100.00
3261	PDSA	100.00
3262	PREVENT BLINDNESS AMERICA	100.00
3263	NEW BEGINNINGS CHURCH OF CHICAGO	100.00
3264	RAPE VICTIM ADVOCATES	100.00
3265	RSOSA	100.00
3266	ROTARY CLUB OF NORTHBROOK CHARITABLE PROJECTS	100.00
3267	SAMARITAN COUNSELING CENTER	100.00
3268	SENIOR CONECTIONS OF EVANSTON	100.00
3270	SHRINER'S HOSPITALS FOR CHILDREN	100.00
3271	Solidarity Bridge	100.00
3272	Spinal Cord Injury Assoc of Illinois	100.00
3273	Stanford School of Medicine, Center for Narcolpsy	100.00
3274	Teen Living Programs	100.00
3275	The Children's Heart Foundation	100.00
3276	The Family First Center of Lake County	100.00
3277	The Lilac Tree	100.00
3278	The Lioness of Greater Kenosha	100.00
3280	The Ted Fund	100.00
3281	Tree House Humane Society	100.00
3283	Wheaton Franciscan Healthcare All Sisters Foundation	100.00
3284	Young at Heart Pet Rescue	100.00
3285	Youth Services of Glenview/Northbrook	100.00
3287	Project Vision Inc	100.00
3290	Harvey Kornblum Jewish food pantry	100.00

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January 1, 2012 to
December 31, 2012

3291 Team Challenge Wisconsin	100.00
3292 Peer Health Exchange	100.00
3294 Curts Café	100.00
3295 Laurie's Childrens Foundation	100.00
3297 The Rory David Deutsch Foundation	500.00
3298 Chicago Botanic Garden	2,250.00
3301 Woodlawn Foundation	200.00
3082 American Heart Association	100.00
3105 Elderpoint Ministries of Greater Lakeland	100.00
3122 Greater Orlando Chapter of the America Assoc of Zoo Keepers	100.00
3123 Guys with Ties Philanthropy	100.00
3127 Hisoanic Health Initiatives	100.00
3162 New Horizons for Children	100.00
3206 Oravole Foundation, Inc.	100.00
3240 Gridiron Greats Assistance Fund	100.00
3279 The Dpeedy and Honey Memorial Camp Foundation	100.00
3282 Vllage Follies	100.00
3299 Rollins College Hamilton Holt School	4,000.00
3302 West Deerfields Township Food Pantry	1,000.00
Total Contributions Paid	258,365.17