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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 CODE FAMILY FOUNDATION

A Employer identification number
36-4159492

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O PROMUS CAPITAL
30 SOUTH WACKER DRIVE, SUITE 1600

B Telephone number (see instructions)
(312) 876-3945

City or town, state, and ZIP code
CHICAGO, IL 60606

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) ▶ $ 16,809,965.

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)	1,767,100.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	66.	66.		
	4 Dividends and interest from securities	64,052.	64,052.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	749,327.			
	b Gross sales price for all assets on line 6a 2,475,285.				
	7 Capital gain net income (from Part IV, line 2)		1,246,681.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	872,739.	173,506.		
	12 Total Add lines 1 through 11	3,453,284.	1,484,305.		
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	26,653.	52.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	30,314.	14,805.		15,509.
	24 Total operating and administrative expenses. Add lines 13 through 23	56,967.	14,857.		15,509.
	25 Contributions, gifts, grants paid	1,760,800.			1,760,800.
	26 Total expenses and disbursements Add lines 24 and 25	1,817,767.	14,857.		1,776,309.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,635,517.			
	b Net investment income (if negative, enter -0-)		1,469,448.		
	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	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	442,205.	1,802,727.	1,802,727.
	3 Accounts receivable ▶ 69,688.			
	Less allowance for doubtful accounts ▶	69,688.	69,688.	69,688.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 4	2,565,030.	2,562,913.	3,613,984.
	c Investments - corporate bonds (attach schedule)			
	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 ▶ ATCH 5)	13,365,965.	13,643,077.	11,323,566.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,442,888.	18,078,405.	16,809,965.
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 ▶)			
	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			
	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	16,442,888.	18,078,405.	
	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** (see instructions)	16,442,888.	18,078,405.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,442,888.	18,078,405.	

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	16,442,888.
2	Enter amount from Part I, line 27a	2	1,635,517.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,078,405.
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	18,078,405.

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			(l) 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				

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	1,246,681.
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	1,728,324.	15,075,442.	0.114645
2010	970,960.	14,213,916.	0.068311
2009	1,643,973.	11,894,946.	0.138208
2008	1,588,482.	14,500,786.	0.109545
2007	1,915,454.	13,692,931.	0.139886

2	**Total** of line 1, column (d)	2	0.570595
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	0.114119
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,398,056.
5	Multiply line 4 by line 3	5	1,757,211.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,694.
7	Add lines 5 and 6	7	1,771,905.
8	Enter qualifying distributions from Part XII, line 4	8	1,776,309.

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	14,694.
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	14,694.
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	14,694.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 16,206.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 20,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	36,206.
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	21,512.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 21,512. **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? *If "Yes," attach a detailed description of the activities*	2		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*	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? *If "Yes," attach the statement required by General Instruction T*	5		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?	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)*

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 ▶ ANDREW W. CODE Telephone no ▶ 312-876-3945

Located at ▶ 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL ZIP+4 ▶ 60606

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		
	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		
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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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		X

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 6		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		
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 beneficianes 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	3,732,605.
b	Average of monthly cash balances	1b	576,373.
c	Fair market value of all other assets (see instructions)	1c	11,323,566.
d	**Total** (add lines 1a, b, and c)	1d	15,632,544.
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	15,632,544.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	234,488.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,398,056.
6	**Minimum investment return.** Enter 5% of line 5	6	769,903.

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	769,903.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,694.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,694.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	755,209.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	755,209.
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	755,209.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,776,309.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,776,309.
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	14,694.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,761,615.

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				755,209.
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 1,246,117.				
b From 2008 905,026.				
c From 2009 1,075,556.				
d From 2010 277,710.				
e From 2011 978,065.				
f Total of lines 3a through e	4,482,474.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,776,309.				
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				755,209.
e Remaining amount distributed out of corpus	1,021,100.			
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	5,503,574.			
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)	1,246,117.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,257,457.			
10 Analysis of line 9				
a Excess from 2008 905,026.				
b Excess from 2009 1,075,556.				
c Excess from 2010 277,710.				
d Excess from 2011 978,065.				
e Excess from 2012 1,021,100.				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

ANDREW W. & SUSAN K. CODE

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

ATCH 7

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

RECIPIENT NAME AND ADDRESS, TAX-EXEMPT STATUS, AND AMOUNT REQUESTED

c Any submission deadlines

NONE

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

NONE

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 8				
Total ▶ **3a**				1,760,800.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	66.	
4 Dividends and interest from securities			14	64,052.	
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			18	173,506.	
8 Gain or (loss) from sales of assets other than inventory			18	1,246,681.	
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)				1,484,305.	
13 Total Add line 12, columns (b), (d), and (e)					1,484,305.

(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)

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] 11-12-2013 ▶ President

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
DAVID LEVINE	DAVID LEVINE	11/08/2013		P00440664

Firm's name ▶ TOPEL FORMAN L.L.C. Firm's EIN ▶ 36-2469413

Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611 Phone no 312-642-0006

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 CODE FAMILY FOUNDATION

Employer identification number
36-4159492

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 CODE FAMILY FOUNDATION | Employer identification number 36-4159492

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	ANDREW W. & SUSAN K. CODE 30 S. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	$ 450,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ANDREW W. & SUSAN K. CODE 30 S. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	$ 445,600.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	ANDREW W. & SUSAN K. CODE 30 S. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	$ 431,550.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	ANDREW W. & SUSAN K. CODE 30 S. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	$ 439,950.	Person [X] Payroll [ ] Noncash [X] (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 CODE FAMILY FOUNDATION | Employer identification number 36-4159492

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
2	20,000 SHS: BEACON ROOFING (BECN)	$ 445,600.	01/24/2012
3	30,000 SHS: HOUSTON WIRE & CABLE (HWCC)	$ 431,550.	01/24/2012
4	15,000 SHS: BEACON ROOFING (BECN)	$ 439,950.	10/17/2012
		$	
		$	
		$	

Name of organization THE CODE FAMILY FOUNDATION | Employer identification number 36-4159492

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)	
		SEE ATTACHED STATEMENT					VAR	VAR
2,475,285.		1,228,604.					1,246,681.	
TOTAL GAIN(LOSS)							1,246,681.	

The Code Family Foundation
FEIN: 36-4159492

Attachment to 2012 I
Capital Gains and Losses for Tax on

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
D	Securities	09/22/04	02/10/12	500 000	BEACON ROOFING SUPPLY	11,739 57	4,333 33	7,406 24
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,348 31	866 67	1,481 64
D	Securities	09/22/04	02/10/12	1,800 000	BEACON ROOFING SUPPLY	42,269 68	15,599 99	26,669 69
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,347 81	866 67	1,481 14
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,345 81	866 67	1,479 14
D	Securities	09/22/04	02/10/12	500 000	BEACON ROOFING SUPPLY	11,729 57	4,333 33	7,396 24
D	Securities	09/22/04	02/10/12	210 000	BEACON ROOFING SUPPLY	4,926 43	1,820 00	3,106 43
D	Securities	09/22/04	02/10/12	1,800 000	BEACON ROOFING SUPPLY	42,228 28	15,599 98	26,628 30
D	Securities	09/22/04	02/10/12	500 000	BEACON ROOFING SUPPLY	11,729 57	4,333 33	7,396 24
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,345 97	866 67	1,479 30
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,347 81	866 67	1,481 14
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,346 81	866 67	1,480 14
D	Securities	09/22/04	02/10/12	200 000	BEACON ROOFING SUPPLY	4,695 63	1,733 33	2,962 30
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,347 81	866 67	1,481 14
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,347 81	866 67	1,481 14
D	Securities	09/22/04	02/10/12	100 000	BEACON ROOFING SUPPLY	2,348 31	866 67	1,481 64
D	Securities	09/22/04	08/31/12	10,590 000	BEACON ROOFING SUPPLY	300,632 30	91,779 91	208,852 39
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,014 71	866 67	2,148 04
D	Securities	09/22/04	10/18/12	400.000	BEACON ROOFING SUPPLY	12,063 23	3,466 66	8,596 57
D	Securities	09/22/04	10/18/12	500 000	BEACON ROOFING SUPPLY	15,079 04	4,333 33	10,745 71
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 81	866 66	2,149 15
D	Securities	09/22/04	10/18/12	400 000	BEACON ROOFING SUPPLY	12,063 23	3,466 66	8,596 57
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 71	866 66	2,149 05
D	Securities	09/22/04	10/18/12	1,000 000	BEACON ROOFING SUPPLY	30,157 08	8,660 00	21,497 08
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 81	866 67	2,149 14
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 71	866 67	2,149 04
D	Securities	09/22/04	10/18/12	400 000	BEACON ROOFING SUPPLY	12,063 23	3,466 66	8,596 57
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 81	866 67	2,149 14
D	Securities	09/22/04	10/18/12	100 000	BEACON ROOFING SUPPLY	3,015 71	866 67	2,149 04
D	Securities	09/22/04	10/18/12	600.000	BEACON ROOFING SUPPLY	18,088 85	5,199 99	12,888 86
P	Securities	04/12/11	05/24/12	4,549 591	ARTIO GLOBAL HIGH INCOME FUND CL A	45,131 94	49,654 80	(4,522 86)
P	Securities	04/28/11	05/24/12	24 381	ARTIO GLOBAL HIGH INCOME FUND CL A	241.86	266 10	(24 24)
P	Securities	05/27/11	05/24/12	26 685	ARTIO GLOBAL HIGH INCOME FUND CL A	264 72	291 24	(26 52)

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	06/29/11	05/24/12	26 130	ARTIO GLOBAL HIGH INCOME FUND CL A	259 21	285.19	(25 98)
P	Securities	07/28/11	05/24/12	23 562	ARTIO GLOBAL HIGH INCOME FUND CL A	233 74	257 16	(23 42)
P	Securities	08/30/11	05/24/12	31 340	ARTIO GLOBAL HIGH INCOME FUND CL A	310 89	342 05	(31 16)
P	Securities	09/29/11	05/24/12	28 023	ARTIO GLOBAL HIGH INCOME FUND CL A	277 99	305 85	(27 86)
P	Securities	10/28/11	05/24/12	24.544	ARTIO GLOBAL HIGH INCOME FUND CL A	243 48	267 88	(24 40)
P	Securities	11/29/11	05/24/12	34 025	ARTIO GLOBAL HIGH INCOME FUND CL A	337.53	371 35	(33 82)
P	Securities	12/28/11	05/24/12	78 760	ARTIO GLOBAL HIGH INCOME FUND CL A	781 30	859 60	(78 30)
P	Securities	12/28/11	05/24/12	27 265	ARTIO GLOBAL HIGH INCOME FUND CL A	270 47	297 57	(27 10)
P	Securities	01/30/12	05/24/12	27 351	ARTIO GLOBAL HIGH INCOME FUND CL A	271 32	298 51	(27 19)
P	Securities	02/28/12	05/24/12	29 970	ARTIO GLOBAL HIGH INCOME FUND CL A	297 30	327 10	(29 80)
P	Securities	03/29/12	05/24/12	29 697	ARTIO GLOBAL HIGH INCOME FUND CL A	294 59	324 12	(29 53)
P	Securities	04/27/12	05/24/12	30 455	ARTIO GLOBAL HIGH INCOME FUND CL A	302 11	332 38	(30 27)
P	Securities	04/12/11	05/24/12	5,500 550	EATON VANCE FLOATING RATE FD ADV CL	49,284 92	49,940 69	(655 77)
P	Securities	04/29/11	05/24/12	9 565	EATON VANCE FLOATING RATE FD ADV CL	85 70	86 84	(1 14)
P	Securities	05/31/11	05/24/12	16 871	EATON VANCE FLOATING RATE FD ADV CL	151 16	153 18	(2 02)
P	Securities	06/30/11	05/24/12	17 043	EATON VANCE FLOATING RATE FD ADV CL	152 71	154 74	(2 03)
P	Securities	07/29/11	05/24/12	18 028	EATON VANCE FLOATING RATE FD ADV CL	161 53	163 68	(2 15)
P	Securities	08/31/11	05/24/12	19 514	EATON VANCE FLOATING RATE FD ADV CL	174 85	177 17	(2 32)
P	Securities	09/30/11	05/24/12	18 893	EATON VANCE FLOATING RATE FD ADV CL	169 28	171 53	(2 25)
P	Securities	10/31/11	05/24/12	19 916	EATON VANCE FLOATING RATE FD ADV CL	178 45	180 82	(2 37)
P	Securities	11/30/11	05/24/12	18 300	EATON VANCE FLOATING RATE FD ADV CL	163 97	166 15	(2 18)
P	Securities	12/30/11	05/24/12	19 439	EATON VANCE FLOATING RATE FD ADV CL	174 17	176 49	(2 32)
P	Securities	01/31/12	05/24/12	19 124	EATON VANCE FLOATING RATE FD ADV CL	171 35	173 63	(2 28)
P	Securities	02/29/12	05/24/12	19 208	EATON VANCE FLOATING RATE FD ADV CL	172 10	174 39	(2 29)
P	Securities	03/30/12	05/24/12	20 732	EATON VANCE FLOATING RATE FD ADV CL	185 76	188 23	(2 47)
P	Securities	04/30/12	05/24/12	19 112	EATON VANCE FLOATING RATE FD ADV CL	171 25	173 53	(2 28)
P	Securities	06/10/09	05/24/12	2,390 000	EATON VANCE SR INCM TR SH BEN INT	16,377.94	11,387 13	4,990 81
P	Securities	06/11/09	05/24/12	7,000 000	EATON VANCE SR INCM TR SH BEN INT	47,968 85	33,258 95	14,709 90
P	Securities	03/10/11	02/10/12	229 000	A G L RESOURCES INC	9,465 06	14,484 39	(5,019 33)
P	Securities	03/10/11	02/10/12	179 000	GLAXOSMITHKLINE PLC ADRFSPONSORED ADR	8,004 26	6,861 54	1,142 72
P	Securities	03/10/11	02/10/12	100 000	GLAXOSMITHKLINE PLC ADRFSPONSORED ADR	4,471.65	3,833 32	638 33
P	Securities	03/10/11	02/10/12	100 000	GLAXOSMITHKLINE PLC ADRFSPONSORED ADR	4,471 65	3,833 26	638 39
D	Securities	05/22/07	02/13/12	8,500 000	HOUSTON WIRE & CABLE CO	124,387.01	2,675 14	121,711 87

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	04/12/11	02/10/12	5,217 028	JPMORGAN STRATEGIC INCM OPPTY A SHR	60,048 00	62,405 94	(2,357 94)
P	Securities	04/29/11	02/10/12	9 130	JPMORGAN STRATEGIC INCM OPPTY A SHR	105 09	109 21	(4 12)
P	Securities	05/31/11	02/10/12	9 614	JPMORGAN STRATEGIC INCM OPPTY A SHR	110 66	115 00	(4 34)
P	Securities	06/30/11	02/10/12	8 367	JPMORGAN STRATEGIC INCM OPPTY A SHR	96 30	100 09	(3 79)
P	Securities	07/29/11	02/10/12	10 213	JPMORGAN STRATEGIC INCM OPPTY A SHR	117 55	122 17	(4 62)
P	Securities	08/31/11	02/10/12	9 083	JPMORGAN STRATEGIC INCM OPPTY A SHR	104 55	108 65	(4 10)
P	Securities	09/30/11	02/10/12	8 858	JPMORGAN STRATEGIC INCM OPPTY A SHR	101 96	105 96	(4 00)
P	Securities	10/31/11	02/10/12	12 303	JPMORGAN STRATEGIC INCM OPPTY A SHR	141 61	147 17	(5 56)
P	Securities	11/30/11	02/10/12	14 332	JPMORGAN STRATEGIC INCM OPPTY A SHR	164 96	171 44	(6 48)
P	Securities	12/15/11	02/10/12	72 965	JPMORGAN STRATEGIC INCM OPPTY A SHR	839 83	872 81	(32 98)
P	Securities	12/15/11	02/10/12	6 274	JPMORGAN STRATEGIC INCM OPPTY A SHR	72 21	75 05	(2 84)
P	Securities	12/30/11	02/10/12	22 349	JPMORGAN STRATEGIC INCM OPPTY A SHR	257 24	267 34	(10 10)
P	Securities	01/31/12	02/10/12	6 143	JPMORGAN STRATEGIC INCM OPPTY A SHR	70 69	73 47	(2 78)
P	Securities	03/10/11	10/02/12	0 667	KRAFT FOODS GROUP	30 57	22 09	8 48
P	Securities	03/10/11	02/10/12	717 000	MOBILE TELESYSTEMS ADR FSPONSORED ADR	12,101 67	14,533 94	(2,432 27)
P	Securities	06/12/09	05/24/12	6,230 832	OPPENHEIMER SENIOR FLOATING RATE Y	50,817 14	43,404 82	7,412 32
P	Securities	06/30/09	05/24/12	104 406	OPPENHEIMER SENIOR FLOATING RATE Y	851 51	727 31	124 20
P	Securities	07/30/09	05/24/12	159 113	OPPENHEIMER SENIOR FLOATING RATE Y	1,297 69	1,108 40	189 29
P	Securities	08/31/09	05/24/12	188 644	OPPENHEIMER SENIOR FLOATING RATE Y	1,538 53	1,314 12	224 41
P	Securities	09/30/09	05/24/12	146 064	OPPENHEIMER SENIOR FLOATING RATE Y	1,191 26	1,017 50	173 76
P	Securities	10/29/09	05/24/12	165 157	OPPENHEIMER SENIOR FLOATING RATE Y	1,346 98	1,150 51	196 47
P	Securities	11/30/09	05/24/12	223 455	OPPENHEIMER SENIOR FLOATING RATE Y	1,822 44	1,556 62	265 82
P	Securities	12/30/09	05/24/12	240 924	OPPENHEIMER SENIOR FLOATING RATE Y	1,964 92	1,678 31	286 61
P	Securities	01/28/10	05/24/12	200 646	OPPENHEIMER SENIOR FLOATING RATE Y	1,636 42	1,397 73	238 69
P	Securities	02/26/10	05/24/12	226 306	OPPENHEIMER SENIOR FLOATING RATE Y	1,845 70	1,576 48	269 22
P	Securities	03/31/10	05/24/12	215 137	OPPENHEIMER SENIOR FLOATING RATE Y	1,754 60	1,498 67	255 93
P	Securities	04/29/10	05/24/12	121 482	OPPENHEIMER SENIOR FLOATING RATE Y	990 78	846 26	144 52
P	Securities	05/28/10	05/24/12	205 616	OPPENHEIMER SENIOR FLOATING RATE Y	1,676 95	1,432 35	244 60
P	Securities	06/30/10	05/24/12	197 962	OPPENHEIMER SENIOR FLOATING RATE Y	1,614 53	1,379 03	235 50
P	Securities	07/30/10	05/24/12	216 590	OPPENHEIMER SENIOR FLOATING RATE Y	1,766 46	1,508 80	257 66
P	Securities	08/31/10	05/24/12	193 948	OPPENHEIMER SENIOR FLOATING RATE Y	1,581 79	1,351 07	230 72
P	Securities	09/30/10	05/24/12	196 495	OPPENHEIMER SENIOR FLOATING RATE Y	1,602 57	1,368 81	233 76
P	Securities	10/29/10	05/24/12	215 613	OPPENHEIMER SENIOR FLOATING RATE Y	1,758 49	1,501 99	256 50

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	11/30/10	05/24/12	190 842	OPPENHEIMER SENIOR FLOATING RATE Y	1,556 46	1,329 43	227 03
P	Securities	12/30/10	05/24/12	296 780	OPPENHEIMER SENIOR FLOATING RATE Y	2,420 47	2,067 41	353 06
P	Securities	01/31/11	05/24/12	180.535	OPPENHEIMER SENIOR FLOATING RATE Y	1,472 40	1,257 63	214 77
P	Securities	02/28/11	05/24/12	178 598	OPPENHEIMER SENIOR FLOATING RATE Y	1,456 60	1,244 14	212 46
P	Securities	03/31/11	05/24/12	217 805	OPPENHEIMER SENIOR FLOATING RATE Y	1,776 36	1,517 26	259 10
P	Securities	04/29/11	05/24/12	187 577	OPPENHEIMER SENIOR FLOATING RATE Y	1,529 83	1,306 69	223 14
P	Securities	05/31/11	05/24/12	185 692	OPPENHEIMER SENIOR FLOATING RATE Y	1,514 46	1,293 56	220 90
P	Securities	06/30/11	05/24/12	185 043	OPPENHEIMER SENIOR FLOATING RATE Y	1,509 17	1,289 03	220 14
P	Securities	07/29/11	05/24/12	102 625	OPPENHEIMER SENIOR FLOATING RATE Y	836 98	714 90	122 08
P	Securities	08/31/11	05/24/12	116 102	OPPENHEIMER SENIOR FLOATING RATE Y	946 90	808 78	138 12
P	Securities	09/30/11	05/24/12	108.710	OPPENHEIMER SENIOR FLOATING RATE Y	886 61	757 29	129 32
P	Securities	10/31/11	05/24/12	52 569	OPPENHEIMER SENIOR FLOATING RATE Y	428 74	366 20	62 54
P	Securities	11/30/11	05/24/12	54 983	OPPENHEIMER SENIOR FLOATING RATE Y	448 43	383 02	65.41
P	Securities	12/29/11	05/24/12	54 386	OPPENHEIMER SENIOR FLOATING RATE Y	443 56	378 86	64 70
P	Securities	01/31/12	05/24/12	53 319	OPPENHEIMER SENIOR FLOATING RATE Y	434 86	371 43	63 43
P	Securities	02/29/12	05/24/12	49 307	OPPENHEIMER SENIOR FLOATING RATE Y	402 14	343 48	58 66
P	Securities	03/30/12	05/24/12	54 400	OPPENHEIMER SENIOR FLOATING RATE Y	443 67	378 96	64 71
P	Securities	04/30/12	05/24/12	50 725	OPPENHEIMER SENIOR FLOATING RATE Y	413 70	353 34	60 36
P	Securities	06/10/09	02/10/12	200 000	ISHARES S&P U S PFD FUNDS&P U S PFD STK INDEX	7,679 42	6,612 96	1,066 46
P	Securities	06/10/09	02/10/12	200 000	ISHARES S&P U S PFD FUNDS&P U S PFD STK INDEX	7,679 42	6,612 96	1,066 46
P	Securities	06/10/09	02/10/12	40 000	ISHARES S&P U S PFD FUNDS&P U S PFD STK INDEX	1,535 89	1,322 59	213 30
P	Securities	06/10/09	02/10/12	2,300 000	ISHARES S&P U S PFD FUNDS&P U S PFD STK INDEX	88,313 36	76,049 06	12,264 30
P	Securities	06/10/09	02/10/12	100 000	ISHARES S&P U S PFD FUNDS&P U S PFD STK INDEX	3,839 75	3,306 48	533 27
P	Securities	04/12/11	02/10/12	5,713 637	PIMCO TOTAL RETURN FUND INSTL CL	63,430 15	62,499 36	930 79
P	Securities	04/29/11	02/10/12	9 888	PIMCO TOTAL RETURN FUND INSTL CL	109 77	108 16	1 61
P	Securities	05/31/11	02/10/12	16 257	PIMCO TOTAL RETURN FUND INSTL CL	180 48	177 83	2 65
P	Securities	06/30/11	02/10/12	15 671	PIMCO TOTAL RETURN FUND INSTL CL	173 97	171 42	2 55
P	Securities	07/29/11	02/10/12	14 678	PIMCO TOTAL RETURN FUND INSTL CL	162 95	160 56	2 39
P	Securities	08/31/11	02/10/12	13 897	PIMCO TOTAL RETURN FUND INSTL CL	154 28	152 01	2 27
P	Securities	09/30/11	02/10/12	16 059	PIMCO TOTAL RETURN FUND INSTL CL	178 28	175 66	2 62
P	Securities	10/31/11	02/10/12	15 797	PIMCO TOTAL RETURN FUND INSTL CL	175 37	172 80	2 57
P	Securities	11/30/11	02/10/12	17 375	PIMCO TOTAL RETURN FUND INSTL CL	192 89	190 06	2 83
P	Securities	12/28/11	02/10/12	35.042	PIMCO TOTAL RETURN FUND INSTL CL	389 02	383 31	5 71

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	12/30/11	02/10/12	17 102	PIMCO TOTAL RETURN FUND INSTL CL	189 86	187 07	2 79
P	Securities	01/31/12	02/10/12	15 893	PIMCO TOTAL RETURN FUND INSTL CL	176 43	173 85	2 58
P	Securities	04/12/11	02/10/12	5,427 230	TEMPLETON GLOBAL BOND FUND ADV CL	71,321 12	74,696 99	(3,375 87)
P	Securities	04/15/11	02/10/12	20 690	TEMPLETON GLOBAL BOND FUND ADV CL	271 89	284 76	(12 87)
P	Securities	05/16/11	02/10/12	20 999	TEMPLETON GLOBAL BOND FUND ADV CL	275 96	289 02	(13 06)
P	Securities	06/15/11	02/10/12	20 980	TEMPLETON GLOBAL BOND FUND ADV CL	275 71	288 76	(13 05)
P	Securities	07/15/11	02/10/12	21 023	TEMPLETON GLOBAL BOND FUND ADV CL	276 27	289 35	(13 08)
P	Securities	08/15/11	02/10/12	21.295	TEMPLETON GLOBAL BOND FUND ADV CL	279 85	293 09	(13 24)
P	Securities	09/15/11	02/10/12	22 012	TEMPLETON GLOBAL BOND FUND ADV CL	289 27	302 96	(13 69)
P	Securities	10/17/11	02/10/12	22 621	TEMPLETON GLOBAL BOND FUND ADV CL	297 27	311 34	(14 07)
P	Securities	11/15/11	02/10/12	22 943	TEMPLETON GLOBAL BOND FUND ADV CL	301 50	315 77	(14 27)
P	Securities	12/15/11	02/10/12	114 143	TEMPLETON GLOBAL BOND FUND ADV CL	1,499 99	1,570 99	(71 00)
P	Securities	12/15/11	02/10/12	36 083	TEMPLETON GLOBAL BOND FUND ADV CL	474 18	496 62	(22 44)
P	Securities	01/17/12	02/10/12	24 004	TEMPLETON GLOBAL BOND FUND ADV CL	315.44	330 38	(14 94)
P	Securities	04/12/11	05/24/12	13,287 886	JPMORGAN CORE BOND SLCT	159,188 87	152,185 07	7,003 80
P	Securities	04/29/11	05/24/12	54.633	JPMORGAN CORE BOND SLCT	654 50	625 71	28 79
P	Securities	05/31/11	05/24/12	55 889	JPMORGAN CORE BOND SLCT	669 55	640 09	29 46
P	Securities	06/30/11	05/24/12	53 313	JPMORGAN CORE BOND SLCT	638 69	610 59	28 10
P	Securities	07/29/11	05/24/12	51 280	JPMORGAN CORE BOND SLCT	614 33	587 31	27 02
P	Securities	08/31/11	05/24/12	53 947	JPMORGAN CORE BOND SLCT	646 29	617 85	28 44
P	Securities	09/30/11	05/24/12	53 975	JPMORGAN CORE BOND SLCT	646 62	618 17	28 45
P	Securities	10/31/11	05/24/12	54 230	JPMORGAN CORE BOND SLCT	649 68	621 09	28 59
P	Securities	11/30/11	05/24/12	51 504	JPMORGAN CORE BOND SLCT	617 02	589 87	27 15
P	Securities	12/15/11	05/24/12	33 343	JPMORGAN CORE BOND SLCT	399 45	381 87	17 58
P	Securities	12/30/11	05/24/12	53 090	JPMORGAN CORE BOND SLCT	636 02	608 04	27 98
P	Securities	01/31/12	05/24/12	48 316	JPMORGAN CORE BOND SLCT	578 83	553 36	25 47
P	Securities	02/29/12	05/24/12	36 023	JPMORGAN CORE BOND SLCT	431.56	412 57	18 99
P	Securities	03/30/12	05/24/12	37 534	JPMORGAN CORE BOND SLCT	449 66	429 87	19 79
P	Securities	04/30/12	05/24/12	33 821	JPMORGAN CORE BOND SLCT	405 16	387 35	17 81
P	Securities	04/12/11	02/10/12	4,194 631	JPMORGAN CORE BOND SLCT	50,000 00	48,026 29	1,973 71
P	Securities	11/20/08	01/18/12	95 000	INTERCONTINENTALEXCHANGE INC	10,542 06	5,232 00	5,310 06
P	Securities	09/02/11	01/18/12	35 000	INTERCONTINENTALEXCHANGE INC	3,883 92	3,921 00	(37 08)
P	Securities	07/21/10	03/01/12	775 000	CEVA INC	18,964 72	9,411 00	9,553 72

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	10/13/11	03/15/12	110 000	AIR METHODS CORP NEW	9,619 75	8,171 00	1,448 75
P	Securities	11/25/11	03/15/12	50 000	AIR METHODS CORP NEW	4,372 61	3,556 00	816 61
P	Securities	12/15/10	04/19/12	110 000	MEDNAX INC	7,692 62	7,445 00	247 62
P	Securities	06/03/11	04/19/12	50 000	MEDNAX INC	3,496 64	3,562 00	(65 36)
P	Securities	03/21/12	04/24/12	800 000	ZYNGA INC CLASS A	6,592 20	11,225 83	(4,633 63)
P	Securities	11/02/04	05/01/12	275 000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC	11,097 99	6,940 00	4,157 99
P	Securities	11/10/11	05/01/12	70 000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC	2,824 94	3,121 00	(296 06)
P	Securities	04/24/12	05/04/12	220 000	SEAGATE TECHNOLOGY PLC	6,678 06	6,590 00	88 06
P	Securities	09/13/11	05/04/12	285 000	CAVIUM INC	7,186 18	9,605 00	(2,418 82)
P	Securities	06/17/11	05/08/12	360.000	MAKO SURGICAL CORP	9,296 28	10,185 00	(888 72)
P	Securities	12/02/11	05/09/12	1,160 000	DYNAVAX TECHNOLOGIES CORP COM	4,570 29	3,746 00	824 29
P	Securities	01/18/12	05/09/12	1,470 000	DYNAVAX TECHNOLOGIES CORP COM	5,791 67	5,307 12	484 55
P	Securities	03/01/12	05/21/12	365 000	FUSION-IO INC	7,256 10	11,071 82	(3,815 72)
P	Securities	04/19/12	05/31/12	420 000	TUMI HOLDINGS INC COM	7,109 61	11,420 68	(4,311 07)
P	Securities	05/01/12	06/13/12	110 000	MERCADOLIBRE INC	7,322 64	11,053 79	(3,731 15)
P	Securities	01/18/12	06/14/12	340 000	BROADSOFT INC	8,299 97	10,711 00	(2,411 03)
P	Securities	05/04/12	06/18/12	100 000	SPS COMM INC	2,683 41	2,839 86	(156 45)
P	Securities	11/21/11	07/11/12	155 000	QUALCOMM INC	8,327 23	8,373 00	(45 77)
P	Securities	11/25/11	07/11/12	50 000	QUALCOMM INC	2,686 20	2,604 00	82 20
P	Securities	05/21/12	07/20/12	30 000	CHIPOTLE MEXICAN GRILL INC COMMON STOCK	9,769 77	11,911 00	(2,141 23)
P	Securities	07/11/12	08/13/12	360 000	IMPERVA INC	11,227 28	10,614 26	613 02
P	Securities	05/10/12	08/23/12	340 000	DUNKIN BRANDS GROUP INC	9,416 09	11,290 29	(1,874 20)
P	Securities	08/10/11	10/01/12	260 000	CEPHEID	8,853 68	8,720 00	133 68
P	Securities	05/10/12	10/01/12	90 000	CEPHEID	3,064 73	3,437 39	(372 66)
P	Securities	07/20/12	10/11/12	105 000	F5 NETWORKS INC	10,511 27	10,533 84	(22 57)
P	Securities	04/21/09	10/15/12	360 000	BED BATH & BEYOND INC	21,468 66	11,012 00	10,456 66
P	Securities	05/12/10	10/31/12	645 000	HMS HOLDINGS CORP	14,445 52	12,145 00	2,300 52
P	Securities	09/02/11	10/31/12	150 000	MEAD JOHNSON NUTRITION COMPANY COMMON	9,137 43	10,529 00	(1,391 57)
P	Securities	08/13/12	12/11/12	165 000	PALO ALTO NETWORKS INC COM	7,838 38	10,398 40	(2,560 02)
P	Securities	Various	Various		Prairie Capital III QP, LP	(88,702 00)	-	(88,702 00)
P	Securities	Various	Various		DNJ Leasing II, LP	(167 00)	-	(167 00)
P	Securities	Various	Various		Majesty I, LP	193,509 00	-	193,509 00
P	Securities	Various	Various		Resource Land Fund II, LLC	(3 00)	-	(3.00)

The Code Family Foundation
FEIN: 36-4159492

Attachment to 2012 I
Capital Gains and Losses for Tax on

P=Purchased D=Donated	Property Type	Open Date	Close Date	Quantity	Security	Proceeds	Cost	Gain/Loss
P	Securities	Various	Various		Concentric Equity Partners	196,930 00	-	196,930 00
P	Securities	Various	Various		FOF V, LP	80,640 00	-	80,640 00
P	Securities	Various	Various		Vogen Funding, LP	8,420 00	-	8,420 00
P	Securities	Various	Various		Resource Land Fund III, LLC	(5,222 00)	-	(5,222 00)
P	Securities	Various	Various		JP Morgan Alternative Property Fund	7,903 00	-	7,903 00
P	Securities	Various	Various		Prairie Capital IV QP, LP	285,650 00	-	285,650 00
P	Securities	Various	Various		Resource Land Fund IV	13 00	-	13 00
P	Securities	Various	Various		Creation Investment Social Ventures Fund I	8,514 00	-	8,514 00
						2,475,285 34	1,228,603 97	1,246,681 37

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PASS-THROUGH ENTITIES	872,739.	173,506.
TOTALS	872,739.	173,506.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	52.	52.
FEDERAL EXCISE TAXES	10,000.	
STATE EXCISE TAXES	11,500.	
STATE TAXES FROM SCH. K-1	5,101.	
TOTALS	26,653.	52.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHARITABLE ASSOCIATION FEES	695.		695.
CHARITABLE REGISTRATION FEE	10.		10.
INVESTMENT MANAGEMENT FEES	29,349.	14,675.	14,674.
OFFICE EXPENSE	260.	130.	130.
TOTALS	30,314.	14,805.	15,509.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WILLIAM BLAIR SECURITIES	1,348,705.	250,668.	388,487.
CHARLES SCHWAB SECURITIES	1,216,325.	2,312,245.	3,225,497.
TOTALS	2,565,030.	2,562,913.	3,613,984.

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN PRAIRIE CAPITAL	193,301.	283,302.	283,302.
INVESTMENT IN DNJ LEASING	34,196.	84,506.	84,506.
INVESTMENT IN MAJESTY I LP	2,572,211.	1,819,333.	1,819,333.
INVESTMENT IN RESOURCE II	169,258.	211,779.	211,779.
INVESTMENT IN CONCENTRIC EQUIT	319,034.	272,070.	272,070.
INVESTMENT IN ASLAN II REIT	868,434.	868,434.	158,200.
INVESTMENT IN ANTARES/NAVIGAT.	566,039.	566,039.	67,225.
INVESTMENT IN DENALI CLO IV	603,353.	603,353.	213,400.
INVESTMENT IN FOF (FLAG)	479,473.	408,173.	408,173.
INVESTMENT IN POLYHOUSE LLC	-151,417.		
INVESTMENT IN ASLAN III	435,111.	435,111.	83,510.
INVESTMENT IN VOGEN FUNDING	279,237.	197,619.	197,619.
INVESTMENT IN RESOURCE III	492,410.	379,904.	379,904.
INVESTMENT IN HUIZENGA LTD.	913,451.	1,007,838.	1,444,692.
INVESTMENT IN JP MRG ALT PROP	392,323.	236,952.	226,952.
INVESTMENT IN PRAIRIE CAP IV	980,432.	673,127.	673,127.
INVESTMENT IN TRANS MULTI-FAM	417,059.	469,854.	521,944.
INVESTMENT IN CONCENTRIC EQ II	121,360.		
INVESTMENT IN TRANS MEZZ RELTY	258,874.	490,940.	319,200.
INVESTMENT IN RESOURCE IV	88,741.	255,686.	255,686.
INVESTMENT IN CREATION INVEST	561,770.	698,409.	717,209.
INVESTMENT IN PRAIRIE CAP V	101,301.	126,066.	126,067.
INVESTMENT IN RANDOLPH LP IV	1,088,221.	939,943.	245,029.
INVESTMENT IN RIO ENERGY	17,347.	57,051.	57,051.
INVESTMENT IN PARADIGM PROJ.	261,706.	134,097.	134,097.
INVESTMENT IN 3025 ADAMS ST.	221,133.	184,022.	184,022.
INVESTMENT IN WIEL BRIEN FUND	401,404.	365,839.	365,839.
INVESTMENT IN IN:CAST LLC	7,012.	11,367.	11,367.
INVESTMENT IN NAZARETH HLDGS	141,818.	141,818.	141,818.
INVESTMENT IN CAPX FUND IV	43,494.	145,654.	145,654.
INVESTMENT IN MENLO REALTY IV	269,691.	323,366.	323,366.
INVESTMENT IN CDPD	218,188.	149,496.	149,496.
INVESTMENT IN 5812 FUND LLC		518,598.	518,598.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN 5812 GROUP LLC		150,000.	150,000.
INVESTMENT IN DIGNITY PROD		100,000.	100,000.
INVESTMENT IN TEGU		333,331.	333,331.
TOTALS	13,365,965.	13,643,077.	11,323,566.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDREW W. CODE 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	PRESIDENT	0	0	0
SUSAN K. CODE 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	SECRETARY	0	0	0
PAIGE P. WALSH 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	VICE PRESIDENT	0	0	0
KEVIN CODE 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	DIRECTOR	0	0	0
BLAKE THOELE 30 SOUTH WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	TREASURER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANDREW W. CODE
30 SOUTH WACKER DRIVE, SUITE 1600
CHICAGO, IL 60606
312-876-3945

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALL GOD'S CHILDREN FOUNDATION ATTTN AL HAAREMA PO BOX 5909 VILLA PARK, IL 60181	NONE PUBLIC	GENERAL FUND	75,000
BASKETBALL CLUB INTERNATIONAL ATTN KATY SCHEUERMAN 1880 ARAPAHOE, SUITE 2112 DENVER, CO 80202	NONE PUBLIC	GENERAL FUND	10,000
BREAKTHROUGH URBAN MINISTRIES PO BOX 47200 CHICAGO, IL 60647	NONE PUBLIC	GENERAL FUND	250,000
CHICAGO FELLOWSHIP C/O CMT 500 W MONROE ST , SUITE 2630 CHICAGO, IL 60661	NONE PUBLIC	GENERAL FUND	12,000
CIRCLE URBAN MINISTRIES 118 NORTH CENTRAL AVENUE CHICAGO, IL 60644	NONE PUBLIC	GENERAL FUND	62,400
DARE 2 SHARE MINISTRIES PO BOX 745323 ARVADA, CO 80006	NONE PUBLIC	GENERAL FUND	40,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
F A I T H INC ATTN REVEREND CRAWFORD 5840 W CHICAGO AVE, 2ND FLOOR CHICAGO, IL 60651	NONE PUBLIC	GENERAL FUND	5,000
GAP COMMUNITY CENTER C/O JOHN JZAYAS 2100 N KILDARE CHICAGO, IL 60639	NONE PUBLIC	GENERAL FUND	58,000
GRACE PLACE FOR CHILDREN AND FAMILIES ATTN STEPHANIE MUNZ CAMPBELL PO BOX 990531 NAPLES, FL 34116	NONE PUBLIC	GENERAL FUND	20,000
HINSDALE EVANGELICAL COVENANT CHURCH 30 EAST FOURTH STREET HINSDALE, IL 60521	NONE PUBLIC	GENERAL FUND	50,000
HOLOCAUST MEMORIAL FOUNDATION OF ILLINOIS 4255 MAIN STREET SKOKIE, IL 60076	NONE PUBLIC	GENERAL FUND	1,000
IHOP-KC SUPPORT 3535 EAST RED BRIDGE ROAD KANSAS CITY, MO 64137	NONE PUBLIC	GENERAL FUND	7,500

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INNER CITY IMPACT 2704 W NORTH AVENUE CHICAGO, IL 60647	NONE PUBLIC	GENERAL FUND	15,000
INTERNATIONAL TEAMS 411 W RIVER ROAD ELGIN, IL 60123	NONE PUBLIC	GENERAL FUND	1,000
KIDS ACROSS AMERICA PO BOX 390 1429 LAKESHORE DR BRANSON, MO 65615-0930	NONE PUBLIC	GENERAL FUND	20,000
LYDIA'S HOME ASSOCIATION 710 FIFTH AVENUE PITTSBURGH, PA 15219	NONE PUBLIC	GENERAL FUND	5,000
MOUNT SAINT JOSEPH C/O RITA LAVELLE 1760 CHESTNUT LANE HOFFMAN ETATES, IL 60192	NONE PUBLIC	GENERAL FUND	1,000
NORTHLAKE MANDEVILLE ROTARY FOUNDATION PO BOX 246 MANDEVILLE, LA 70470	NONE PUBLIC	GENERAL FUND	5,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRIORITY ASSOCIATES 100 LAKE HART DRIVE ORLANDO, FL 32832	NONE PUBLIC	GENERAL FUND	10,000
RELEVANT WORD MINISTRIES ATTN PASTOR PROMISE LEE PO BOX 17592 COLORADO SPRINGS, CO 80935	NONE PUBLIC	GENERAL FUND	10,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE PUBLIC	GENERAL FUND	2,500
UNIVERSITY OF IOWA FOUNDATION PO BOX 4550 IOWA CITY, IA 52244	NONE PUBLIC	GENERAL FUND	20,000
YOUNG LIFE ATTN INCOME PROCESSING PO BOX 520 COLORADO SPRINGS, CO 80901	NONE PUBLIC	GENERAL FUND	150,000
YOUNG MEN'S EDUCATIONAL NETWORK 1241 S PULASKI PO BOX 23410 CHICAGO, IL 60623	NONE PUBLIC	GENERAL FUND	20,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SARCOMA RESEARCH FOUNDATION 124 ROBSART ROAD KENILWORTH, IL 60042	NONE PUBLIC	GENERAL FUND	4,400
SERVANT WORKS 209 E LIBERTY DRIVE WHEATON, IL 60187	NONE PUBLIC	GENERAL FUND	55,000
SUNSHINE GOSPEL MINISTRIES P O BOX 377939 500 E 61ST ST CHICAGO, IL 60637	NONE PUBLIC	GENERAL FUND	85,000
BY THE HAND CLUB FOR KIDS 1635 N LASALLE CHICAGO, IL 60614	NONE PUBLIC	GENERAL FUND	287,500
FIRST LUTHERN CHURCH	NONE PUBLIC	GENERAL FUND	5,000
INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD MADISON, WI 53711	NONE PUBLIC	GENERAL FUND	11,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTH NAPLES UNITED METHODIST CHURCH 6000 GOODLETTE-FRANK ROAD NAPLES, FL 34109	NONE PUBLIC	GENERAL FUND	10,000
BRIDGE COMMUNNITIES 505 CRESCENT BOULEVARD GLEN ELLYN, IL 60137	NONE PUBLIC	GENERAL FUND	5,000
CATALYST SCHOOLS 5608 WEST WASHINGTON BOULEVARD CHICAGO, IL 60644	NONE PUBLIC	GENERAL FUND	50,000
GRIP OUTREACH FOR YOUTH 1732 W HUBBARD STREET, 3B CHICAGO, IL 60622	NONE PUBLIC	GENERAL FUND	10,000
HOLY FAMILY SCHOOL 3415 WEST ARTHINGTON STREET CHICAGO, IL 60624	NONE PUBLIC	GENERAL FUND	10,000
ONE ACRE FUND 1742 TATUM ST FALCON HEIGHTS, MN 55113	NONE PUBLIC	GENERAL FUND	25,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD, SUITE 150 OAK BROOK, IL 60523	NONE PUBLIC	GENERAL FUND	15,000
PARK ASSEMBLY OF GOD 1615 TEXAS AVENUE ST LOUIS PARK, MN 55426	NONE PUBLIC	GENERAL FUND	2,500
AUTISM SPEAKS 1 EAST 33RD STREET NEW YORK, NY 10016	NONE PUBLIC	GENERAL FUND	2,500
CITY CENTRAL	NONE PUBLIC	GENERAL FUND	500
CURE INTERNATIONAL 701 BOSLER AVENUE LEMOYNE, PA 17043	NONE PUBLIC	GENERAL FUND	200,000
ESPERANZA INTERNATIONAL FOUNDATION 13219 NE 20TH, SUITE 208 BELLEVUE, WA 98005	NONE PUBLIC	GENERAL FUND	50,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAITH TEMPLE CHURCH 1932 BISHOP CARLIS L MOODY AVE EVANSTON, IL 60201	NONE PUBLIC	GENERAL FUND	5,000
GIANT STEPS ILLINOIS, INC 2500 CABOT DR LISLE, IL 60532	NONE PUBLIC	GENERAL FUND	5,000
HELPING HANDS MINISTRIES 125 MAIN STREET, SUITE 1 TALLULAH FALLS, GA 30573	NONE PUBLIC	GENERAL FUND	10,000
JOBS FOR YOUTH 17 N STATE ST CHICAGO, IL 60602	NONE PUBLIC	GENERAL FUND	5,000
OVERCOMERS FAITH FELLOWSHIP	NONE PUBLIC	GENERAL FUND	15,000
SAINT MARY'S UNIVERSITY OF MINNESOTA 700 TERRACE HEIGHTS WINONA, WA 55987	NONE PUBLIC	GENERAL FUND	35,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WELLNESS HOUSE 131 N COUNTY LINE ROAD HINSDALE, IL 60521	NONE PUBLIC	GENERAL FUND	5,000
WORLD VISION 5001 W HARRISON ST CHICAGO, IL 60644	NONE PUBLIC	GENERAL FUND	2,000
		TOTAL CONTRIBUTIONS PAID	1,760,800

Code Family Foundation EIN#36-4159492

Attachment to Form 990-PF
Part VII-B, Question 5c

Expenditure Responsibility Statement
For the year ending 2012

Pursuant to IRC Regulations Section 53.4945-5(d)(2), the Code Family Foundation provides the following information:

(i) Grantee.	University of Iowa Foundation PO Box 4550 Iowa City, Iowa 52244-4550
(ii) Amount of Grant	02/15/2012 $20,000
(iii) Purpose of grant	Provide Scholarships and provide support services to students
(iv) & (vi) Reports	The University of Iowa Foundation organization submitted full and complete reports of its expenditures pursuant to the grant on 03/12/2013
(v) Diversions	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made
(vii) Verification	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report has been made.

Code Family Foundation EIN#36-4159492

Attachment to Form 990-PF
Part VII-B, Question 5c

Expenditure Responsibility Statement
For the year ending 2012

Pursuant to IRC Regulations Section 53.4945-5(d)(2), the Code Family Foundation provides the following information:

(i) Grantee	Chicago Fellowship P O. Box 7212 Chicago, IL 60680-7212
(ii) Amount of Grant	$12,000 (twelve monthly gifts of $1,000 each)
(iii) Purpose of grant	Provide ministry and training to men growing in their faith in Jesus Christ
(iv) & (vi) Reports	The Chicago Fellowship organization submitted full and complete reports of its expenditures pursuant to the grant on 04/04/2013
(v) Diversions	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made
(vii) Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report has been made.

Code Family Foundation EIN#36-4159492

Attachment to Form 990-PF
Part VII-B, Question 5c

Expenditure Responsibility Statement
For the year ending 2012

Pursuant to IRC Regulations Section 53.4945-5(d)(2), the Code Family Foundation provides the following information:

(i) Grantee	Overcomers Faith Fellowship 6472 W. North Avenue Chicago, IL 60707
(ii) Amount of Grant:	$15,000 00
(iii) Purpose of grant	Charitable purposes in the Lawndale and West Garfield Communities such as providing food items for the poor and to preach the gospel of Jesus Christ.
(iv) & (vi) Reports	The Overcomers Faith Fellowship organization submitted full and complete reports of its expenditures pursuant to the grant on 09/22/2013
(v) Diversions	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report has been made.