



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 CGW FAMILY FOUNDATION		A Employer identification number 36-4441039	
Number and street (or P O box number if mail is not delivered to street address) 4774 BYRON CIRCLE		B Telephone number (see instructions) (708) 283-9900	
City or town, state, and ZIP code IRVING, TX 75038		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 914,984		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.)	

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 not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	15,079	15,079		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	25,388			
	b Gross sales price for all assets on line 6a _____ 2,038,943				
	7 Capital gain net income (from Part IV , line 2)		25,380		
	8 Net short-term capital gain			22,285	
	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)				
	12 Total. Add lines 1 through 11	40,467	40,459	22,285	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	100			
	b Accounting fees (attach schedule)	1,846			
	c Other professional fees (attach schedule)	10,362	10,362		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	389			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	835			
	24 Total operating and administrative expenses. Add lines 13 through 23	13,532	10,362		0
	25 Contributions, gifts, grants paid	37,425			37,425
	26 Total expenses and disbursements. Add lines 24 and 25	50,957	10,362		37,425
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,490			
	b Net investment income (if negative, enter -0-)		30,097		
	c Adjusted net income (if negative, enter -0-)			22,285	

Part II

Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	37,449	93,623	93,623
	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)	465,331	547,573	627,293
	c	Investments—corporate bonds (attach schedule).	339,808	191,263	194,068
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	842,588	832,459	914,984
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		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	842,588	832,459	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	842,588	832,459	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	842,588	832,459	

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	842,588
2	Enter amount from Part I, line 27a	2	-10,490
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	832,098
5	Decreases not included in line 2 (itemize) ▶ _____	5	-361
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	832,459

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	25,380
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	22,285

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	37,800	821,234	0 046028
2010	35,746	800,139	0 044675
2009	52,530	670,723	0 078318
2008	53,960	897,479	0 060124
2007	59,384	1,023,884	0 057999

2	Total of line 1, column (d).	2	0 287144
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 057429
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	857,815
5	Multiply line 4 by line 3.	5	49,263
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	301
7	Add lines 5 and 6.	7	49,564
8	Enter qualifying distributions from Part XII, line 4. 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	8	37,425

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	602
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	602
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	602
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,000
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	13
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	385
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 385	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		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
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 • 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	Yes	
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)			
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 ▶ESTATE PLAN ADMINISTRATION SERVICES LLC Telephone no ▶(708) 283-9900 Located at ▶4440 LINCOLN HIGHWAY STE 207 MATTESON IL ZIP +4 ▶60443			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —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? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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		
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

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

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
See Additional Data Table				

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.

0

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.		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	
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	814,025
b	Average of monthly cash balances.	1b	56,853
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	870,878
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	870,878
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,063
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	857,815
6	Minimum investment return. Enter 5% of line 5.	6	42,891

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	42,891
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	602
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	602
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	42,289
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	42,289
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	42,289

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	37,425
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	37,425
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	37,425
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				42,289
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.				
b From 2008.				
c From 2009.				13,859
d From 2010.				12,708
e From 2011.				
f Total of lines 3a through e.	26,567			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 37,425				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				37,425
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).)	4,864			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,703			
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.				4,864
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). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	21,703			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				8,995
c Excess from 2010. . . .				12,708
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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 XVSupplementary 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))

CAROLYN G WHEELER

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

NA

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	37,425
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	
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					
4	Dividends and interest from securities. . . .					15,079
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					25,388
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). .					40,467
13	Total. Add line 12, columns (b), (d), and (e).					40,467

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[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**

**Paid
Preparer
Use Only**

Sign 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.

2013-05-08

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

Signature of officer or trustee
Date
Title

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 <input checked="checked" type="checkbox"/>	PTIN
	DAVID A GOSS	DAVID A GOSS			
	Firm's name <input type="checkbox"/>	ESTATE PLAN ADMINISTRATION SERVICES LLC		Firm's EIN <input type="checkbox"/>	
		4440 LINCOLN HWY STE 207			
	Firm's address <input type="checkbox"/>	MATTESON, IL 60443		Phone no (708) 283-9900	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
473 Ishrs Lehman 3-7 Year Treasury	P	2011-12-01	2012-01-03
677 Ishrs Lehman 1-3 Year Treasury	P	2011-12-01	2012-01-03
127 Proshares Ultra 7-10 Year Treasury	P	2011-12-01	2012-01-03
760 Ishrs Core S&P 500 ETF	P	2012-01-03	2012-02-01
358 Ishrs Lehman 3-7 Year Treasury	P	2011-12-01	2012-02-01
516 Ishrs Lehman 1-3 Year Treasury	P	2011-12-01	2012-02-01
364 Proshares Ultra 7-10 Year Treasury	P	2011-12-01	2012-02-01
588 shrs Ultra S&P500 Proshares	P	2012-01-03	2012-02-01
11 Ishrs Core S&P Mid-Cap	P	2012-02-01	2012-03-01
1118 Ishrs Russell 2000 Index	P	2012-02-01	2012-03-01
25 shrs Ultra MidCap 400 Proshares	P	2012-02-01	2012-03-01
931 shrs Ultra Russell 2000 Proshares	P	2012-02-01	2012-03-01
112 Ishrs Core S&P 500 ETF	P	2012-03-01	2012-03-14
152 Ishrs Core S&P MidCap	P	2012-02-01	2012-03-14
96 shrs Ultra MidCap 400 Proshares	P	2012-02-01	2012-03-14
127 shrs Ultra S&P 500 Proshares	P	2012-03-01	2012-03-14
784 Ishrs Core S&P MidCap	P	2012-02-01	2012-04-02
472 shrs Ultra MidCap 400 Proshares	P	2012-02-01	2012-04-02
554 Ishrs Core S&P 500	P	2012-03-01	2012-05-01
946 Ishrs Russell 2000 Index	P	2012-04-02	2012-05-01
758 shrs Ultra Russell 2000 Proshares	P	2012-04-02	2012-05-01
583 shrs Ultra S&P500 Proshares	P	2012-03-01	2012-05-01
634 Ishrs Lehman 3-7 Year Treasury	P	2012-05-01	2012-07-02
918 Ishrs Lehman 1-3 Year Treasury	P	2012-05-01	2012-07-02
1236 shrs Ultra 7-10 Year Treasury	P	2012-05-01	2012-07-02
22 Ishrs Core S&P 500	P	2012-07-02	2012-08-01
983 Ishrs Russell 2000 Index	P	2012-07-02	2012-08-01
833 shrs Ultra Russell 2000 Proshares	P	2012-07-02	2012-08-01
550 Ishrs Core S&P 500	P	2012-07-02	2012-09-04
526 Ishrs Lehman 3-7 Year Treasury	P	2012-08-01	2012-09-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
779 shrs Ultra 7-10 Year Treasury	P	2012-08-01	2012-09-04
615 shrs Ultra S&P 500 Proshares	P	2012-07-02	2012-09-04
731 Ishrs Core S&P MidCap	P	2012-09-04	2012-10-01
539 shrs Ultra MidCap 400 Proshares	P	2012-09-04	2012-10-01
28 shrs Ultra Russell 200 Proshares	P	2012-09-04	2012-10-01
501 Ishrs Core S&P 500	P	2012-10-01	2012-11-01
877 Ishrs Russell 2000 Index	P	2012-09-04	2012-11-01
843 shrs Ultra Russell 2000 Proshares	P	2012-09-04	2012-11-01
605 shrs Ultra S&P500 Proshares	P	2012-10-01	2012-11-01
388 828 shrs Hussman Strategic	P	2011-08-17	2012-03-08
53 shrs Hussman Strategic	P	2011-10-03	2012-03-08
4 342 shrs Hussman Strategic	P	2011-11-18	2012-03-08
2 878 shrs Hussman Strategic	P	2011-11-18	2012-03-08
941 shrs Hussman Strategic	P	2012-01-03	2012-03-08
471 828 shrs Intrepid Small Cap	P	2011-08-17	2012-03-08
26 332 shrs Intrepid Small Cap	P	2011-12-29	2012-03-08
33 504 shrs Intrepid Small Cap	P	2011-12-29	2012-03-08
155 Ishrs Core S&P 500 ETF	P	2011-08-17	2012-03-08
297 155 shrs Ivy Asset Strategy Fund	P	2011-08-17	2012-03-08
4 308 shrs Ivy Assets Strategy Fund	P	2011-12-08	2012-03-08
273 163 shrs Pimco Fds Pac Invt Mgmt	P	2011-08-17	2012-03-08
17 252 shrs Pimco Fds Pac Invt Mgmt	P	2011-10-31	2012-03-08
80 shrs Vangaurd High Dividend	P	2011-09-26	2012-03-08
143 shrs Vanguard High Dividend	P	2011-12-22	2012-03-08
177 shrs Vanguard High Dividend	P	2011-08-17	2012-03-08
749 187 shrs WFA International Bond Fund	P	2011-08-17	2012-03-08
73 shrs Spdr S&P MidCap 400 ETF	P	2012-03-08	2012-03-13
16 Ishrs Barclays Tips Bond	P	2011-08-17	2012-03-14
5 Ishrs Barclays Tips Bond	P	2012-03-08	2012-03-14
33 Ishrs Core S&P 500 ETF	P	2011-08-17	2012-03-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
68 187 shrs Merger Fd Sh Ben Int	P	2011-08-17	2012-03-14
12 422 shrs Merger Fd Sh Ben Int	P	2012-03-08	2012-03-14
188 473 shrs Opp Stlpth Sel 40-I	P	2012-03-08	2012-03-14
45 241 shrs Permanent Perm Portfolio	P	2011-08-17	2012-03-14
74 115 shrs Pimco All Asset All Auth	P	2011-08-17	2012-03-14
195 675 shrs Pimco Commodity Real Return	P	2012-03-08	2012-03-14
110 136 shrs Pimco Emerging Local Bond	P	2012-03-08	2012-03-14
117 135 shrs Pimco Fds Pac Invt Mgmt	P	2012-03-08	2012-03-14
457 029 shrs Pimco Fds Pac Invt Mgmt	P	2011-08-17	2012-03-14
264 755 shrs Pimco Total Return Fd	P	2011-08-17	2012-03-14
67 337 shrs Pimco Total Return Fd	P	2012-03-08	2012-03-14
27 shrs Spdr DJ Wilshire International	P	2012-03-08	2012-03-14
15 shrs Spdr DJ Wilshire Reit ETF	P	2011-08-17	2012-03-14
55 shrs Vanguard Ftse Emerging	P	2012-03-08	2012-03-14
70 shrs Vanguard High Dividend	P	2011-09-26	2012-03-14
40 shrs Vanguard MidCap Vipers	P	2012-03-13	2012-03-14
101 shrs Vanguard MSCI Eafe ETF	P	2012-03-08	2012-03-14
33 shrs Vangaurd Sm Cap Vipers	P	2012-03-08	2012-03-14
108 08 shrs WFA International Bond	P	2011-08-17	2012-03-14
67 shrs Vanguard Ftse Emerging Markets	P	2011-08-17	2012-05-15
16 shrs Vangaurd Ftse Emerging Markets	P	2012-03-08	2012-05-15
99 shrs Vanguard MSCI Eafe ETF	P	2012-03-08	2012-05-15
75 shrs Vangaurd MSCI Eafe ETF	P	2012-03-08	2012-05-15
117 shrs Spdr DJ Wilshire International	P	2012-03-08	2012-06-26
934 324 shrs Pimco Commodity Real Return	P	2012-03-08	2012-07-05
513 407 shrs WFA International Bond Fund	P	2011-08-17	2012-07-05
27 702 shrs WFA International Bond Fund	P	2011-09-27	2012-07-05
7 148 shrs WFA International Bond Fund	P	2011-12-12	2012-07-05
28 312 shrs WFA International Bond Fund	P	2011-12-19	2012-07-05
202 989 shrs Permanent Perm Portfolio	P	2011-08-17	2012-12-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2 191 shrs Permanent Perm Portfolio	P	2011-12-07	2012-12-24
1 565 shrs Permanent Perm Portfolio	P	2011-12-07	2012-12-24
14 663 shrs Permanent Perm Portfolio	P	2012-03-08	2012-12-24
11 045 shrs Pimco All Asset All Auth	P	2011-08-17	2012-12-24
7 shrs Vanguard Ftse Emerging Markets	P	2011-08-17	2012-12-24
18 shrs Vanguard MSCI Eafe ETF	P	2012-03-08	2012-12-24
4 shrs Vanguard Sm Cap Vipers	P	2012-07-05	2012-12-24
85 shrs Semiconductor Corp	P	2011-08-12	2012-01-04
7 shrs Perrigo Co	P	2011-08-12	2012-01-04
40 shrs LKQ Corp OC Com	P	2011-08-12	2012-01-05
15 shrs Treehouse Foods Inc	P	2011-08-12	2012-01-05
55 shrs Umpqua Holdings Corp	P	2011-08-12	2012-01-12
41 shrs NetApp Inc	P	2011-08-12	2012-01-13
32 shrs NetApp Inc	P	2011-08-22	2012-01-13
15 shrs Dr Pepper Snapple Group	P	2011-08-12	2012-01-26
94 shrs Jarden Corp	P	2011-08-12	2012-02-08
1 shr Apple Computer Inc	P	2011-08-12	2012-02-15
20 shrs Discover Financial Services	P	2011-08-22	2012-02-16
29 shrs Jarden Corp	P	2011-08-12	2012-02-17
53 shrs Jarden Corp	P	2011-08-22	2012-02-17
30 shrs Discover Financial Services	P	2011-08-12	2012-02-29
58 shrs Discover Financial Services	P	2011-08-22	2012-02-29
41 shrs Dr Pepper Snapple Group	P	2011-08-12	2012-03-02
29 shrs Dr Pepper Snapple Group	P	2011-08-22	2012-03-02
87 shrs NII Holdings Inc Cl B	P	2011-10-21	2012-03-06
32 shrs Berkshire Hathaway Inc Cl B	P	2011-08-12	2012-03-15
54 shrs Signet Jewelers Ltd	P	2011-08-12	2012-03-23
111 shrs Sara Lee Corp	P	2011-08-12	2012-04-13
48 shrs Sara Lee Corp	P	2011-08-22	2012-04-13
15 shrs Air Prods & Chems Inc	P	2011-08-12	2012-04-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16 shrs Air Prods & Chems Inc	P	2011-08-22	2012-04-30
31 shrs Gen Probe Inc New Com	P	2011-08-12	2012-04-30
12 shrs Gen Probe Inc New Com	P	2012-04-13	2012-04-30
117 shrs ABB Ltd	P	2011-08-12	2012-05-01
50 shrs ABB Ltd	P	2011-08-22	2012-05-01
8 shrs Gen Probe Inc New Com	P	2011-08-12	2012-05-07
17 shrs Gen Probe Inc New Com	P	2011-08-22	2012-05-07
11 shrs Gen Probe Inc New Com	P	2011-10-05	2012-05-07
63 shrs Rovi Corp	P	2011-11-14	2012-06-15
77 shrs Johnson Ctls Inc	P	2011-08-12	2012-06-18
33 shrs Johnson Ctls Inc	P	2011-08-22	2012-06-18
22 shrs DuPont EI De Nemours & Co	P	2011-08-12	2012-06-28
3 shrs DuPont EI De Nemours & Co	P	2012-06-26	2012-06-28
47 shrs Rovi Corp	P	2011-11-14	2012-07-02
21 shrs Rovi Corp	P	2012-04-30	2012-07-02
29 shrs Nestle S A Spons Adr	P	2011-08-12	2012-08-01
9 shrs Ansys Inc	P	2011-08-12	2012-08-03
42 shrs TJX Co Inc	P	2011-08-12	2012-08-03
5 shrs TJX Co Inc	P	2012-06-26	2012-08-03
28 shrs Signet Jewelers Ltd	P	2011-08-12	2012-08-24
35 shrs Signet Jewelers Ltd	P	2011-08-22	2012-08-24
17 shrs Signet Jewelers Ltd	P	2012-05-24	2012-08-24
2 shrs Amazon Com Inc	P	2011-08-12	2012-08-30
1 shr Amazon Com Inc	P	2012-06-26	2012-08-30
13 shrs Ansys Inc	P	2011-08-12	2012-09-06
1 shr Apple Computer Inc	P	2011-08-12	2012-09-12
3 shrs Microsoft Corp	P	2012-01-04	2012-09-13
22 shrs Microsoft Corp	P	2012-01-13	2012-09-13
23 shrs Microsoft Corp	P	2012-03-15	2012-09-13
21 shrs Verifone Systems Inc	P	2011-08-12	2012-09-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
21 shrs Verifone Systems Inc	P	2012-05-11	2012-09-13
10 shrs Pall Corp	P	2011-08-24	2012-09-20
3 shrs Amazon Com Inc	P	2011-08-12	2012-09-21
5 shrs Perrigo Co	P	2011-08-12	2012-09-27
28 shrs Verifone Systems Inc	P	2011-08-12	2012-10-02
21 shrs Verifone Systems Inc	P	2011-08-22	2012-10-02
30 shrs Verifone Systems Inc	P	2011-08-24	2012-10-02
15 shrs Verifone Systems Inc	P	2011-10-05	2012-10-02
14 shrs TJX Cos Inc	P	2011-08-12	2012-10-04
54 shrs LKQ Corp OC Com	P	2011-08-12	2012-10-05
10 shrs LKQ Corp OC Com	P	2012-06-26	2012-10-05
11 shrs LKQ Corp OC Com	P	2012-09-27	2012-10-05
12 shrs Snyders-Lance Inc	P	2011-08-12	2012-10-08
39 shrs Snyders-Lance Inc	P	2011-08-22	2012-10-08
6 shrs Snyders-Lance Inc	P	2012-09-27	2012-10-08
23 shrs HCC Ins Holdings Inc	P	2011-08-12	2012-10-12
95 shrs Microsoft Corp	P	2012-01-04	2012-10-26
12 shrs Dresser-Rand Group Inc	P	2011-08-12	2012-11-01
2 shrs Dresser-Rand Group Inc	P	2012-09-27	2012-11-01
43 shrs DuPont EI De Nemours & Co	P	2011-08-12	2012-11-08
27 shrs DuPont EI De Nemours & Co	P	2011-08-22	2012-11-08
6 shrs Baxter Intl Inc	P	2011-08-12	2012-11-15
4 shrs Baxter Intl Inc	P	2012-09-27	2012-11-15
17 shrs Discover Financial Services	P	2011-08-12	2012-11-15
3 shrs Roper Inds Inc New	P	2011-08-12	2012-11-23
2 shrs Roper Inds Inc New	P	2012-06-26	2012-11-23
2 shrs Roper Inds Inc New	P	2012-09-27	2012-11-23
40 shrs General Mills Inc	P	2011-08-12	2012-12-20
42 shrs General Mills Inc	P	2011-08-22	2012-12-20
6 shrs General Mills Inc	P	2012-09-27	2012-12-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
57,525	0	57,394	131
57,178	0	57,348	-170
13,359	0	13,098	261
100,982	0	97,637	3,345
43,876	0	43,440	436
43,606	0	43,667	-61
39,213	0	37,539	1,674
30,263	0	28,324	1,939
1,084	0	1,049	35
90,999	0	90,398	601
1,739	0	1,634	105
39,277	0	38,853	424
15,695	0	15,490	205
15,071	0	14,490	581
6,765	0	6,275	490
7,254	0	7,075	179
78,157	0	74,740	3,417
33,786	0	30,852	2,934
78,191	0	76,622	1,569
76,982	0	79,387	-2,405
31,996	0	34,075	-2,079
33,863	0	32,478	1,385
78,031	0	77,506	525
77,441	0	77,525	-84
70,401	0	66,466	3,935
3,048	0	3,017	31
75,597	0	79,202	-3,605
31,207	0	34,364	-3,157
77,899	0	75,416	2,483
64,982	0	64,951	31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
44,727	0	44,948	-221
35,881	0	33,779	2,102
71,992	0	72,029	-37
37,273	0	37,133	140
1,243	0	1,200	43
71,774	0	72,965	-1,191
72,238	0	72,098	140
36,291	0	36,116	175
36,295	0	37,610	-1,315
4,810	0	4,907	-97
7	0	7	0
54	0	54	0
36	0	36	0
12	0	12	0
7,266	0	7,360	-94
405	0	388	17
516	0	494	22
21,298	0	18,751	2,547
7,575	0	7,361	214
110	0	99	11
2,540	0	2,461	79
161	0	157	4
3,802	0	3,222	580
6,797	0	6,434	363
14,130	0	12,538	1,592
8,585	0	9,387	-802
13,146	0	12,952	194
1,885	0	1,855	30
589	0	591	-2
4,642	0	3,992	650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,076	0	1,071	5
196	0	196	0
2,083	0	2,098	-15
2,190	0	2,236	-46
795	0	814	-19
1,344	0	1,346	-2
1,178	0	1,201	-23
1,250	0	1,257	-7
4,260	0	4,118	142
2,923	0	2,939	-16
743	0	749	-6
1,001	0	992	9
1,048	0	954	94
2,454	0	2,423	31
3,399	0	2,820	579
3,258	0	3,242	16
3,438	0	3,412	26
2,587	0	2,519	68
1,211	0	1,354	-143
2,625	0	2,906	-281
627	0	705	-78
3,044	0	3,344	-300
2,306	0	2,533	-227
4,129	0	4,297	-168
6,222	0	6,428	-206
5,771	0	6,433	-662
311	0	327	-16
80	0	83	-3
318	0	320	-2
9,829	0	10,032	-203

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
106	0	104	2
76	0	74	2
710	0	731	-21
127	0	121	6
303	0	304	-1
629	0	608	21
321	0	311	10
666	0	660	6
668	0	617	51
1,238	0	975	263
952	0	799	153
702	0	527	175
1,393	0	1,784	-391
1,087	0	1,143	-56
584	0	563	21
3,197	0	2,756	441
502	0	377	125
590	0	470	120
1,000	0	850	150
1,828	0	1,455	373
901	0	701	200
1,742	0	1,364	378
1,550	0	1,538	12
1,097	0	1,043	54
1,495	0	2,628	-1,133
2,593	0	2,291	302
2,648	0	1,843	805
2,386	0	1,932	454
1,032	0	830	202
1,282	0	1,229	53

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,368	0	1,210	158
2,528	0	1,834	694
978	0	787	191
2,130	0	2,562	-432
910	0	985	-75
651	0	473	178
1,384	0	941	443
895	0	634	261
1,328	0	1,947	-619
2,157	0	2,499	-342
925	0	959	-34
1,078	0	1,042	36
147	0	147	0
885	0	1,453	-568
395	0	602	-207
1,785	0	1,842	-57
614	0	456	158
1,901	0	1,134	767
226	0	215	11
1,295	0	956	339
1,619	0	1,137	482
786	0	734	52
494	0	406	88
247	0	225	22
940	0	659	281
661	0	377	284
93	0	82	11
684	0	620	64
715	0	754	-39
655	0	764	-109

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
655	0	935	-280
643	0	479	164
778	0	609	169
584	0	441	143
781	0	1,019	-238
586	0	666	-80
837	0	997	-160
419	0	515	-96
635	0	378	257
1,043	0	658	385
193	0	175	18
213	0	208	5
303	0	241	62
986	0	784	202
152	0	152	0
798	0	622	176
2,688	0	2,603	85
632	0	463	169
105	0	110	-5
1,858	0	2,037	-179
1,167	0	1,194	-27
395	0	319	76
263	0	242	21
654	0	397	257
337	0	218	119
224	0	191	33
225	0	220	5
1,660	0	1,450	210
1,743	0	1,524	219
249	0	240	9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	131
0	0	0	-170
0	0	0	261
0	0	0	3,345
0	0	0	436
0	0	0	-61
0	0	0	1,674
0	0	0	1,939
0	0	0	35
0	0	0	601
0	0	0	105
0	0	0	424
0	0	0	205
0	0	0	581
0	0	0	490
0	0	0	179
0	0	0	3,417
0	0	0	2,934
0	0	0	1,569
0	0	0	-2,405
0	0	0	-2,079
0	0	0	1,385
0	0	0	525
0	0	0	-84
0	0	0	3,935
0	0	0	31
0	0	0	-3,605
0	0	0	-3,157
0	0	0	2,483
0	0	0	31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-221
0	0	0	2,102
0	0	0	-37
0	0	0	140
0	0	0	43
0	0	0	-1,191
0	0	0	140
0	0	0	175
0	0	0	-1,315
0	0	0	-97
0	0	0	0
0	0	0	0
0	0	0	0
0	0	0	0
0	0	0	-94
0	0	0	17
0	0	0	22
0	0	0	2,547
0	0	0	214
0	0	0	11
0	0	0	79
0	0	0	4
0	0	0	580
0	0	0	363
0	0	0	1,592
0	0	0	-802
0	0	0	194
0	0	0	30
0	0	0	-2
0	0	0	650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	5
0	0	0	0
0	0	0	-15
0	0	0	-46
0	0	0	-19
0	0	0	-2
0	0	0	-23
0	0	0	-7
0	0	0	142
0	0	0	-16
0	0	0	-6
0	0	0	9
0	0	0	94
0	0	0	31
0	0	0	579
0	0	0	16
0	0	0	26
0	0	0	68
0	0	0	-143
0	0	0	-281
0	0	0	-78
0	0	0	-300
0	0	0	-227
0	0	0	-168
0	0	0	-206
0	0	0	-662
0	0	0	-16
0	0	0	-3
0	0	0	-2
0	0	0	-203

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	2
0	0	0	2
0	0	0	-21
0	0	0	6
0	0	0	-1
0	0	0	21
0	0	0	10
0	0	0	6
0	0	0	51
0	0	0	263
0	0	0	153
0	0	0	175
0	0	0	-391
0	0	0	-56
0	0	0	21
0	0	0	441
0	0	0	125
0	0	0	120
0	0	0	150
0	0	0	373
0	0	0	200
0	0	0	378
0	0	0	12
0	0	0	54
0	0	0	-1,133
0	0	0	302
0	0	0	805
0	0	0	454
0	0	0	202
0	0	0	53

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	158
0	0	0	694
0	0	0	191
0	0	0	-432
0	0	0	-75
0	0	0	178
0	0	0	443
0	0	0	261
0	0	0	-619
0	0	0	-342
0	0	0	-34
0	0	0	36
0	0	0	0
0	0	0	-568
0	0	0	-207
0	0	0	-57
0	0	0	158
0	0	0	767
0	0	0	11
0	0	0	339
0	0	0	482
0	0	0	52
0	0	0	88
0	0	0	22
0	0	0	281
0	0	0	284
0	0	0	11
0	0	0	64
0	0	0	-39
0	0	0	-109


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-280
0	0	0	164
0	0	0	169
0	0	0	143
0	0	0	-238
0	0	0	-80
0	0	0	-160
0	0	0	-96
0	0	0	257
0	0	0	385
0	0	0	18
0	0	0	5
0	0	0	62
0	0	0	202
0	0	0	0
0	0	0	176
0	0	0	85
0	0	0	169
0	0	0	-5
0	0	0	-179
0	0	0	-27
0	0	0	76
0	0	0	21
0	0	0	257
0	0	0	119
0	0	0	33
0	0	0	5
0	0	0	210
0	0	0	219
0	0	0	9

Form 990PF Part VIII Line 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
CAROLYN G WHEELER	President 1 00	0	0	0
4774 BYRON CIRCLEIRVING, TX 75038				
JULIA L O'HICKEY	V President 1 00	0	0	0
4774 BYRON CIRCLEIRVING, TX 75038				
S GAYE HOEFlich	Secr/Treasurer 1 00	0	0	0
1643 CALLIANDRA RD CARLSBAD, CA 92009				
J KENT WHEELER	Director 1 00	0	0	0
13 ELMWOOD STREET MARBLEHEAD, MA 01945				
JERELD K WHEELER	Director 1 00	0	0	0
1138 S RACE DENVER, CO 80210				

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)				
a <i>Paid during the year</i>				
THE BURNHAM INSTITUTE 10901 N TORREY PINES RD LAJOLLA,CA 92037		501(c)3	Health	10,000
COLORADO CHILDRENS' CAMPAIGN 1580 LINCOLN ST 420 DENVER,CO 80203		501(c)3	Health, Education	5,525
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY,ME 04947		501(c)3	Education	10,000
DANIEL MURPHY SCHOLARSHIP FND 228 S WABASH STE 600 CHICAGO,IL 60604		501(c)3	Education	7,900
TEAM SUMMIT COLORADO PO BOX 3307 COPPER MOUNTAIN,CO 80443		501(c)3	Health, Education	4,000
Total  3a				37,425

TY 2012 Accounting Fees Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estate Plan Admin Servs Tax Preparation	1,846			

**TY 2012 All Other Program
Related Investments Schedule**

Name: CGW FAMILY FOUNDATION
EIN: 36-4441039

Category	Amount
None	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Sale of Marketable Securities - See Part IV (a)		Purchased			2,038,943	2,013,555			25,388	

TY 2012 Investments Corporate

Bonds Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Name of Bond	End of Year Book Value	End of Year Fair Market Value
507 Ishrs 3-7 Year Treasury	62,460	62,473
786 shrs ProShares Ultra 7-10 Year	44,595	44,606
602.457 shrs Pimco Emerging Local Bnd Fnd	6,573	6,615
3.958 shrs Pimco Emerging Local Bnd Fnd	44	43
264 shrs Global X Permanent ETF	6,758	6,765
607.412 shrs Pimco Fds Pac Invt Mgmt	6,518	6,554
7.82 shrs Pimco Fds Pac Invt Mgmt	86	84
2265.209 shrs Pimco High Yield Fund	20,410	21,837
9.136 shrs Pimco High Yield Fund	82	88
20.475 shrs Pimco High Yield Fund	176	197
18.409 shrs Pimco High Yield Fund	162	177
3.454 shrs Pimco High Yield Fund	31	33
19.441 shrs Pimco High Yield Fund	175	187
1124.394 shrs Pimco High Yield Fund	10,479	10,839
15.3 shrs Pimco High Yield Fund	148	147
1724.574 shrs Pimco Total Return	19,143	19,384
2.188 shrs Pimco Total Return	24	25
5.531 shrs Pimco Total Return	60	62
5.44 shrs Pimco Total Return	59	61
5.982 shrs Pimco Total Return	64	67
12.066 shrs Pimco Total Return	131	136
5.89 shrs Pimco Total Return	64	66
23.751 shrs Pimco Totatl Return	269	267
115.9268 Ishrs Tips Bond ETF	12,752	13,355

TY 2012 Investments Corporate
 Stock Schedule

Name: CGW FAMILY FOUNDATION
 EIN: 36-4441039

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1250 shrs United Parcel Service Inc	73,063	92,163
12 shrs Apple Computer	4,526	6,386
5 shrs Apple Computer	1,800	2,661
1 shr Apple Computer	679	532
138 shrs Air Lease Corporation	3,034	2,967
32 shrs Air Lease Corporation	720	688
21 shrs Amazon Com Inc	4,260	5,268
11 shrs Amazon Com Inc	1,986	2,760
1 shr Amazon Com Inc	257	251
28 shrs Ansys Inc	1,420	1,886
22 shrs Ansys Inc	1,016	1,481
8 shrs Autozone Inc	3,027	2,835
62 shrs Aspen Technology Inc	1,383	1,714
59 shrs Aspen Technology Inc	1,389	1,631
41 shrs Aspen Technology Inc	1,072	1,133
4 shrs Aspen Technology Inc	102	111
51 shrs Boeing Co	3,664	3,843
7 shrs Boeing Co	512	528
3 shrs Boeing Co	211	226
49 shrs Baxter International	2,609	3,266
24 shrs Baxter International	1,251	1,600
28 shrs Berkshire Hathaway Inc	2,005	2,512
25 shrs Berkshire Hathaway Inc	1,711	2,243
54 shrs Cameron International Corp	2,904	3,049
12 shrs Cameron International Corp	597	678
13 shrs Cameron International Corp	667	734
16 shrs Cameron International Corp	868	903
13 shrs Cameron International Corp	730	734
37 shrs Cerner Corp	2,158	2,868
16 shrs Cerner Corp	904	1,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2 shrs Cerner Corp	149	155
135 shrs Discover Financial Services	3,155	5,204
18 shrs Discover Financial Services	687	694
59 shrs Dollar General Corp	2,803	2,601
13 shrs Dollar General Corp	679	573
16 shrs Dollar General Corp	774	705
19 shrs Dollar General Corp	832	838
54 shrs Danaher Corp	2,911	3,019
13 shrs Danaher Corp	717	727
53 shrs Discover Communications	2,766	3,364
72 shrs Dresser-Rand Group Inc	2,780	4,042
36 shrs Dresser-Rand Group Inc	1,298	2,021
20 shrs Dresser-Rand Group Inc	764	1,123
77 shrs EMC Corp	1,784	1,948
33 shrs EMC Corp	684	835
60 shrs EMC Corp	1,391	1,518
34 shrs EMC Corp	985	860
22 shrs Eastman Chem Co	935	1,497
28 shrs Eastman Chem Co	1,064	1,905
15 shrs Eastman Chem Co	532	1,021
39 shrs Eastman Chem Co	1,851	2,654
50 shrs Energizer Holdings Inc	3,791	3,999
21 shrs Energizer Holdings Inc	1,462	1,680
8 shrs Energizer Holdings Inc	570	640
9 shrs Energizer Holdings Inc	672	720
10 shrs Energizer Holdings Inc	685	800
2 shrs Energizer Holdings Inc	151	160
94 shrs First Republic Bank	2,817	3,081
25 shrs First Republic Bank	793	820
25 shrs First Republic Bank	849	820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
56 shrs General Mills Inc	2,029	2,264
6 shrs Google Inc	3,394	4,244
3 shrs Google Inc	1,508	2,122
1 shr Google Inc	570	707
80 shrs HCC Ins Holdings Inc	2,164	2,977
44 shrs HCC Ins Holdings Inc	1,189	1,637
30 shrs HCC Ins Holdings Inc	794	1,116
212 shrs Hologic Inc	3,455	4,242
91 shrs Hologic Inc	1,418	1,821
61 shrs Hologic Inc	1,060	1,221
46 shrs Honeywell Intl Inc	2,833	2,920
50 shrs Hospira Inc	1,484	1,562
68 shrs Hospira Inc	2,144	2,124
29 shrs Hospira Inc	951	906
24 shrs Hospira Inc	740	750
89 shrs JPMorgan Chase & Co	3,199	3,887
38 shrs JPMorgan Chase & Co	1,287	1,659
6 shrs JPMorgan Chase & Co	245	262
294 shrs LKQ Corp	3,584	6,203
186 shrs LKQ Corp	2,104	3,925
80 shrs Snyders-Lance Inc	1,606	1,930
40 shrs Snyders-Lance Inc	793	965
57 shrs Lyondellbasell Industries	2,914	3,254
24 shrs Mettler-Toledo Intl Inc	3,637	4,639
10 shrs Mettler-Toledo Intl Inc	1,380	1,933
1 shr Mettler-Toledo Intl Inc	152	193
1 shr Mettler-Toledo Intl Inc	174	193
57 shrs Nestle A Spons Adr	3,620	3,715
36 shrs Nestle A Spons Adr	2,236	2,346
3 shrs Nestle A Spons Adr	174	196

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2 shrs Nestle A Spons Adr	128	130
200 shrs On SemiConductor Corp	1,554	1,410
123 shrs On SemiConductor Corp	828	867
110 shrs On SemiConductor Corp	783	776
88 shrs On SemiConductor Corp	614	620
23 shrs Precision CastParts Corp	3,505	4,357
9 shrs Precision CastParts Corp	1,300	1,705
1 shr Precision CastParts Corp	164	189
5 shrs Precision CastParts Corp	815	947
1 shr Precision CastParts Corp	162	189
112 shrs Patterson Companies Inc	3,254	3,834
48 shrs Patterson Companies Inc	1,340	1,643
8 shrs Patterson Companies Inc	277	274
119 shrs Pfizer Inc	2,513	2,984
26 shrs Pfizer Inc	558	652
38 shrs Pfizer Inc	829	953
45 shrs Pall Corp	2,155	2,712
20 shrs Pall Corp	900	1,205
44 shrs Perrigo Co	3,880	4,577
24 shrs Perrigo Co	2,088	2,497
7 shrs Perrigo Co	703	728
86 shrs Qualcomm Inc	4,358	5,320
37 shrs Qualcomm Inc	1,730	2,289
3 shrs Qualcomm Inc	162	186
2 shrs Qualcomm Inc	127	124
62 shrs Reinsurance Group of America	3,135	3,318
27 shrs Reinsurance Group of America	1,307	1,445
13 shrs Reinsurance Group of America	754	696
2 shrs Reinsurance Group of America	115	107
50 shrs Red Hat Inc	2,572	2,648

Name of Stock	End of Year Book Value	End of Year Fair Market Value
23 shrs Red Hat Inc	1,349	1,218
20 shrs Red Hat Inc	1,181	1,059
17 shrs Red Hat Inc	870	900
12 shrs Red Hat Inc	630	636
60 shrs Roper Inds Inc	4,351	6,689
27 shrs Roper Inds Inc	1,795	3,010
39 shrs JM Smucker Co	2,774	3,363
44 shrs Schlumberger Ltd	3,425	3,049
19 shrs Schlumberger Ltd	1,396	1,317
3 shrs Schlumberger Ltd	220	208
61 shrs Stericycle Inc	4,871	5,690
26 shrs Stericycle Inc	2,105	2,425
2 shrs Stericycle Inc	178	187
2 shrs Stericycle Inc	181	187
84 shrs Treehouse Foods Inc	4,475	4,379
47 shrs Treehouse Foods Inc	2,416	2,450
5 shrs Treehouse Foods Inc	264	261
74 shrs TJX Cos Inc	1,998	3,141
54 shrs TJX Cos Inc	1,439	2,292
188 shrs Umpqua Holdings Corp	1,803	2,217
105 shrs Umpqua Holdings Corp	931	1,238
25 shrs Visa Inc	2,483	3,790
9 shrs Visa Inc	911	1,364
19 shrs VF Corp	2,791	2,868
5 shrs VF Corp	736	755
5 shrs VF Corp	764	755
6 shrs VF Corp	828	906
72 shrs Viacom Inc	3,223	3,797
44 shrs Wesco Intl Inc	2,845	2,967
13 shrs Wesco Intl Inc	864	877

Name of Stock	End of Year Book Value	End of Year Fair Market Value
63 shrs Whitting Petroleum Corp	3,118	2,732
27 shrs Whitting Petroleum Corp	1,140	1,171
17 shrs Whitting Petroleum Corp	880	737
13 shrs Whitting Petroleum Corp	640	564
31 shrs Exxon Mobil Corp	2,484	2,683
8 shrs Exxon Mobil Corp	674	692
758 Ishrs Core S&P MidCap	75,865	77,089
469 shrs Ultra MidCap 400 ProShares	33,436	34,729
139 Ishrs Core S&P 500	16,816	19,896
400.338 shrs Merger Fd Sh Ben Int	6,289	6,337
2.497 shrs Merger Fd Sh Ben Int	39	40
11.094 shrs Merger Fd Sh Ben Int	173	176
4.376 shrs Merger Fd Sh Ben Int	70	69
568.312 shrs Mainstay Marketfield Fund	8,991	9,002
95.56 shrs Oppenheimer Stlpth	8,992	9,917
15.391 shrs Oppenheimer Stlpth	150	163
24.756 shrs Oppenheimer Stlpth	262	262
73.471 shrs Oppenheimer Stlpth	779	779
361.338 shrs Pimco All Asset All Auth	3,971	4,007
5.12 shrs Pimco All Assett All Auth	54	57
24.773 shrs Pimco All Assett All Auth	247	275
62 shrs Spdr DJ Wilshire Reit ETF	3,945	4,524
455.456 shrs Northern Lights Funds	4,495	4,500
73 shrs Vanguard SM Cap Vipers	4,928	5,906
65 shrs Vanguard SM Cap Vipers	4,961	5,259
134 shrs Vanguard SM Cap Vipers	10,430	10,841
255 shrs Vanguard FTSE Developed Mkt	8,614	8,984
66 shrs Vanguard MidCap Vipers	4,675	5,441
120 shrs Vanguard MidCap Vipers	9,727	9,893
154 shrs Vanguard FTSE Emerging Mkts	6,679	6,858

Name of Stock	End of Year Book Value	End of Year Fair Market Value
314 shrs Vanguard High Dividend Yield	12,648	15,505

TY 2012 Legal Fees Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Chuhak & Tecson Legal	100			

TY 2012 Other Decreases Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Description	Amount
Excess book value over donor basis on stock sales	-361

TY 2012 Other Expenses Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IL Secr of State Filing Fee	10			
Foreign Tax	75			
Margin Interest	750			

TY 2012 Other Professional Fees Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Coyle Asset Management Co Investment	10,362	10,362		

TY 2012 Taxes Schedule

Name: CGW FAMILY FOUNDATION

EIN: 36-4441039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US Treasury	389			