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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GAIL G. ELLIS FOUNDATION, INC. C/O DAVID FRIEDLANDER, FGMK		A Employer identification number 36-4076867
Number and street (or P.O. box number if mail is not delivered to street address) 2801 LAKESIDE DRIVE - 3RD FLOOR	Room/suite	B Telephone number 847-374-0400
City or town, state, and ZIP code BANNOCKBURN, IL 60015		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 ☐
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) \$ 10,454,677. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
4	Dividends and interest from securities	4,960.	4,960.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	385,484.			
b	Gross sales price for all assets on line 6a	187,360.			
7	Capital gain net income (from Part IV, line 2)		385,484.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	236,285.	236,285.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	626,734.	626,734.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest	8,864.	8,864.	0.	0.
18	Taxes	3,147.	3,147.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	126,497.	126,497.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	138,508.	138,508.	0.	0.
25	Contributions, gifts, grants paid	489,550.			489,550.
26	Total expenses and disbursements. Add lines 24 and 25	628,058.	138,508.	0.	489,550.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,324.>			
b	Net investment income (if negative, enter -0-)		488,226.		
c	Adjusted net income (if negative, enter -0-)			0.	

GAIL G. ELLIS FOUNDATION, INC.

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C/O DAVID FRIEDLANDER, FG MK

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	175,027.	17,059.	17,059.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	8,995,294.	10,027,168.	10,437,618.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		9,170,321.	10,044,227.	10,454,677.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
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		9,170,321.	10,044,227.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		9,170,321.	10,044,227.	
31 Total liabilities and net assets/fund balances		9,170,321.	10,044,227.	

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	9,170,321.
2 Enter amount from Part I, line 27a	2	<1,324.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	875,230.
4 Add lines 1, 2, and 3	4	10,044,227.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,044,227.

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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			
b SEE ATTACHED STATEMENT			
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 187,360.		159.	385,484.

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))
(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	
a			
b			
c			
d			
e			385,484.

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	385,484.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	509,803.	9,563,698.	.053306
2010	270,255.	9,473,292.	.028528
2009	257,815.	8,794,973.	.029314
2008	155,808.	9,220,393.	.016898
2007	200,190.	9,467,777.	.021144

2 Total of line 1, column (d)	2	.149190
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	.029838
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,895,809.
5 Multiply line 4 by line 3	5	295,271.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,882.
7 Add lines 5 and 6	7	300,153.
8 Enter qualifying distributions from Part XII, line 4	8	489,550.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,882.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,882.
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	4,882.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,605.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,605.	
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	15,723.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 15,723. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DAVID FRIEDLANDER Telephone no. ► 847-940-3240 Located at ► 2801 LAKESIDE # 300, BANNOCKBURN, IL ZIP+4 ► 60015			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b
		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

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?

N/A

7b

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

(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
GAIL G. ELLIS	DIRECTOR			
1435 CIRCLE DRIVE				
SAN MARINO, CA 91108	0.00	0.	0.	0.
BRIAN C. SULLIVAN	DIRECTOR			
15040 ALTATA DRIVE				
PACIFIC PALISADES, CA 90272	0.00	0.	0.	0.
CARRIE E. SULLIVAN	DIRECTOR			
1455 CIRCLE DRIVE				
SAN MARINO, CA 91108	0.00	0.	0.	0.

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

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

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

0

Part 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	366,363.
b	Average of monthly cash balances	1b	96,043.
c	Fair market value of all other assets	1c	9,584,101.
d	Total (add lines 1a, b, and c)	1d	10,046,507.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,046,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,698.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,895,809.
6	Minimum investment return. Enter 5% of line 5	6	494,790.

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	494,790.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,882.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,882.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	489,908.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	489,908.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	489,908.

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	489,550.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	489,550.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,882.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	484,668.

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				489,908.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			429,293.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 489,550.				
a Applied to 2011, but not more than line 2a			429,293.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				60,257.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				429,651.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

GAIL G. ELLIS

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
Name and address (home or business)				
a Paid during the year				
KIDSPACE MUSEUM			PUBLIC CHARITY	2,500.
GREATER LOS ANGELES ZOO ASSOCIATION			PUBLIC CHARITY	5,000.
PASADENA DANCE THEATRE			PUBLIC CHARITY	100.
KIDSPACE MUSEUM			PUBLIC CHARITY	1,000.
TOWN AND GOWN OF USC			PUBLIC CHARITY	500.
Total	SEE CONTINUATION SHEET(S)			489,550.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g	Fees and contracts from government agencies			
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
		14	5.	
4 Dividends and interest from securities				
		14	4,960.	
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				
		14	236,285.	
8 Gain or (loss) from sales of assets other than inventory				
		18	385,484.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)				
	0.		626,734.	0.
13 Total. Add line 12, columns (b), (d), and (e)				
			13 626,734.	

Part XVI-B

[illegible]

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	FROM K1: GORE CREEK BOND FUND			
b	FROM K1: GORE CREEK BOND FUND			
c	FROM K1: GORE CREEK HEDGE FUND			
d	FROM K1: GORE CREEK HEDGE FUND			
e	FROM K1: GORE CREEK STOCK FUND			
f	FROM K1: GORE CREEK STOCK FUND			
g	FROM K1: GORE CREEK PRIVATE S1 FUND			
h	FROM K1: GORE CREEK PRIVATE S1 FUND			
i	FROM K1: GORE CREEK PRIVATE SB1 FUND			
j	FROM K1: GORE CREEK PRIVATE SB1 FUND			
k	MOTOROLA MOBILITY HOLDINGS INC	P	01/23/07	05/22/12
l				
m				
n				
o				

(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			<121.>
b			<188.>
c			1,971.
d			7,150.
e			13,268.
f			98,443.
g			19,496.
h			47,311.
i			1,138.
j			9,815.
k	187,360.	159.	187,201.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<121.>
b			<188.>
c			1,971.
d			7,150.
e			13,268.
f			98,443.
g			19,496.
h			47,311.
i			1,138.
j			9,815.
k			187,201.
l			
m			
n			
o			

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	385,484.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
EXTERA PUBLIC SCHOOL			PUBLIC CHARITY	3,500.
PASADENA ART ALLIANCE			PUBLIC CHARITY	500.
PASADENA PLAYHOUSE			PUBLIC CHARITY	1,150.
PASADENA INDEPENDENT SCHOOLS FOUNDATION			PUBLIC CHARITY	500.
MACH 1			PUBLIC CHARITY	1,000.
CITY OF SAN MARINO			PUBLIC CHARITY	200.
KIDSPACE MUSEUM			PUBLIC CHARITY	1,000.
GEORGIANA RODIGER CENTER INC			PUBLIC CHARITY	3,000.
PASADENA COMMUNITY FOUNDATION			PUBLIC CHARITY	500.
SAN MARINO PUBLIC LIBRARY CAMPAIGN			PUBLIC CHARITY	1,000.
Total from continuation sheets				480,450.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
FOOTHILL UNITY CENTER			PUBLIC CHARITY	500.
PGCH			PUBLIC CHARITY	100.
ADOPTAPLATOON			PUBLIC CHARITY	1,000.
PROVIDENCE ST. JOSEPH HOSPITAL			PUBLIC CHARITY	1,000.
KIDSPACE MUSEUM			PUBLIC CHARITY	20,000.
KIDSPACE CIRCLE OF FRIENDS			PUBLIC CHARITY	1,000.
PASADENA PLAYHOUSE			PUBLIC CHARITY	1,000.
UNION STATION FOUNDATION			PUBLIC CHARITY	3,000.
SPECIAL OLYMPICS			PUBLIC CHARITY	2,000.
ALZHEIMER'S ASSOCIATION			PUBLIC CHARITY	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HUNTINGTON LIBRARY SOCIETY OF FELLOWS			PUBLIC CHARITY	5,000.
HUNTINGTON HOSPITAL			PUBLIC CHARITY	20,000.
PASADENA HUMANE SOCIETY			PUBLIC CHARITY	2,000.
FOOTHILL FAMILY SERVICES			PUBLIC CHARITY	1,000.
NORTHWESTERN UNIVERSITY			PUBLIC CHARITY	3,000.
THE COLBURN SCHOOL			PUBLIC CHARITY	1,000.
SAN MARINO SCHOOLS FOUNDATION			PUBLIC CHARITY	2,000.
BOY'S TOWN			PUBLIC CHARITY	1,000.
USO			PUBLIC CHARITY	2,000.
THE SMILE TRAIN			PUBLIC CHARITY	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
GUIDING EYES FOR THE BLIND			PUBLIC CHARITY	500.
UNIVERSITY OF NOTRE DAME			PUBLIC CHARITY	1,000.
N.A.M.I.			PUBLIC CHARITY	500.
ASPCA			PUBLIC CHARITY	500.
BOY SCOUTS OF AMERICA - SGVC			PUBLIC CHARITY	1,000.
FLINTRIDGE PREPARATORY SCHOOL			PUBLIC CHARITY	2,000.
SPARC			PUBLIC CHARITY	1,000.
LYRIC OPERA			PUBLIC CHARITY	1,000.
WOUNDED WARRIOR PROJECT			PUBLIC CHARITY	1,000.
THE ARTHRIRIS FOUNDATION			PUBLIC CHARITY	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
UNITED STATES OLYMPIC COMMITTEE			PUBLIC CHARITY	500.
HOLLYWOOD BOWL			PUBLIC CHARITY	8,200.
STEADMAN PHILIPPON RESEARCH INSTITUTE			PUBLIC CHARITY	1,000.
AMERICAN HEART ASSOCIATION			PUBLIC CHARITY	500.
THE SEEING EYE			PUBLIC CHARITY	500.
PASADENA CITY COLLEGE FOUNDATION			PUBLIC CHARITY	1,000.
ST JUDES CHILDRENS RESEARCH HOSPITAL			PUBLIC CHARITY	1,000.
AMERICAN YOUTH SYMPHONY			PUBLIC CHARITY	500.
KCET			PUBLIC CHARITY	500.
THE NATURE CONSERVANCY			PUBLIC CHARITY	100.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
SOUTH PASADENA -SAN MARINO YMCA			PUBLIC CHARITY	1,000.
THE CHICAGO CLASSICAL RECORDING FOUND			PUBLIC CHARITY	1,000.
PARTNERS IN HEALTH			PUBLIC CHARITY	500.
HABITAT FOR HUMANITY INTERNATIONAL			PUBLIC CHARITY	500.
CHILDRENS HUNGER RELIEF FUND			PUBLIC CHARITY	500.
LOS ANGELES SPORTS COUNCIL FOUNDATION			PUBLIC CHARITY	500.
SALVATION ARMY			PUBLIC CHARITY	5,000.
WORLD WILDLIFE			PUBLIC CHARITY	100.
PASADENA CHILDRENS GUILD			PUBLIC CHARITY	1,000.
PASADENA INDEPENDENT SCHOOLS FOUNDATION			PUBLIC CHARITY	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HILLSIDES			PUBLIC CHARITY	1,000.
DOCTORS WITHOUT BORDERS			PUBLIC CHARITY	1,000.
CAMPING AND EDUCATION FOUNDATION			PUBLIC CHARITY	1,000.
USC SCHOOL OF THEATER			PUBLIC CHARITY	3,000.
CHILDREN'S BURN FOUNDATION			PUBLIC CHARITY	1,000.
SEMESTER AT SEA			PUBLIC CHARITY	500.
SAN MARINO POLICE ASSOCIATION			PUBLIC CHARITY	1,000.
PASADENA SYMPHONY AND POPS			PUBLIC CHARITY	1,000.
CLASSIC KUSC			PUBLIC CHARITY	500.
MACH 1			PUBLIC CHARITY	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
HATHAWAY-SYCAMORES			PUBLIC CHARITY	1,000.
EARTHWATCH INSTITUTE			PUBLIC CHARITY	500.
BARRINGTON HIGH SCHOOL ALUMNI ASSOCIATION			PUBLIC CHARITY	100.
ST JOSEPH'S INDIAN SCHOOL			PUBLIC CHARITY	500.
PHILLIPS GRADUATE INSTITUTE			PUBLIC CHARITY	1,000.
PASADENA SENIORS CENTER			PUBLIC CHARITY	1,000.
USC THORTON SCHOOL OF MUSIC			PUBLIC CHARITY	2,000.
YOUNG & HEALTHY			PUBLIC CHARITY	1,000.
CHILDREN'S HOSPITAL L.A. FOUNDATION			PUBLIC CHARITY	20,000.
USC MARSHALL SCHOOL OF BUSINESS			PUBLIC CHARITY	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAINT MATTHEWS PARISH SCHOOL			PUBLIC CHARITY	20,000.
POLYTECHNIC SCHOOL			PUBLIC CHARITY	10,000.
SORIN SOCIETY FOUNDER'S CIRCLE			PUBLIC CHARITY	5,000.
CITY OF HOPE			PUBLIC CHARITY	1,000.
KIDSPACE CHILDREN'S MUSEUM			PUBLIC CHARITY	50,000.
USC SCHOOL OF THEATER			PUBLIC CHARITY	5,000.
CHILDREN'S HOSPITAL L.A. FOUNDATION			PUBLIC CHARITY	10,000.
MOBILE C.A.R.E. FOUNDATION			PUBLIC CHARITY	10,000.
POLYTECHNIC SCHOOL			PUBLIC CHARITY	50,000.
UNIVERSITY OF SOUTHERN CALIFORNIA			PUBLIC CHARITY	50,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
HOLY FAMILY CATHOLIC CHURCH			PUBLIC CHARITY	5,000.
MAGICAL STRINGS OF YOUTH			PUBLIC CHARITY	1,000.
PASADENA MENTAL HEALTH			PUBLIC CHARITY	1,000.
LOS ANGELES OPERA FUND			PUBLIC CHARITY	4,000.
CLASSIC KUSC			PUBLIC CHARITY	500.
RACHEL ELIZABETH BARTON FOUNDATION			PUBLIC CHARITY	1,000.
N.A.M.I.			PUBLIC CHARITY	500.
NATURAL HISTORY MUSEUM			PUBLIC CHARITY	2,000.
RODIGER CENTER			PUBLIC CHARITY	5,000.
USC MARSHALL SCHOOL OF BUSINESS			PUBLIC CHARITY	50,000.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BOY SCOUTS OF AMERICA - SGVC			PUBLIC CHARITY	1,000.
AUTISM SPEAKS			PUBLIC CHARITY	2,000.
THE LUMINAIRES			PUBLIC CHARITY	1,000.
JUNIOR LEAGUE OF PASADENA			PUBLIC CHARITY	500.
CALTECH-PHYSICS, MATHEMATICS, ASTRONOMY			PUBLIC CHARITY	1,000.
CENTER THEATRE GROUP			PUBLIC CHARITY	500.
TROJAN ATHLETIC FUND			PUBLIC CHARITY	10,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
NORTHERN TRUST	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #56187	35.	0.	35.
NORTHERN TRUST 26-90355	4,925.	0.	4,925.
TOTAL TO FM 990-PF, PART I, LN 4	4,960.	0.	4,960.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - GORE CREEK STOCK FUND S1 (TE) LLE	39,804.	39,804.	0.
FROM K-1 - GORE CREEK BOND FUND S1 (TE) LLC	45,939.	45,939.	0.
FROM K-1 - GORE CREEK HEDGE FUND S1 (TE) LLC	25,769.	25,769.	0.
FROM K-1 - GORE CREEK PRIVATE FUND S1 (TE) LLC	93,909.	93,909.	0.
FROM K-1 GORE CREEK PRIVATE FUND S1B (TE) LLC	30,864.	30,864.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	236,285.	236,285.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,147.	3,147.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,147.	3,147.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENTS EXPENSES	126,497.	126,497.	0.	0.
TO FORM 990-PF, PG 1, LN 23	126,497.	126,497.	0.	0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
BOOK TO TAX DIFFERENCE FROM PASSTHROUGH K-1S	875,230.
TOTAL TO FORM 990-PF, PART III, LINE 3	875,230.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PARTNERSHIPS	COST	10,027,168.	10,437,618.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,027,168.	10,437,618.

- 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	Employer identification number (EIN) or	
	GAIL G. ELLIS FOUNDATION, INC.		
File by the due date for filing your return. See instructions	C/O DAVID FRIEDLANDER, FG MK	36-4076867	
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
	2801 LAKESIDE DRIVE - 3RD FLOOR		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	BANNOCKBURN, IL 60015		

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

04

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.

DAVID FRIEDLANDER

- The books are in the care of ☒ 2801 LAKESIDE # 300 - BANNOCKBURN, IL 60015

Telephone No ☒ 847-940-3240

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

AWAITING ADDITIONAL THIRD PARTY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$	20,605.
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	\$	20,605.
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 ☐