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 , and ending

Name of foundation: OBERWEILER FOUNDATION

A Employer identification number: 36-4376705

Number and street (or P O box number if mail is not delivered to street address): 1250 S. GROVE AVENUE — Room/suite: 200

B Telephone number: (847)277-7443

City or town, state, and ZIP code: BARRINGTON, IL 60010

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,115,544.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	133.	133.		STATEMENT 1
	4 Dividends and interest from securities	175,680.	175,680.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	150,828.			
	b Gross sales price for all assets on line 6a 3,480,203.				
	7 Capital gain net income (from Part IV, line 2)		150,828.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-121,904.	-136,633.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	204,737.	190,008.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	170,200.	85,100.		85,100.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	15,478.	7,739.		7,739.
	16a Legal fees STMT 4	2,425.	2,425.		0.
	b Accounting fees STMT 5	6,800.	6,800.		0.
	c Other professional fees STMT 6	845.	422.		423.
	17 Interest				
	18 Taxes STMT 7	6,707.	224.		25.
	19 Depreciation and depletion	588.	427.		
	20 Occupancy	9,256.	4,628.		4,628.
	21 Travel, conferences, and meetings	868.	706.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	64,299.	62,225.		2,074.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	277,466.	170,696.		99,989.
	25 Contributions, gifts, grants paid	409,771.			409,771.
	26 **Total expenses and disbursements.** Add lines 24 and 25	687,237.	170,696.		509,760.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-482,500.			
	b **Net investment income** (if negative, enter -0-)		19,312.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	923,099.	500,584.	500,584.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	9,209,011.	9,148,237.	9,612,373.
	14 Land, buildings, and equipment: basis ▶ 5,622.			
	Less accumulated depreciation STMT 10 ▶ 5,112.	1,098.	510.	510.
	15 Other assets (describe ▶ STATEMENT 11)	700.	2,077.	2,077.
	16 **Total assets** (to be completed by all filers)	10,133,908.	9,651,408.	10,115,544.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,133,908.	9,651,408.	
	30 **Total net assets or fund balances**	10,133,908.	9,651,408.	
	31 **Total liabilities and net assets/fund balances**	10,133,908.	9,651,408.	

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	10,133,908.
2	Enter amount from Part I, line 27a	2	-482,500.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,651,408.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,651,408.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	3,480,203.		3,473,355.	150,828.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				150,828.

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 — 150,828.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	423,983.	10,338,206.	.041011
2010	600,158.	10,206,692.	.058800
2009	568,503.	10,092,864.	.056327
2008	717,840.	12,946,001.	.055449
2007	656,127.	14,388,178.	.045602

2	**Total** of line 1, column (d)	2	.257189
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	.051438
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,888,907.
5	Multiply line 4 by line 3	5	508,666.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	193.
7	Add lines 5 and 6	7	508,859.
8	Enter qualifying distributions from Part XII, line 4	8	509,760.

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	193.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	193.
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	193.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,512.		
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	6,512.
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	6,319.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	6,319. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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)*

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

Website address ▶ N/A

14 The books are in care of ▶ JAMES BARTELL Telephone no. ▶ (847) 277-7443
Located at ▶ 1250 S. GROVE AVE, SUITE 200, BARRINGTON, IL ZIP+4 ▶ 60010

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		170,200.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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. 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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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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	9,418,811.
b	Average of monthly cash balances	1b	620,688.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,039,499.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,039,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,592.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,888,907.
6	**Minimum investment return.** Enter 5% of line 5	6	494,445.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	494,445.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 193.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b 1,356.		
c	Add lines 2a and 2b	2c	1,549.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	492,896.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	492,896.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	492,896.

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	509,760.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	509,760.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	193.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	509,567.

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				492,896.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			409,725.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 509,760.				
a Applied to 2011, but not more than line 2a			409,725.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				100,035.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				392,861.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
BRAVEHEARTS THERAPEUTIC CENTER 4652 BIRMINGHAM DRIVE PAWNEE, IL 62558	PUBLIC		RESTRICTED - CHILDREN'S THERAPEUTIC HORSEBACK RIDING PROGRAM	11,843.
CASA KANE COUNTY 100 3RD STREET, SUITE 460 GENEVA , IL 60434	PUBLIC		RESTRICTED - TECHNOLOGY UPGRADE PROJECT	19,380.
CHILDREN'S HOME + AID 1101 WASHINGTON ST EVANSTON, IL 60202	PUBLIC		RESTRICTED - DE-ESCALATION EQUIPMENT & COMPUTERS FOR EDUCATIONAL SERVICES PROGRAMS.	10,000.
CHICAGO LIGHTS 126 E CHESTNUT ST CHICAGO, IL 60611	PUBLIC		RESTRICTED - CHAMP PROGRAM	5,000.
CITIZENS FOR CONSERVATION P.O. BOX 435 ATTN: SHARON PASCH, PRESIDENT BARRINGTON, IL 60010	PUBLIC		RESTRICTED - NATIVE HABITAT INTERN RESTORATION PROJECT.	14,950.
Total SEE CONTINUATION SHEET(S)			▶ 3a	409,771.
b Approved for future payment				
NORTHSHORE UNIV. HEALTH SYSTEM FOUNDATION 1033 UNIVERSITY PL #450 EVANSTON, IL 60201	PUBLIC		RESTRICTED - PEDIATRIC SERVICES IN INTEGRATIVE MEDICINE	50,000.
COMER CHILDREN'S HOSPITAL 5721 S MARYLAND AVENUE CHICAGO, IL 60637	PUBLIC		RESTRICTED - INTEGRATIVE MEDICINE RESIDENCY PROGRAM.	24,800.
Total			▶ 3b	74,800.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	133.	
4 Dividends and interest from securities			14	175,680.	
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	900000	14,729.	14	-136,633.	
8 Gain or (loss) from sales of assets other than inventory			18	150,828.	
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)		14,729.		190,008.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 204,737.

(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).
	NOT APPLICABLE

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	

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/5/13 Title: Executive Dir.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JUDY ALBERTS	Judy Alberts	10/31/13		P00735522

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606 — Phone no. 312-634-3400

223622
12-05-12

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	WILLIAM BLAIR ACCOUNT 6176		01/01/12	12/31/12
b	WILLIAM BLAIR ACCOUNT 6176		06/17/10	12/31/12
c	WILLIAM BLAIR ACCOUNT 3960		01/01/12	12/31/12
d	WILLIAM BLAIR ACCOUNT 3960		06/17/10	12/31/12
e	WILLIAM BLAIR ACCOUNT 2444		01/01/12	12/31/12
f	WILLIAM BLAIR ACCOUNT 2444		06/10/08	12/31/12
g	WILLIAM BLAIR ACCOUNT 2832		01/01/12	12/31/12
h	WILLIAM BLAIR ACCOUNT 2832		03/16/11	12/31/12
i	WILLIAM BLAIR ACCOUNT 6460		01/01/12	12/31/12
j	WILLIAM BLAIR ACCOUNT 6460		09/21/06	12/31/12
k	WILLIAM BLAIR ACCOUNT 9652		03/16/11	12/31/12
l	WILLIAM BLAIR ACCOUNT 6616		01/01/12	12/31/12
m	WILLIAM BLAIR ACCOUNT 6616		09/22/05	12/31/12
n	WILLIAM BLAIR ACCOUNT 6659		06/27/05	12/31/12
o	UBS ACCOUNT 9350		01/01/12	12/31/12

	(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	4,107.		3,926.	181.
b	83,199.		70,348.	12,851.
c	2,499.		3,545.	-1,046.
d	41,620.		43,503.	-1,883.
e	88,351.		83,964.	4,387.
f	142,942.		122,115.	20,827.
g	28,413.		24,354.	4,059.
h	50,202.		45,096.	5,106.
i	17,942.		18,613.	-671.
j	138,420.		118,957.	19,463.
k	2,259.		3,097.	-838.
l	85,625.		91,812.	-6,187.
m	486,399.		401,181.	85,218.
n	499,984.		710,384.	-210,400.
o	1,360,000.		1,360,000.	0.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				181.
b				12,851.
c				-1,046.
d				-1,883.
e				4,387.
f				20,827.
g				4,059.
h				5,106.
i				-671.
j				19,463.
k				-838.
l				-6,187.
m				85,218.
n				-210,400.
o				0.

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

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	UBS ACCOUNT 4572		07/16/09	12/31/12
b	LITIGATION SETTLEMENT		12/31/11	12/31/12
c	LT CAPITAL GAIN DISTRIBUTIONS		12/31/11	12/31/12
d	LT CAPITAL GAINS FROM PARTNERSHIPS		12/31/11	12/31/12
e	ST CAPITAL GAINS FROM PARTNERSHIPS		01/01/12	12/31/12
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	448,241.		372,460.	75,781.
b				45.
c				7,796.
d				81,922.
e				54,217.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				75,781.
b				45.
c				7,796.
d				81,922.
e				54,217.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	150,828.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLEAN WISCONSIN 122 STATE ST., SUITE 200 MADISON, WI 53703	PUBLIC		RESTRICTED - MERCURY POLLUTION REDUCTION CAMPAIGN	25,000.
COMER CHILDREN'S HOSPITAL 5721 S MARYLAND AVENUE CHICAGO, IL 60637	PUBLIC		RESTRICTED - INTEGRATIVE MEDICINE RESIDENCY PROGRAM	23,500.
DES PLAINES RIVER ECOSYSTEM PARTNERSHIP 32492 N ALMOND RD GRAYSLAKE, IL 60030	PUBLIC		RISTRICTED - RIVER RESTORATION AND WATER IMPROVEMENT PROJECTS	1,000.
DONORS FORUM OF CHICAGO 208 S LASALLE #735 CHICAGO, IL 60604	PUBLIC		UNRESTRICTED	178.
ELMHURST COLLEGE EDUCATIONAL ASSISTANCE PROGRAM 190 PROSPECT AVENUE ELMHURST, IL 60126	PUBLIC		RESTRICTED - ASSIST AN EXCEPTIONAL GRADUATING STUDENT FROM A LAKE COUNTY HIGH SCHOOL. RECIPIENT - JULIE LIPP	11,636.
ELYSSA'S MISSION P.O. BOX 8381 NORTHFIELD, IL 60093	PUBLIC		RESTRICTED - SIGNS OF SUICIDE CONFERENCE	10,000.
EMERGENCY FUND 208 LASALLE ST, STE 776 CHICAGO, IL 60604	PUBLIC		RESTRICTED - FLEXIBLE FINANCIAL FUND PROJECT	35,000.
FRIENDS OF THE CHICAGO RIVER 407 S DEARBORN SUITE 1580 CHICAGO, IL 60605	PUBLIC		RESTRICTED - CHICAGO AREA WATERWAYS SYSTEM WATER QUALITY STANDARDS IMPROVEMENT PROJECT.	25,000.
FRIENDS OF THE FOREST PRESERVE DIST. OF DUPAGE COUNTY 3S580 NAPERVILLE ROAD WHEATON, IL 60189	PUBLIC		RESTRICTED - PEOPLE MOVERS PROJECT	16,000.
GEORGE R BELL YOUTH OPPORTUNITY FUND 952 N IDLEWILD AVE MUNDELEIN, IL 60060	PUBLIC		RESTRICTED - GOLF FIRST PROGRAM	3,000.
Total from continuation sheets				348,598.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GO BEYOND BARRINGTON 6000 GARLANDS LANE, SUITE 120 BARRINGTON, IL 60010	PUBLIC		RESTRICTED - STUDENT LED COMMUNITY OUTREACH ORGANIZATION	500.
HAVE DREAMS 515 BUSSE HIGHWAY, SUITE 150 PARK RIDGE, IL 60202	PUBLIC		RESTRICTED - SCHOLARSHIP SUPPORT FOR FAMILIES OF CHILDREN WITH AUTISM EXPERIENCING FINANCIAL	10,000.
HORIZON HOSPICE & PALLIATIVE CARE 833 W CHICAGO AVE #300 CHICAGO, IL 60642	PUBLIC		RESTRICTED - CAM THERAPIES FOR CHILDREN PROGRAM	25,000.
HORSEFEATHERS THERAPEUTIC RIDING, NFP 1181 RIVERWOODS LAKE FOREST, IL 60045	PUBLIC		RESTIRCTED - ECONOMIC NEED SCHOLARSHIPS/COMPUTER EVALUATION EQUIPMENT	10,000.
LAND CONSERVANCY OF MCHENRY COUNTY PO BOX 352 WOODSTOCK, IL 60098	PUBLIC		RESTRICTED - THE CREATION OF A LAND STEWARDSHIP PROGRAM	20,000.
LITTLE CITY FOUNDATION 1760 W ALGONQUIN ROAD PALATINE , IL 60607	PUBLIC		RESTRICTED - CHILDBRIDGE CENTER FOR EDUCATION THERAPEUTIC DAY SCHOOL.	10,134.
NATIONAL RESOURCE DEFENSE COUNCIL 40 W. 20TH STREET ATTN: LINDA LOPEZ, DIRECTOR OF MEMBERSHIP NEW YORK, NY 10011	PUBLIC		RESTRICTED - PARTNERSHIP FOR THE EARTH - SAVE ENDANG	10,000.
NEDSRA 1770 W CENTENNIAL PLACE ADDISON, IL 60101	PUBLIC		RESTRICTED - SERVICES FOR CHILDREN WITH AUTISM SPECTRUM DISORDER PROGRAM.	7,650.
NORTHERN ILLINOIS FOOD BANK 600 INDUSTRIAL DRIVE ST. CHARLES, IL 60174	PUBLIC		RESTRICTED - YOUTH NUTRITION PROGRAM	25,000.
NORTHSHORE UNIV. HEALTH SYSTEM FOUNDATION 1033 UNIVERSITY PL #450 EVANSTON, IL 60201	PUBLIC		RESTRICTED - PEDIATRIC SERVICES IN INTEGRATIVE MEDICINE.	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
QUENTIN ROAD DYSLEXIA SOLUTIONS 60 QUENTIN RD LAKE ZURICH, IL 60047	PUBLIC		SRESTRICTED - HELP ECONOMICALLY DISADVANTAGED STUDENTS PROGRAM	15,000.
SHELTER, INC 1616 NORTH ARLINGTON HEIGHTS ROAD ARLINGTON HEIGHTS, IL 60004	PUBLIC		RESTRICTED - SPECIAL ASSISTANCE FUND	10,000.
THE CHILDREN'S PLACE ASSOCIATION 1436 W RANDOLPH STREET, FIFTH FLOOR CHICAGO, IL 60607	PUBLIC		RESTRICTED - FOSTER CARE AND ADOPTION PROGRAM	10,000.
THE NIGHT MINISTRY 4711 N RAVENSWOOD CHICAGO, IL 60640	PUBLIC		RESTRICTED - YOUTH OUTREACH AND HEALTH MINISTRY PROGRAM	15,000.
THE SPINA BIFIDA ASSOCIATION 8765 WEST HIGGINS ROAD, SUITE 403 CHICAGO, IL 60631	PUBLIC		RESTRICTED - SPECIAL NEEDS CAMPING PROJECT FOR YOUTH LIVING WITH SPINA BIFIDA.	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HAVE DREAMS

RESTRICTED - SCHOLARSHIP SUPPORT FOR FAMILIES OF CHILDREN WITH AUTISM EXPERIENCING FINANCIAL HARDSHIP.

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

SOURCE	AMOUNT
PNC BANK	133.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	133.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM INVESTMENTS	120,226.	0.	120,226.
INTEREST & DIVIDENDS FROM PARTNERSHIPS	51,958.	0.	51,958.
INTEREST FROM INVESTMENTS	3,496.	0.	3,496.
TOTAL TO FM 990-PF, PART I, LN 4	175,680.	0.	175,680.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	-137,064.	-137,064.	
OTHER INCOME FROM PARTNERSHIPS - UBTI	14,729.	0.	
OTHER INCOME	431.	431.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-121,904.	-136,633.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,425.	2,425.		0.
TO FM 990-PF, PG 1, LN 16A	2,425.	2,425.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,800.	6,800.		0.
TO FORM 990-PF, PG 1, LN 16B	6,800.	6,800.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADP PAYROLL SERVICE FEES	845.	422.		423.
TO FORM 990-PF, PG 1, LN 16C	845.	422.		423.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	224.	224.		0.
MISCELLANEOUS TAXES	25.	0.		25.
EXCISE TAX PAYMENTS	6,458.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,707.	224.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,899.	1,899.		0.
INFORMATION SYSTEMS	1,073.	1,073.		0.
FINANCE CHARGES	225.	225.		0.
INSURANCE	1,999.	1,000.		999.
INVESTMENT EXPENSES	57,105.	57,105.		0.
TELEPHONE	481.	240.		241.
OFFICE SUPPLIES	618.	618.		0.
POSTAGE AND DELIVERY	129.	65.		64.
MEMBERSHIP DUES	770.	0.		770.
TO FORM 990-PF, PG 1, LN 23	64,299.	62,225.		2,074.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - HEDGE FUNDS	COST	2,909,522.	2,745,057.
INVESTMENTS - UBS 29350 CD - SEE ATTACHMENT	COST	960,000.	960,089.
INVESTMENTS - UBS 14572 MUTUAL FUNDS - SEE ATTACHMENT	COST	2,065,432.	2,511,577.
INVESTMENTS - WILLIAM BLAIR & COMPANY - SEE ATTACHMENT	COST	2,721,631.	2,895,650.
25,000 SHARES HINES GLOBAL REIT	COST	245,971.	250,000.
25,000 SHARES COLE CREDIT PROPERTY TRUST	COST	245,681.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,148,237.	9,612,373.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,334.	1,334.	0.
FILE CABINET	372.	372.	0.
COMPUTER EQUIPMENT	2,300.	2,168.	132.
CHAIR	1,616.	1,238.	378.
TOTAL TO FM 990-PF, PART II, LN 14	5,622.	5,112.	510.

Account name: OBERWEILER FOUNDATION
Friendly account name: main acct
Account number: CG 29350 90

Your Financial Advisor
MICHAEL GREENE
312-525-4100/800-621-6525

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
SOVEREIGN BK FSB DE US RATE 00 4000% MAT 01/17/2013 FIXED RATE CD ACCRUED INTEREST $915.28 CUSIP 84603MT63 EAI: $960	Jan 10, 12	240,000 000	100.000	240,000.00	100 000	240,000 00		ST
BARCLAYS BK DE US RATE 00 4000% MAT 01/18/2013 FIXED RATE CD ACCRUED INTEREST $912.64 CUSIP 06740KFU6 EAI: $960	Jan 10, 12	240,000.000	100 000	240,000 00	100 000	240,000.00		ST
GE CAPITAL RETAIL UT US RATE 00.3000% MAT 02/25/2013 FIXED RATE CD ACCRUED INTEREST $433.96 CUSIP 36160NKN8 EAI $544	May 22, 12	240,000 000	100 000	240,000 00	99 986	239,966 40	-33.60	ST

continued next page

Your Financial Advisor:
MICHAEL GREENE
312-525-4100/800-621-6525

Your assets › **Fixed income** › **Certificates of deposit** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BANK OF BARODA NY US RATE 00 5500% MAT 05/24/2013 FIXED RATE CD ACCRUED INTEREST $795.62 CUSIP 060624FW8 EAI· $1,316	May 22, 12	240,000 000	100.000	240,000 00	100 051	240,122 40	122 40	ST
Total		**$960,000.000**		**$960,000.00**		**$960,088.80**	**$88.80**	

Account name: OBERWEILER FOUNDATION
Account number: CG 14572 90

Your Financial Advisor:
MICHAEL GREENE
312-525-4100/800-621-6525

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES TRUST RUSSELL 2000									
INDEX FUND									
Symbol. IWM									
Trade date· Nov 19, 12	2,600 000	78 819	204,931.74	204,931.74	84.317	219,224.20	14,292 46	14,292.46	ST
EAI· $4,386 Current yield· 2 00%									
ISHARES TRUST RUSSELL 1000									
VALUE INDEX FUND									
Symbol. IWD									
Trade date. Jul 16, 09	1,609 000	47.638	76,650 71	76,650 71	72.820	117,167.38	40,516.67		LT
Trade date: Aug 17, 09	500 000	51.398	25,699.10	25,699 10	72.820	36,410 00	10,710.90		LT
Trade date: Jan 15, 10	444 000	58.988	26,190.89	26,190 89	72.820	32,332 08	6,141.19		LT

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Your assets › **Equities** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date. Feb 16, 10	388 000	56.670	21,987.96	21,987 96	72 820	28,254 16	6,266 20		LT
Trade date Mar 15, 10	445.000	59 909	26,659.64	26,659.64	72.820	32,404.90	5,745 26		LT
Trade date: Apr 15, 10	327.000	63.797	20,861.78	20,861.78	72 820	23,812.14	2,950 36		LT
Trade date· May 17, 10	461.000	58 850	27,129 85	27,129.85	72.820	33,570 02	6,440 17		LT
Trade date. Jun 1, 10	444.000	56.809	25,223.41	25,223.41	72.820	32,332.08	7,108.67		LT
Trade date. Jun 15, 10	380 000	58 213	22,120.94	22,120.94	72.820	27,671.60	5,550 66		LT
Trade date Jun 30, 10	512.000	55.099	28,210.85	28,210 85	72 820	37,283.84	9,072.99		LT
Trade date' Aug 13, 10	440.000	56.769	24,978.40	24,978.40	72.820	32,040.80	7,062.40		LT
Trade date. Aug 24, 10	450 000	55 309	24,889 26	24,889.26	72.820	32,769.00	7,879 74		LT
EAI: $10,726 Current yield· 2.30%									
Security total	6,400.000	54 782	350,602 79	350,602.79		466,048.00	115,445 21	115,445.21	
ISHARES TRUST RUSSELL 1000									
GROWTH INDEX FUND									
Symbol: IWF									
Trade date: Jul 16, 09	1,840 000	41.618	76,578.22	76,578.22	65.490	120,501 60	43,923.38		LT
Trade date: Aug 17, 09	600.000	43 198	25,918 92	25,918 92	65.490	39,294 00	13,375 08		LT
Trade date: Jan 15, 10	538.000	50 538	27,189.71	27,189 71	65 490	35,233.62	8,043.91		LT
Trade date: Feb 16, 10	433.000	48.750	21,108 75	21,108.75	65 490	28,357.17	7,248.42		LT
Trade date: Mar 15, 10	550 000	51.167	28,141.85	28,141.85	65.490	36,019 50	7,877.65		LT
Trade date· Apr 15, 10	488.000	53.509	26,112 48	26,112.48	65.490	31,959.12	5,846.64		LT
Trade date. May 17, 10	477.000	49.879	23,792.41	23,792.41	65 490	31,238 73	7,446.32		LT
Trade date. Jun 1, 10	500 000	48 297	24,148.75	24,148.75	65 490	32,745.00	8,596.25		LT
Trade date Jun 15, 10	457 000	49 366	22,560 49	22,560 49	65.490	29,928 93	7,368.44		LT
Trade date. Jun 30, 10	642.000	46.636	29,940 63	29,940 63	65 490	42,044.58	12,103 95		LT
Trade date Aug 24, 10	530 000	47 220	25,026 60	25,026.60	65.490	34,709 70	9,683 10		LT
EAI. $7,648 Current yield: 1.66%									
Secunty total	7,055 000	46 849	330,518 81	330,518.81		462,031 95	131,513.14	131,513.14	
ISHARES MORNINGSTAR MID GROWTH									
INDEX FUND									
Symbol· JKH									
Trade date Feb 17, 11	1,210 000	104.276	126,174.88	126,174 88	106.950	129,409.50	3,234.62	3,234.62	LT
EAI: $1,031 Current yield: 0.80%									

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Your assets › Equities › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES MORNINGSTAR MID VALUE									
INDEX FUND									
Symbol. JKI									
Trade date. Feb 17, 11	1,460 000	82.000	119,720.00	119,720.00	82.350	120,231 00	511.00	511.00	LT
EAI. $2,708 Current yield. 2.25%									
TECHNOLOGY SECTOR SPDR TRUST									
SHS									
Symbol XLK									
Trade date May 10, 11	3,200.000	26 709	85,471 68	85,471 68	28.850	92,320.00	6,848.32	6,848.32	LT
EAI. $1,610 Current yield: 1.74%									
Total			**$1,217,419.90**	**$1,217,419.90**		**$1,489,264.65**	**$271,844.75**	**$271,844.75**	

Total estimated annual income: $28,109

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMERICAN FUNDS AMCAP									
FUND CLASS F1									
Symbol AMPFX									
Trade date. Aug 16, 10	1,585.289	15 769	25,000 00	25,000.00	21.590	34,226 38	9,226.38		LT
Total reinvested	13.156	19 466		256 10	21.590	284 04	27.94		
EAI· $139 Current yield: 0 40%									
Security total	1,598 445	15 800	25,000 00	25,256 10		34,510.42	9,254 32	9,510.42	
AMERICAN FUNDS									
EUROPACIFIC GR F-1									
Symbol AEGFX									

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date. Jul 16, 09	2,337.905	32 080	75,000.00	75,000.00	40.990	95,830.73	20,830.73		LT
Trade date: Aug 17, 09	444.444	33 750	15,000.00	15,000.00	40.990	18,217.76	3,217.76		LT
Trade date: Jan 15, 10	357.036	38 800	13,853 00	13,853 00	40 990	14,634 91	781.91		LT
Trade date: Feb 16, 10	578.106	36 220	20,939 00	20,939.00	40 990	23,696 56	2,757 56		LT
Trade date: Mar 15, 10	371.846	37.649	14,000.00	14,000.00	40 990	15,241.97	1,241.97		LT
Trade date: Apr 15, 10	407.123	39 590	16,118 00	16,118.00	40.990	16,687.97	569.97		LT
Trade date: May 17, 10	645.447	34.919	22,539 00	22,539.00	40 990	26,456.87	3,917.87		LT
Trade date: Jun 1, 10	412.889	33 749	13,935 00	13,935.00	40 990	16,924 32	2,989.32		LT
Trade date: Jun 15, 10	412.546	35.629	14,699.01	14,699.01	40.990	16,910.26	2,211.25		LT
Trade date: Jun 30, 10	321 834	33.800	10,878.00	10,878.00	40 990	13,191 98	2,313.98		LT
Trade date: Aug 13, 10	413.337	36.290	15,000.00	15,000 00	40 990	16,942.68	1,942 68		LT
Trade date: Aug 24, 10	421.467	35 589	15,000.01	15,000.01	40.990	17,275 93	2,275.92		LT
Trade date: Nov 19, 12	604.151	39 269	23,725 00	23,725 00	40 990	24,764 15	1,039.15		ST
Total reinvested	404.154	38.718		15,648.08	40.990	16,566 27	918.19		
EAI: $5,701 Current yield. 1.71%									
Security total	8,132 285	35 210	270,686.02	286,334.10		'333,342.36	47,008.26	62,656 34	
EATON VANCE ATLANTA									
CAPITAL SMID-CAP									
FUND CLASS A									
Symbol. EAASX									
Trade date: Jul 16, 09	2,210 731	9.600	21,223 02	21,223.02	17 030	37,648 75	16,425.73		LT
Trade date Aug 17, 09	990.099	10 100	10,000.00	10,000.00	17 030	16,861 39	6,861.39		LT
Trade date: Jan 15, 10	961.538	11.570	11,125 00	11,125.00	17.030	16,374.99	5,249.99		LT
Trade date: Feb 16, 10	835.111	11.250	9,395.00	9,395.00	17 030	14,221 94	4,826.94		LT
Trade date· Mar 15, 10	552.805	12 120	6,700 00	6,700 00	17.030	9,414 27	2,714 27		LT
Trade date. Apr 15, 10	830.919	12 840	10,669 00	10,669.00	17.030	14,150 55	3,481.55		LT
Trade date: May 17, 10	418 394	12 449	5,209.00	5,209 00	17.030	7,125.25	1,916 25		LT
Trade date: Jun 1, 10	892.347	11 630	10,378.00	10,378 00	17 030	15,196.67	4,818.67		LT
Trade date: Jun 15, 10	1,109.876	12.049	13,374 00	13,374.00	17.030	18,901.19	5,527 19		LT
Trade date. Jun 30, 10	860.142	11.240	9,668.00	9,668.00	17.030	14,648 22	4,980 22		LT
Trade date: Aug 13, 10	874.126	11 439	10,000.00	10,000 00	17 030	14,886 37	4,886 37		LT
Trade date Aug 24, 10	897.666	11.140	10,000 00	10,000 00	17.030	15,287 25	5,287 25		LT

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Total reinvested	212.372	15 067		3,200.00	17.030	3,616.70	416.70		
Security total	11,646.126	11.243	127,741.02	130,941 02		198,333 52	67,392 52	70,592 52	
LAZARD EMERGING MARKET									
PORTFOLIO-OPEN SHARES									
Symbol LZOEX									
Trade date: Jul 16, 09	1,681.237	14.870	25,000 00	25,000.00	20.030	33,675 18	8,675.18		LT
Trade date· Aug 17, 09	322.581	15 499	5,000.00	5,000.00	20.030	6,461.30	1,461.30		LT
Trade date. Jan 15, 10	170.225	18.640	3,173 00	3,173 00	20 030	3,409.61	236.61		LT
Trade date· Feb 16, 10	339.944	17 749	6,034 00	6,034 00	20.030	6,809 08	775.08		LT
Trade date. Mar 15, 10	242 588	18 549	4,500 00	4,500 00	20.030	4,859 04	359 04		LT
Trade date: Apr 15, 10	186.876	20 040	3,745 00	3,745 00	20 030	3,743.13	-1 87		LT
Trade date· May 17, 10	289 100	18.439	5,331 00	5,331.00	20 030	5,790.67	459 67		LT
Trade date: Jun 1, 10	318 718	17 469	5,568.00	5,568.00	20 030	6,383.92	815.92		LT
Trade date. Jun 15, 10	258 157	18 450	4,763.00	4,763.00	20.030	5,170.88	407 88		LT
Trade date: Jun 30, 10	169.807	17.620	2,992 00	2,992 00	20 030	3,401.23	409.23		LT
Trade date. Aug 13, 10	259.740	19.250	5,000.00	5,000.00	20.030	5,202.59	202 59		LT
Trade date. Aug 24, 10	260 960	19.160	5,000 00	5,000.00	20 030	5,227.03	227.03		LT
Trade date Nov 19, 12	1,597 007	19.380	30,950.00	30,950 00	20 030	31,988.05	1,038 05		ST
Total reinvested	656.299	18.613		12,216.16	20 030	13,145 67	929 51		
Security total	6,753 239	17.661	107,056 00	119,272.16		135,267.37	15,995 22	28,211.38	
Total			**$530,483.04**	**$561,803.38**		**$701,453.67**	**$139,650.32**	**$170,970.63**	

Total estimated annual income: $5,840

Your assets (continued)

Broad commodities

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES GOLD TRUST ETF									
Symbol IAU									
Trade date May 20, 10	8,500 000	11.673	99,226 36	99,226 36	16 279	138,371.50	39,145 14		LT
Trade date. Oct 23, 12	11,210 000	16.680	186,982 80	186,982.80	16 279	182,487 59	-4,495.21		ST
Security total	19,710.000	14.521	286,209.16	286,209.16		320,859.09	34,649.93	34,649.93	

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	14,208.85	0.56%	14,208.85		
Equities	Closed end funds & Exchange traded products	1,489,264.65		1,217,419.90	28,109.00	271,844.75
	Mutual funds	701,453.67		561,803.38	5,840.00	139,650.32
	Total equities	2,190,718.32	86.74%	1,779,223.28	33,949.00	411,495.07
Broad commodities	Closed end funds & Exchange traded products	320,859.09	12.70%	286,209.16		34,649.93
Total		$2,525,786.26	100.00%	$2,079,641.29	$33,949.00	$446,145.00
	Less Cash:	<14,208.85>		<14,208.85>		
		2511577.41		2,065,432.44		

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

? RR# 13S

December 31, 2012

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
COMMON STOCK						
05-03-12	110	3-D SYSTEMS CORP-DEL	29 51	3,246	53 35	5,868
03-16-11	234	3M COMPANY	82 82	19,381	92 85	21,726
12-21-10	175	ABAXIS INC	24 25	4,245	37 10	6,492
09-05-12	280	ABBOTT LABORATORIES	51 54	14,433	65 50	18,340
01-26-12	152	ABM INDUSTRIES INC	19 85	3,018	19 95	3,032
09-27-11	360	ADOBE SYSTEMS INC	29 75	10,712	37 68	13,564
03-17-11	84	ADT CORPORATION COM	28 29	2,376	46 49	3,905
02-24-12	148	AMERICAN EXPRESS COMPANY	53 25	7,881	57 48	8,507
01-23-12	181	AMERICAN GREETINGS CORP-CL A	13 37	2,421	16 89	3,057
07-10-12	198	AMERISOURCEBERGEN CORP	39 20	7,763	43 18	8,549
11-29-11	170	AMPHENOL CORP NEW-CL A	44 13	7,503	64 70	10,999
10-19-06	88	APACHE CORP	66 30	5,834	78 50	6,908
10-31-12	232	AT&T INC	34 73	8,057	33 71	7,820
12-07-12	110	ATHENAHEALTH INC	52 62	5,789	73 45	8,079
03-16-11	48	ATLANTIC TELE-NETWORK INC NEW	33 32	1,599	36 71	1,762
11-29-12	385	AUTOMATIC DATA PROCESSING INC	45 85	17,655	56 93	21,918
03-16-11	162	AVISTA CORP	21 88	3,545	24 11	3,905
01-12-12	148	BAKER HUGHES INC	49 08	7,264	40 84	6,045
06-17-10	300	BEACON ROOFING SUPPLY INC	19 28	5,784	33 28	9,984
05-22-12	183	BECTON DICKINSON & CO	82 66	15,128	78 19	14,308
09-21-12	123	BEMIS CO INC	32 95	4,054	33 46	4,115
11-02-12	93	BERKSHIRE HATHAWAY INC DEL CL B NEW	87 43	8,131	89 70	8,342
08-10-11	282	BIO REFERENCE LABORATORIES INC NEW	21 53	6,073	28 62	8,073
05-29-12	79	BLACKROCK INC	168 65	13,323	206 71	16,330
01-03-12	131	BOB EVANS FARMS INC	31 24	4,093	40 20	5,266
03-23-12	150	C H ROBINSON WORLDWIDE INC NEW	63 33	9,499	63 22	9,483
09-20-12	162	CA INC	26 08	4,226	21 98	3,560
01-04-11	137	CABOT MICROELECTRONICS CORP	38 37	5,257	35 51	4,864
02-17-12	158	CAPITAL ONE FINANCIAL CORP	49 06	7,751	57 93	9,152
06-17-10	127	CASS INFORMATION SYSTEMS INC	27 32	3 469	42 20	5 359

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

? RR# 13S

December 31, 2012

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
06-17-10	297	CEPHEID	18 12	5,382	33 86	10,056
06-17-10	235	CHEESECAKE FACTORY INC	25 50	5,994	32 72	7,689
06-17-10	165	CHEMED CORPORATION	58 02	9,574	68 59	11,317
04-27-12	137	CHEVRON CORPORATION	103 36	14,160	108 14	14,815
05-31-11	169	CHUBB CORP	58 28	9,850	75 32	12,729
11-09-12	232	CISCO SYSTEMS INC	16 91	3,923	19 64	4,558
11-02-12	107	CITIGROUP INC COM NEW	37 95	4,060	39 56	4,232
08-28-12	79	CME GROUP INC	55 60	4,393	50 67	4,002
11-29-12	260	COCA COLA COMPANY (THE)	29 73	7,729	36 25	9,425
06-26-12	170	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	56 29	9,569	73 88	12,559
11-29-12	140	COLGATE PALMOLIVE CO	84 51	11,832	104 54	14,635
04-06-11	205	COMCAST CORP NEW CL A	24 90	5,105	37 36	7,658
03-16-11	76	COMMERCE BANCSHARES INC	36 13	2,746	35 06	2,664
09-02-11	109	CONCUR TECHNOLOGIES INC	42 64	4,648	67 52	7,359
11-29-11	77	CONOCOPHILLIPS	55 40	4,265	57 99	4,465
06-17-10	105	CONSTANT CONTACT INC	22 98	2,413	14 21	1,492
10-24-12	214	CORNING INC	12 78	2,736	12 62	2,700
06-28-12	105	COSTAR GROUP INC	54 03	5,673	89 37	9,383
10-13-09	131	DANAHER CORP	33 96	4,449	55 90	7,322
02-06-12	222	DARDEN RESTAURANTS INC	47 68	10,585	45 07	10,005
06-28-12	280	DEALERTRACK TECHNOLOGIES INC	20 63	5,776	28 72	8,041
06-17-10	460	DIGI INTERNATIONAL INC	8 39	3,860	9 47	4,356
09-30-08	124	DIRECTV COM	25 83	3,203	50 16	6,219
12-13-12	197	DOW CHEMICAL CO	31 33	6,173	32 32	6,368
01-24-12	107	DR PEPPER SNAPPLE GROUP INC	38 93	4,165	44 18	4,727
11-28-12	65	DUKE ENERGY CORPORATION HOLDING COMPANY NE	61 63	4,006	63 80	4,147
06-10-11	248	EBIX INC FORMERLY EBIX COM INC NEW	20 62	5,114	16 07	3,985
05-25-11	250	ECHO GLOBAL LOGISTICS INC	12 85	3,214	17 97	4,492
03-23-12	90	ECOLAB INC	54 37	4,893	71 90	6,471
08-23-12	307	EMC CORP-MASS	26 22	8,050	25 30	7,767
11-13-12	326	EMERSON ELECTRIC CO	48 21	15,716	52 96	17,264
06-16-11	45	ENTERGY CORP NEW	68 47	3,081	63 75	2,868
11-04-10	200	EQUIFAX INC	31 40	6,280	54 12	10,824
11-19-09	182	EXXON MOBIL CORP	84 48	15,375	86 55	15,752
06-17-10	110	FARO TECHNOLOGIES INC	21 56	2,372	35 68	3,924
05-27-08	82	FEDEX CORP	89 41	7,332	91 72	7,521
10-03-11	198	FINANCIAL ENGINES INC	23 45	4,644	27 75	5,494
09-10-12	614	FORD MOTOR CO PAR $0 01	10 12	6,216	12 95	7,951
06-17-10	115	FORWARD AIR CORPORATION	28 51	3,279	35 01	4,026
10-05-11	124	FRESH MARKET INC	37 84	4,692	48 09	5,963
08-29-12	69	GENERAL DYNAMICS CORP	71 15	4,909	69 27	4,779
11-09-12	332	GENERAL ELECTRIC CO	21 16	7 027	20 99	6 968

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

? RR# 13S

December 31, 2012

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
07-19-11	201	GENERAL MILLS INC	36 27	7,291	40 41	8,122
06-17-10	272	GENTEX CORP	19 76	5,375	18 85	5,127
03-16-11	50	GENUINE PARTS CO	51 03	2,551	63 58	3,179
12-31-12	60	GEO GROUP INC	28 03	1,682	28 20	1,692
06-28-12	423	GRAND CANYON EDUCATION INC	20 04	8,479	23 47	9,927
10-17-12	225	GREENWAY MEDICAL TECHNOLOGIES INC	18 68	4,203	15 36	3,456
04-11-12	113	H J HEINZ CO	52 73	5,959	57 68	6,517
08-28-12	150	HASBRO INC	36 83	5,525	35 90	5,385
06-30-11	214	HILLENBRAND INC	21 86	4,679	22 61	4,838
09-10-12	103	HONEYWELL INTL INC	59 70	6,149	63 47	6,537
06-17-10	445	INNERWORKINGS INC	7 15	3,183	13 78	6,132
07-19-11	345	INTEL CORP	20 51	7,078	20 62	7,113
10-19-06	44	INTERNATIONAL BUSINESS MACHINES CORP	90 39	3,977	191 55	8,428
06-28-12	155	IPC THE HOSPITALIST CO INC	31 62	4,901	39 71	6,155
11-21-12	142	IRON MOUNTAIN INC	29 76	4,226	31 05	4,409
09-28-12	95	J2 GLOBAL INC	27 20	2,584	30 60	2,907
06-15-12	252	JOHNSON & JOHNSON	64 50	16,255	70 10	17,665
11-02-12	300	JPMORGAN CHASE & CO	41 06	12,319	43 96	13,190
03-16-11	97	KIMBERLY CLARK CORP	63 34	6,144	84 43	8,189
09-20-12	112	KOHLS CORP	49 19	5,509	42 98	4,813
02-11-10	93	KRAFT FOODS GROUP INC COM	30 34	2,822	45 47	4,228
03-23-12	100	LABORATORY CORP AMER HLDGS NEW	86 09	8,609	86 62	8,662
06-17-10	650	LKQ CORPORATION	9 79	6,369	21 10	13,715
12-27-11	62	LOCKHEED MARTIN CORP	79 49	4,928	92 29	5,721
06-17-10	190	MAXIMUS INC	30 57	5,808	63 22	12,011
03-28-12	250	MAXWELL TECHNOLOGIES INC	18 14	4,535	8 30	2,075
06-17-10	120	MEDNAX INC	59 36	7,123	79 52	9,542
08-01-12	348	MEDTRONIC INC	36 17	12,587	41 02	14,274
11-09-12	89	MERCK & CO INC NEW	43 95	3,912	40 94	3,643
12-08-11	996	MICROSOFT CORP	26 00	25,897	26 70	26,602
08-07-12	307	MOBILE MINI INC	15 49	4,756	20 84	6,400
05-14-12	103	MOLSON COORS BREWING CO CL B	42 63	4,391	42 79	4,407
02-11-10	280	MONDELEZ INTERNATIONAL INC COM	18 84	5,277	25 45	7,126
08-18-08	253	MYLAN INC	13 39	3,389	27 45	6,944
05-22-12	230	NATIONAL CINEMEDIA INC	13 89	3,195	14 13	3,249
09-27-12	65	NATIONAL FUEL GAS CO	48 71	3,166	50 69	3,294
06-17-10	395	NATIONAL INSTRUMENTS CORP	21 80	8,613	25 81	10,194
06-17-10	184	NEOGEN CORP	26 54	4,883	45 32	8,338
06-29-12	200	NIKE INC-CL B	41 81	8,363	51 60	10,320
03-16-11	105	NORFOLK SOUTHERN CORP	64 63	6,786	61 84	6,493
03-16-11	115	NUCOR CORP	44 87	5,160	43 18	4,965

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

? RR# 13S

December 31, 2012

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
12-20-12	157	OCCIDENTAL PETE CORP	86 39	13,563	76 61	12,027
08-26-11	300	OMNICOM GROUP INC	38 52	11,557	49 96	14,988
09-05-12	630	ORACLE CORP	25 17	15,861	33 32	20,991
09-24-12	141	OWENS & MINOR INC HOLDING CO	30 51	4,302	28 51	4,019
12-28-11	105	PAYCHEX INC	30 99	3,254	31 10	3,265
06-10-11	131	PEGASYSTEMS INC	35 94	4,709	22 68	2,971
11-29-11	393	PEPSICO INC	64 37	25,299	68 43	26,892
07-19-11	593	PFIZER INC	20 48	12,145	25 07	14,872
10-08-12	233	PNC FINANCIAL SVCS GROUP INC	55 11	12,840	58 31	13,586
06-17-10	100	PORTFOLIO RECOVERY ASSOCIATES INC	71 78	7,178	106 86	10,686
06-17-10	160	POWER INTEGRATIONS INC	35 35	5,657	33 61	5,377
11-29-12	110	PRAXAIR INC	89 27	9,820	109 45	12,039
08-26-11	220	PRICE T ROWE GROUP INC	49 18	10,820	65 11	14,325
11-09-12	439	PROCTER & GAMBLE CO	62 55	27,460	67 89	29,803
09-16-11	129	QUALCOMM INC	53 45	6,895	61 85	7,979
11-29-11	239	RAYMOND JAMES FINANCIAL INC	28 00	6,694	38 53	9,208
03-31-11	81	RAYTHEON CO COM NEW	50 52	4,092	57 56	4,662
05-19-11	250	REGAL ENTERTAINMENT GROUP CL A	13 93	3,484	13 95	3,487
09-20-12	153	REPUBLIC SERVICES INC	27 89	4,267	29 33	4,487
06-17-10	580	ROLLINS INC	14 30	8,299	22 04	12,783
03-16-11	77	SAFETY INSURANCE GROUP INC	45 28	3,487	46 17	3,555
08-15-12	290	SCIQUEST INC NEW COM	15 85	4,598	15 86	4,599
06-17-10	360	SEMTECH CORP	17 95	6,464	28 95	10,422
11-28-12	93	SOUTHERN CO	42 78	3,979	42 81	3,981
08-25-11	191	SPS COMM INC	17 72	3,385	37 27	7,118
03-22-11	220	SYSCO CORP	27 61	6,074	31 66	6,965
08-29-11	255	TARGET CORP	50 83	12,963	59 17	15,088
08-01-12	105	TECHNE CORP	62 53	6,566	68 34	7,175
06-07-11	121	THE TRAVELERS COMPANIES INC	61 36	7,424	71 82	8,690
05-11-11	128	THERMO FISHER SCIENTIFIC INC	61 18	7,831	63 78	8,163
01-24-12	163	TIMKEN CO	47 79	7,790	47 83	7,796
11-29-12	220	TJX COMPANIES INC NEW	44 00	9,681	42 45	9,339
06-17-10	175	ULTIMATE SOFTWARE GROUP INC	36 83	6,445	94 41	16,521
06-17-10	203	UNITED NATURAL FOODS INC	33 10	6,721	53 59	10,878
11-29-12	251	UNITED PARCEL SVC INC CL B	74 78	18,771	73 73	18,506
02-18-11	309	UNITED TECHNOLOGIES CORP	69 48	21,470	82 01	25,341
05-22-12	154	UNS ENERGY CORPORATION	35 31	5,439	42 42	6,532
03-16-11	78	US BANCORP DEL COM NEW	26 21	2,044	31 94	2,491
04-27-12	130	VARIAN MEDICAL SYSTEMS INC	61 38	7,980	70 24	9,131
06-17-10	170	VERINT SYSTEMS INC	25 04	4,258	29 36	4,991
08-04-11	142	VERIZON COMMUNICATIONS	34 72	4,931	43 27	6,144
06-08-11	66	WAL-MART STORES INC	51 89	3,424	68 23	4,503
08-01-12	161	WALGREEN CO	33 31	5,364	37 01	5,958

? RR# 13S

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
05-07-08	99	WALT DISNEY CO	34 78	3,443	49 79	4,929
03-16-11	137	WASTE MANAGEMENT INC DEL	36 10	4,945	33 74	4,622
09-05-12	150	WATERS CORP	79 72	11,958	87 12	13,068
05-06-09	250	WELLS FARGO & CO	24 79	6,199	34 18	8,545
11-28-12	151	XCEL ENERGY INC	26 50	4,002	26 71	4,033
				1,132,524		1,341,868
FOREIGN STOCK						
09-05-12	200	***ACCENTURE PLC IRELAND SHS CL A	61 26	12,253	66 50	13,300
01-23-12	95	***ASTRAZENECA PLC SPONSORED ADR	45 61	4,333	47 27	4,490
05-27-08	169	***COVIDIEN PLC	48 11	8,131	57 74	9,758
03-16-11	170	***ONEBEACON INSURANCE GROUP LTD CL A	13 06	2,221	13 90	2,363
02-07-12	67	***PARTNERRE LTD	72 27	4,842	80 49	5,392
03-17-11	40	***PENTAIR LTD SHS	34 69	1,387	49 15	1,966
01-05-11	348	***RITCHIE BROS AUCTIONEERS INC	21 82	7,595	20 89	7,269
05-06-09	88	***SCHLUMBERGER LTD	55 88	4,917	69 29	6,098
06-17-10	113	***STRATASYS LTD	73 01	8,250	80 15	9,056
06-01-09	169	***SUNCOR ENERGY INC NEW	36 75	6,212	32 98	5,573
06-29-11	181	***TELEFONICA BRASIL SA SPONSORED ADR	24 24	4,387	24 06	4,354
08-28-12	216	***THOMSON REUTERS CORPORATION	29 09	6,285	29 06	6,276
03-17-11	168	***TYCO INTERNATIONAL LTD	21 54	3,619	29 25	4,914
07-19-11	195	***VODAFONE GROUP PLC SPONSORED ADR NEW	27 30	5,325	25 19	4,912
				79,763		85,726
EXCHANGE TRADED FUNDS - EQUITY						
12-06-12	305	EGA EMERGING GLOBAL SHS TR EMRG GL DJ	25 75	7,855	26 64	8,125
12-08-11	1,187	ISHARES GOLD TRUST	16 92	20,091	16 27	19,323
10-03-12	680	ISHARES INC MSCI GERMANY INDEX FD	22 97	15,620	24 70	16,796
10-03-12	850	ISHARES INC MSCI HONG KONG INDEX FD	18 49	15,718	19 42	16,507
08-02-12	1,010	ISHARES TR EPRA/NAR DEV R/E	28 50	28,786	33 13	33,461
02-02-12	184	ISHARES TRUST RUSSELL 2000 INDEX FD	81 22	14,945	84 31	15,514
06-06-12	782	POWERSHARES DB COMMODITY INDEX TRACKING FU	23 93	21,831	27 78	21,723

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

? *RR# 13S*

December 31, 2012

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
02-02-12	764	POWERSHARES EXCHANGE TRADED FD TR II S&P 5	25 90	19,793	27 68	21,147
02-02-12	680	POWERSHARES QQQ TRUST SERIES 1	59 97	40,783	65 13	44,288
05-31-11	97	SPDR GOLD TR GOLD SHS	146 25	14,187	162 02	15,715
06-06-12	182	VANGUARD FTSE EMERGING MARKETS ETF	43 94	7,998	44 53	8,104
10-05-11	217	VANGUARD INDEX FUNDS VANGUARD TOTAL STOCK	63 36	13,750	73 28	15,901
06-06-12	705	VANGUARD SECTOR INDEX FDS VANGUARD REIT ET	56 13	39,576	65 80	46,389
06-02-10	605	VANGUARD SPECIALIZED FUNDS VANGUARD DIVIDE	46 52	28,147	59 57	36,039
06-06-12	498	VANGUARD TAX-MANAGED FD MSCI EAFE ETF	36 44	18,147	35 23	17,544
				307,234		336,582
EXCHANGE TRADED FUNDS - FIXED INCOME						
10-03-12	199	ISHARES TR AAA A RATED CORP BD FD	52 38	10,424	52 27	10,401
09-27-11	212	ISHARES TR BARCLAYS TREAS INFLATION PROTEC	114 64	24,303	121 41	25,738
05-31-11	151	ISHARES TRUST BARCLAYS 7-10 YEAR TREASURY	96 67	14,597	107 49	16,230
10-03-12	505	POWERSHARES GLOBAL EXCHANGE TRADED FD TR E	31 09	15,703	31 44	15,880
10-03-12	843	SPDR SERIES TRUST BARCLAYS CAPITAL SHORT T	30 67	25,858	30 72	25,896
02-02-12	768	VANGUARD TOTAL BOND MARKET ETF	80 57	61,884	84 03	64,535
05-31-11	276	WISDOMTREE TR ASIA LOCAL DEBT FD	52 03	14,362	52 55	14,503
				167,135		173,187
MUTUAL FUNDS OPEN END EQUITY AND BALANCED						
12-28-12	4,791 814	**DODGE & COX FUNDS INTERNATIONAL STOCK FU	34 22	164,023	34 64	165,988
12-19-12	7,548 323	**WILLIAM BLAIR FUNDS INTERNATIONAL GROWTH	23 54	177,698	22 94	173,158
				341,721		339,146
MUTUAL FUNDS OPEN END FIXED INCOME						
12-31-12	36,335 211	**PIMCO COMMODITY REAL RETURN STRAT P	8 79	319,462	6 63	240,902

William Blair & Company, L L C

OBERWEIL

PORTFOLIO VALUATION

December 31, 2012

? RR# 13S

Last Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
12-28-12	25,773 196	**TEMPLETON INCOME TR GLOBAL TOTAL RETURN	13 57	350,000	13 63	351,288
				669,462		592,191
LIMITED PARTNERSHIPS, ETC.						
08-31-12	80 000	AMERIGAS PARTNERS LP UNITS LTD PARTNERSHIP	41 50	3,097	38 74	3,099
03-16-11	335 000	BREITBURN ENERGY PARTNERS L P COM UNIT LTD	18 90	5,343	18 47	6,187
03-16-11	145 000	COMPASS DIVERSIFIED HOLDINGS SHARES OF BEN	15 07	1,932	14 71	2,132
07-17-12	48 000	TRANSMONTAIGNE PARTNERS L P COM UNIT REPTG	34 27	1,483	37 97	1,822
				11,855		13,242
REAL ESTATE INVESTMENT TRUST						
06-07-11	119	DIGITAL REALTY TRUST INC	63 38	7,542	67 89	8,078
05-01-12	259	SABRA HEALTH CARE REIT INC	16 95	4,390	21 72	5,625
				11,932		13,704
TOTAL				**2,721,634**		**2,895,650**

FORM 990-PF | OTHER ASSETS | STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RENT SECURITY DEPOSIT	700.	700.	700.
DIVIDEND RECEIVABLES	0.	1,377.	1,377.
TO FORM 990-PF, PART II, LINE 15	700.	2,077.	2,077.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES R. BARTELL 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	VICE-PRESIDENT 40.00	169,800.	0.	0.
SIEGFRIED WEILER 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	PRESIDENT 0.20	0.	0.	0.
ANNA WEILER 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	SECRETARY/TREASURER 0.10	0.	0.	0.
RUTH S. FLYNN 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	DIRECTOR 0.10	0.	0.	0.
RONALD OHLSEN 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	DIRECTOR 0.10	200.	0.	0.
MARTHA HEYLIN 1250 S GROVE AVE, STE 200 BARRINGTON, IL 60010	DIRECTOR 0.10	200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		170,200.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	021203	200DB	5.00	17	1,334.		400.	934.	934.		0.
2	FILE CABINET	031003	200DB	7.00	17	372.		112.	260.	260.		0.
13	COMPUTER EQUIPMENT	042808	200DB	5.00	17	2,300.			2,300.	1,903.		265.
24	CHAIR	031109	SL	5.00	16	1,616.			1,616.	915.		323.
	* TOTAL 990-PF PG 1 DEPR					5,622.		512.	5,110.	4,012.	0.	588.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions OBERWEILER FOUNDATION	Employer identification number (EIN) or 36-4376705
	Number, street, and room or suite no. If a P.O. box, see instructions. 1250 S. GROVE AVENUE, NO. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BARRINGTON, IL 60010	

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

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

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

● The books are in the care of ▶ JAMES BARTELL
1250 S. GROVE AVE, SUITE 200 - BARRINGTON, IL 60010

Telephone No. ▶ (847) 277-7443 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT YET BEEN MADE AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 300.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,512.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Judith Albers Title ▶ CPA Date ▶ 8/13/2013

223842
01-21-13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
OBERWEILER FOUNDATION

Employer identification number (EIN) or
36-4376705

Number, street, and room or suite no. If a P.O box, see instructions.
1250 S. GROVE AVENUE, NO. 200

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions.
BARRINGTON, IL 60010

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JAMES BARTELL 1250 S. GROVE AVE, SUITE 200 - BARRINGTON, IL 60010
  Telephone No. ▶ (847) 277-7443 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 300.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,512.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.