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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 01-01-2012 , and ending 12-31-2012

Name of foundation CARNEY FAMILY FOUNDATION		A Employer identification number 36-4346222	
Number and street (or P O box number if mail is not delivered to street address) 10 SOUTH RIVERSIDE PLAZA		B Telephone number (see instructions) (312) 930-9480	
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 985,394	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	21,988	21,988	21,988	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,529			
	b Gross sales price for all assets on line 6a _____ 19,595				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		16,529		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	16,643			
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	55,160	38,517	21,988	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	11,771	9,271		
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	396	396		
	18 Taxes (attach schedule) (see instructions)	1,310			
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	25			25
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	13,502	9,667		25
	25 Contributions, gifts, grants paid . . . . .	40,750			40,750
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	54,252	9,667		40,775
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	908			
	b <b>Net investment income</b> (if negative, enter -0-)		28,850		
	c <b>Adjusted net income</b> (if negative, enter -0-)			21,988	

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 . . . . .	3,969	7,877	7,877
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	23,710	20,710	554,630
	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) . . . . .	-16,668	-16,668	422,887
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,011	11,919	985,394
	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	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,011	11,919	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	11,011	11,919	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	11,011	11,919	

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	11,011
2	Enter amount from Part I, line 27a . . . . .	2	908
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	11,919
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	11,919

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	16,529
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	

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 page 18 of 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	40,765	926,550	0 04400
2010	53,212	825,125	0 06449
2009	82,055	715,169	0 11474
2008	170,477	927,752	0 18375
2007	89,720	1,066,479	0 08413
2	Total of line 1, column (d). . . . .		2 0 49110
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 09822
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .		4 999,382
5	Multiply line 4 by line 3. . . . .		5 98,159
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		6 289
7	Add lines 5 and 6. . . . .		7 98,448
8	Enter qualifying distributions from Part XII, line 4. . . . .		8 40,775
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	577
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	577
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	577
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	750	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	750
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	173
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 173	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6		No
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶EDWARD O. CARNEY Telephone no ▶(312) 930-9480 Located at ▶10 S RIVERSIDE PLAZA 1470 CHICAGO IL ZIP +4 ▶60606			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

No

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

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

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

7b

No

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
EDWARD O CARNEY	DIRECTOR	0		
10 S RIVERSIDE PLAZA 1470 CHICAGO,IL 60606	0 00			
MARINA G CARNEY	VP/SEC/DIR	0		
10 S RIVERSIDE PLAZA 1470 CHICAGO,IL 60606	0 00			
PETER R CARNEY	PRES/TRS/DIR	0		
10 S RIVERSIDE PLAZA 1470 CHICAGO,IL 60606	0 00			

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 beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	1,006,771
b	Average of monthly cash balances. . . . .	1b	7,830
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,014,601
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	
3	Subtract line 2 from line 1d. . . . .	3	1,014,601
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	15,219
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	999,382
6	Minimum investment return. Enter 5% of line 5. . . . .	6	49,969

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	49,969
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	577
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	577
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	49,392
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	49,392
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	49,392

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	40,775
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	40,775
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	40,775
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				49,392
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				37,493
b From 2008. . . . .				126,451
c From 2009. . . . .				47,507
d From 2010. . . . .				12,520
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	223,971			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 40,775				
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). . . . .	0			
d Applied to 2012 distributable amount. . . . .				40,775
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,617			8,617
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	215,354			
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. . . . .				0
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). . .	28,876			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	186,478			
10 Analysis of line 9				
a Excess from 2008. . . .				126,451
b Excess from 2009. . . .				47,507
c Excess from 2010. . . .				12,520
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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) )

PETER R CARNEY

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

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 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 See Additional Data Table				
Total . . . . .			3a	40,750
b Approved for future payment				
Total . . . . .			3b	

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . . .			1	21,988	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	16,529	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. . . . . KINDER MORGAN E PTNRS			14	16,643	
<b>11</b>	Other revenue <b>a</b> K-1 _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). . . . .				55,160	
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		55,160

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 )
---------------	--

[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-04-25	*****
Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01232295
	R CRAIG LOFGREN CPA	R CRAIG LOFGREN CPA			
	Firm's name <input type="checkbox"/>	CARNEY MANAGEMENT LLC		Firm's EIN <input type="checkbox"/>	
		10 S RIVERSIDE PLAZA 1470			
Firm's address <input type="checkbox"/>	CHICAGO, IL 60606		Phone no (312) 930-9480		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FEED THE CHILDREN PO BOX 36 OKLAHOMA CITY,OK 73101			FIGHT AGAINST HUNGER	100
YELLOWSTONE PARK FOUNDATION 222 E MAIN ST SUITE 301 BOZEMAN,MT 59715			PARK EDUCATION AND HISTORICAL PRESERVATION	100
WYOMING WILDLIFE - THE FOUNDATION PO BOX 20088 CHEYENNE,WY 82003			WILDLIFE AND HABITAT PRESERVATION	300
WOODLANDS ACADEMY 760 E WESTLEIGH ROAD LAKE FOREST,IL 60045			RELIGIOUS EDUCATION	1,000
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DRIVE VERO BEACH,FL 32963			MUSEUM EXHIBITS AND PROGRAMS	1,500
USO PO BOX 96860 WASHINGTON,DC 20077			TROOP SUPPORT	100
TRUST FOR PUBLIC LAND THE PO BOX 96315 WASHINGTON,DC 20077			LAND AND WILDLIFE PRESERVATION	100
TROUT UNLIMITED PO BOX 7400 WOOLLY BUGGER,WV 25438			STREAM RESTORATION	100
SOCIETY OF THE SACRED HEART 4120 FOREST PARK AVE ST LOUIS,MO 63108			EDUCATIONAL AND SPIRITUAL MISSION	1,000
SISTERS OF PROVIDENCE 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS,IN 47876			HOPE AND HEALING PROGRAMS	500
SALVATION ARMY THE 5040 N PULASKI ROAD CHICAGO,IL 60630			FOOD AND SHELTER SUPPORT	500
CRISTO REY ST MARTIN COLLEGE PREP 501 S MARTIN LUTHER KING JR AVE WAUKEGAN,IL 60085			EDUCATION ENHANCEMENT AND WORKPLACE TRAINING	400
ST STEPHENS INDIAN MISSION FOUNDATI PO BOX 278 ST STEPHENS,WY 82524			TRIBAL ASSISTANCE	100
ST MARY OF THE WOODS COLLEGE 1 ST MARY OF THE WOODS COLLEGE ST MARY OF THE WOOD,IN 47876			SCHOLARSHIP PROGRAM	200
READING POWER 736 N WESTERN AVE SUITE 226 LAKE FOREST,IL 60045			LITERACY PROGRAM	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PRINCETON UNIVERSITY PO BOX 5357 PRINCETON,NJ 08543			EDUCATION ENHANCEMENT AND SUPPORT	1,000
PADS CRISIS SERVICES PO BOX 428 NORTH CHICAGO,IL 60064			COMMUNITY SHELTER AND FOOD PROGRAM	100
OPENLANDS 25 E WASHINGTON ST STE 1650 CHICAGO,IL 60602			ENVIRONMENTAL AWARENESS PROGRAMS	100
OLD VERO ICE AGE SITES COMMITTEE PO BOX 351 VERO BEACH,FL 32961			ARCHAEOLOGICAL SITE PRESERVATION	500
NATURE CONSERVANCY THE 4245 N FAIRFAX DR ARLINGTON,VA 22203			CONSERVATION PROGRAM	100
NATIONAL PARKS CONSERVATION ASSN 777 6TH STREET NW SUITE 700 WASHINGTON,DC 20001			CONSERVATION AND PRESERVATION PROGRAMS	100
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005			PRESERVATION AND IMPROVEMENT TO NATIONAL PARKS	200
MCKEE BOTANICAL GARDEN 350 US HIGHWAY 1 VERO BEACH,FL 32962			GARDEN PRESERVATION SUPPORT	500
LEARNING ALLIANCE THE PO BOX 643968 VERO BEACH,FL 32964			SOLVING LITERACY ISSUES	200
LAKE FOREST SYMPHONY 900 NORTH SHORE DRIVE SUITE 109A LAKE BLUFF,IL 60044			SYMPHONY AND CLASSIAL MUSIC PROGRAM	200
LAKE FOREST PRESERVATION FOUNDATION 400 E ILLINOIS ROAD LAKE FOREST,IL 60045			PRESERVATION OF HISTORIC LANDMARKS	100
LAKE FOREST OPEN LANDS 350 N WAUKEGAN ROAD LAKE FOREST,IL 60045			CONSERVATION AND LAND RESTORATION	200
LAKE FOREST LAKE BLUFF HISTORICAL S 361 E WESTMINSTER LAKE FOREST,IL 60045			HISTORIC PRESERVATION	1,000
LAKE FOREST ACADEMY 1500 W KENNEDY ROAD LAKE FOREST,IL 60045			PURSUIT OF EDUCATIONAL EXCELLENCE	500
KOMEN FOR THE CURE PO BOX 96216 WASHINGTON,DC 20090			BREAST CANCER RESEARCH	200


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JOHN'S ISLAND FOUNDATION 6001 HIGHWAY A-1-A PMB 8323 INDIAN RIVER SHORES,FL 32963			CAPITAL EXPENDITURE SUPPORT	1,000
JOHN'S ISLAND COMMUNITY SERVICE LEA 2801 OCEAN DRIVE SUITE 301A VERO BEACH,FL 32963			ASSISTANCE TO THE NEEDY	1,000
JACKSON HOLE LAND TRUST 555 E BROADWAY PO BOX 2897 JACKSON,WY 83001			PROTECTION OF OPEN LANDS	100
INDIAN RIVER NEIGHBORHOOD ASSN PO BOX 643868 VERO BEACH,FL 32964			PRESERVATION OF PUBLIC LANDS	100
INDIAN RIVER MEDICAL CENTER FNDTN 1000 37TH PLACE SUITE 101 VERO BEACH,FL 32960			MEDICAL CARE AND CAPITAL NEEDS	2,500
INDIAN RIVER LAND TRUST 80 ROYAL PALM POINTE SUITE 301 VERO BEACH,FL 32960			CONSERVATION ISSUES AND HABITAT PROTECTION	200
HORIZON HOSPICE PALLIATIVE CARE 833 WEST CHICAGO AVE CHICAGO,IL 60642			HEALTHCARE AND EDUCATIONAL PROGRAMS	100
HARVEST FOOD OUTREACH CENTER 1360 28TH STREET VERO BEACH,FL 32960			FEEDING THE HOMELESS AND HUNGRY	350
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA,IL 60093			EDUCATION AND SUPPORT FOR THE BLIND	1,000
GREATER YELLOWSTONE COALITION PO BOX 1874 BOZEMAN,MT 59771			PROTECTION AND CONSERVATION OF LANDS WATER AND WILDLIFE	100
GRAND TETON NATIONAL PARK FNDTN PO BOX 249 MOOSE,WY 83012			WILDLIFE AND ENVIRONMENTAL PROTECTION	100
GEORGETOWN VISITATION 1524 35TH STREET NW WASHINGTON,DC 20007			RELIGIOUS EDUCATION AND CO-CURRICULAR OPPORTUNITIES	2,000
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVENUE VERO BEACH,FL 32967			SUPPORT YOUTH ACTIVITIES AFTER SCHOOL PROGRAM AND EDUCATION	200
INDIAN RIVER SHORES PUBLIC FOP LODG 6001 NORTH A-1-A PMB 8055 INDIAN RIVER SHORES,FL 32963			ASSISTANCE TO THOSE IN NEED	100
FIELD MUSEUM THE 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605			MUSEUM PROGRAMS AND EXHIBITS	3,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ELAWA FARM FOUNDATION 1401 MIDDLEFORK DRIVE LAKE FOREST,IL 60045			LANDSCAPE AND HISTORICAL PRESERVATION	500
DOCTORS WITHOUT BORDERS USA PO BOX 5023 HAGERSTOWN,MD 21741			HEALTHCARE TO DISADVANTAGED	100
CHILDREN'S HOSPITAL OF CHICAGO FNDT 225 EAST CHICAGO AVE BOX 4 CHICAGO,IL 60611			SUPPORT OF CHILD HEALTHCARE ISSUES	1,950
CHICAGO JESUIT ACADEMY 5058 W JACKSON BLVD CHICAGO,IL 60644			SUPPORT OF EDUCATIONAL ENDEAVORS	500
CHICAGO FOUNDATION FOR EDUCATION ONE N LASALLE ST SUITE 1675 CHICAGO,IL 60602			DEVELOPMENT OF CPS TEACHERS	100
CHICAGO CHILD CARE SOCIETY 5467 S UNIVERSITY AVE CHICAGO,IL 60615			CHILD ASSISTANCE	100
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE,IL 60022			AGRICULTURAL AND PLANT PROGRAMS	250
CATHOLIC THEOLOGICAL UNION 5401 S CORNELL AVE CHICAGO,IL 60615			MISSION AND EDUCATIONAL SUPPORT	1,500
CATHOLIC EXTENSION 150 S WACKER DRIVE 2000 CHICAGO,IL 60606			CAPITAL IMPROVEMENTS AND EDUCATION	1,000
CATHOLIC CHARITIES 721 N LASALLE ST CHICAGO,IL 60654			RELIGIOUS & EDUCATIONAL SUPPORT	1,500
CANTERBURY SCHOOL 101 ASPETUCK AVE NEW MILFORD,CT 06776			EDUCATION ENHANCEMENT AND SUPPORT	2,000
BRAVO WAUKEGAN 400 E ILLINOIS ROAD WAUKEGAN,IL 60045			ACCESS TO MUSIC FOR UNDERPRIVILEGED CHILDREN	1,000
BOYS GIRLS CLUBS INDIAN RIVER COUNT 1729 17TH AVENUE VERO BEACH,FL 32960			AFTER SCHOOL AND SUMMER PROGRAMS	300
BOULDER CREST RETREAT PO BOX 117 BLUEMONT,VA 20135			ASSISTANCE AND REHAB FOR WOUNDED VETERANS	5,000
AMERICAN RED CROSS 2200 W HARRISON ST CHICAGO,IL 60612			DISASTER RELIEF	600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN HEART ASSOCIATION 208 S LASALLE ST SUITE 1500 CHICAGO,IL 60604			HEART DISEASE RESEARCH	200
AMERICAN CANCER SOCIETY 225 N MICHIGAN AVE 1200 CHICAGO,IL 60601			CANCER RESEARCH	300
ANNUAL CATHOLIC APPEAL 835 N RUSH STREET CHICAGO,IL 60611			FURTHERANCE OF RELIGIOUS BELIEFS	100
ALLIANCE FOR THE GREAT LAKES 17 N STATE ST SUITE 1390 CHICAGO,IL 60602			PRESERVATION OF GREAT LAKES	100
ALLENTALE ASSOCIATION PO BOX 1088 LAKE VILLA,IL 60046			ASSISTANCE IN MENTAL HEALTH ISSUES	100
AUSL 3400 N AUSTIN AVE CHICAGO,IL 60634			NEW TEACHER TRAINING	100
<b>Total . . . . .</b>  <b>3a</b>				40,750

## TY 2012 Accounting Fees Schedule

**Name:** CARNEY FAMILY FOUNDATION

**EIN:** 36-4346222

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	11,771	9,271	0	0

**TY 2012 General Explanation Attachment****Name:** CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 12000229**Software Version:** 2012v2.0

Identifier	Return Reference	Explanation
		THE TAXPAYER HAS AN INVESTMENT IN KINDER MORGAN ENERGY PARTNERS A PUBLICLY TRADED PARTNERSHIP (FEIN 76-0380342 AND TAX SHELTER REGISTRATION NUMBER 92289000496) THE PARTNERSHIP PROVIDED A K-1 TO THE FOUNDATION WITH THE FOLLOWING INFORMATION ORDINARY INCOME(LOSS) 18,680 REPORTED AS OTHER INCOME ON FORM 990PF INTANGIBLE DRILLING COSTS (3,128) REPORTED AS OTHER INCOME ON FORM 990PF NON-DEDUCTIBLE EXP ( 51) REPORTED AS OTHER INCOME ON FORM 990PF OTHER CREDITS - FOREIGN TAXES (163) REPORTED AS OTHER INCOME ON FORM 990PF SECTION 1231 GAIN (LOSS) 1,305 REPORTED AS OTHER INCOME ON FORM 990PF -----TOTAL OTHER INCOME 990PF 16,643 SEE FORM 990PF PAGE 1 PART 1 LINE 11 DIVIDEND INCOME 382 REPORTED AS DIVIDEND INCOME ON FORM 990PF PORTFOLIO INTEREST 729 REPORTED AS INTEREST INCOME ON FORM 990PF INVESTMENT INTEREST (EXP) (396) REPORTED AS INTEREST EXPENSE ON FORM 90PF ----- COMBINED (LOSS) 17,358UNRELATED BUSINESS TAXABLE INCOME (LOSS) 15,552 REPORTED AS UBTI ON PART 1 LINE 5 OF FORM 990-T SEE STATEMENT 1 DITRIBUTIONS FROM THIS PARTNERSHIP ARE IN EXCESS OF BASIS AND TREATED AS SALE ON FORM 990PF PART IV

**TY 2012 Investments Corporate  
Stock Schedule****Name:** CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 12000229**Software Version:** 2012v2.0

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WISCONSIN ELECTRIC		
ILLINOIS TOOL WORKS 100 SHS	149	6,081
PEPSICO 2000 SHS	510	136,860
MERCK CORPORATION 2800 SHS	299	114,632
EXXON/MOBIL 1400 SHARES	15,819	121,170
BP AMOCO 4224 SHARES	3,933	175,887

**TY 2012 Investments - Other Schedule****Name:** CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KINDER MORGAN ENERGY (PTP) 5300 SHS	AT COST	16,668	422,887

TY 2012 Other Expenses Schedule

**Name:** CARNEY FAMILY FOUNDATION

**EIN:** 36-4346222

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
5	25			25

TY 2012 Other Income Schedule

**Name:** CARNEY FAMILY FOUNDATION

**EIN:** 36-4346222

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KINDER MORGAN E PTNRS K-1	16,643		

TY 2012 Taxes Schedule

**Name:** CARNEY FAMILY FOUNDATION

**EIN:** 36-4346222

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,310			