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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Charles W & Patricia S Bidwill Charitable Foundation % PATRICIA M BIDWILL		A Employer identification number  36-4479735	
Number and street (or P O box number if mail is not delivered to street address) PO Box 2541 Suite		B Telephone number (see instructions)  (708) 606-0790	
City or town, state, and ZIP code Glenview, IL 60025		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,535,271		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	46,903	46,903		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	84,131			
	b Gross sales price for all assets on line 6a _____ 1,230,126				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		84,131		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	-12,789	510		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	118,245	131,544		
	13 Compensation of officers, directors, trustees, etc	17,000	6,800		10,200
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	5,000	2,000	0	3,000
	c Other professional fees (attach schedule) . . . . .	16,013	16,013		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	852			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	1,553	621		932
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	40,418	25,434	0	14,132
	25 Contributions, gifts, grants paid . . . . .	196,000			196,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	236,418	25,434	0	210,132
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-118,173			
	b <b>Net investment income</b> (if negative, enter -0-)		106,110		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	160,277	49,946	49,946
	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) . . . . .	1,953,977	1,798,331	2,018,946
	c	Investments—corporate bonds (attach schedule). . . . .	275,799	262,330	273,783
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	31,075	190,926	191,174
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)		1,422	1,422
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,421,128	2,302,955	2,535,271
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,421,128	2,302,955	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	2,421,128	2,302,955	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	2,421,128	2,302,955	

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	2,421,128
2	Enter amount from Part I, line 27a . . . . .	2	-118,173
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,302,955
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,302,955

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

(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 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	84,131
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	148,463	2,601,387	0 057071
2010	136,380	2,493,831	0 054687
2009	49,354	2,244,938	0 021985
2008	145,553	2,754,950	0 052833
2007	112,690	2,409,466	0 04677

2 Total of line 1, column (d). . . . .	2	0 233346
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 046669
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	2,518,024
5 Multiply line 4 by line 3. . . . .	5	117,514
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,061
7 Add lines 5 and 6. . . . .	7	118,575
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	210,132

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter 2002-01-03 (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,061	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2. . . . .		3	1,061	
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	1,061	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	575		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	550		
d		Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	1,125	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	7	
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	57	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	57	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		
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? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .</li></ul>	6	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)  IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of PATRICIA M BIDWILL Telephone no (708) 606-0790 Located at 730 GLENVIEW RD GLENVIEW IL ZIP+4 60025			
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		
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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.		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? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).		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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).		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

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

## Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

## 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
<b>1</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

Form **990-PF** (2012)



**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,472,210
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	84,160
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,556,370
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,556,370
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	38,346
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,518,024
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	125,901

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	125,901
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,061
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,061
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	124,840
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	124,840
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	124,840

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	210,132
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	210,132
<b>5</b>	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). . . . .	<b>5</b>	1,061
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	209,071
<b>Note:</b> 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				124,840
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				11,134
b From 2008. . . . .				9,525
c From 2009. . . . .				
d From 2010. . . . .				12,200
e From 2011. . . . .				19,450
f Total of lines 3a through e. . . . .	52,309			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 210,132				
a Applied to 2011, but not more than line 2a			0	
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. . . . .				124,840
e Remaining amount distributed out of corpus	85,292			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	137,601			
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. . . . .				
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 instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	11,134			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	126,467			
10 Analysis of line 9				
a Excess from 2008. . . .				9,525
b Excess from 2009. . . .				
c Excess from 2010. . . .				12,200
d Excess from 2011. . . .				19,450
e Excess from 2012. . . .				85,292

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) )

CHARLES W PATRICIA S BIDWILL

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	196,000
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	46,903	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	510	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	84,131	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> <u>COST BASIS ADJUSTMENT</u>					-13,299
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .				131,544	-13,299
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		<b>118,245</b>

[illegible]

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

**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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Form **990-PF** (2012)

**TY 2012 Accounting Fees Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	2,000		3,000

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

**TY 2012 Depreciation Schedule**

**Name:** Charles W & Patricia S Bidwill  
Chantable Foundation  
**EIN:** 36-4479735



TY 2012 Investments Corporate  
Bonds Schedule

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation  
**EIN:** 36-4479735

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BRANCH BANKING & TRUST		
CITY BANK SALT LAKE CITY		
ABBOTT LABS		
AMERICAN EXPRESS		
BERKSHIRE HATHAWAY	9,522	9,763
BP CAP MARKETS	3,116	3,196
CISCO SYSTEMS	5,276	5,715
COCA COLA	5,317	5,987
COMCAST		
COSTCO	5,586	5,895
DEVON	5,378	6,205
WALT DISNEY		
EI DU PONT	10,055	10,526
GENERAL ELECTRIC	5,010	5,287
GOLDMAN SACHS		
HEWLETT PACKARD	5,089	5,019
IBM		
JP MORGAN CHASE	7,240	7,815
KELLOGG	5,260	5,531
KIMBERLY CLARK	10,930	12,264
KRAFT FOODS	5,305	6,107
LOWES	5,303	5,586
MARATHON OIL	5,804	6,010
MCDONALDS	5,348	6,031
MERRILL LYNCH		
MORGAN STANLEY		
NATIONAL RURAL UTILITIES	5,107	5,240
ORACLE	10,078	10,128
PEPSICO	5,436	5,027
SYSCO	10,500	11,921

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TARGET		
UNITED PARCEL SERVICE	5,331	6,008
US BANCORP	5,091	5,249
VALERO	6,915	7,296
WALMART	5,040	5,069
WALGREEN		
WELLS FARGO	5,006	5,015
WESTERN UNION		
DANAHER CORP	5,389	5,626
MICROSOFT CORP	4,687	5,396
VERIZONS COMMUNICATIONS	5,141	5,090
ALLSTATE CORP	6,468	6,444
MERCK & CO INC	6,528	6,512
DIRECTV HLDGS LLC	5,227	5,297
GOOGLE INC	6,289	6,265
STRYKER CORP	5,215	5,206
INTEL CORP	5,219	5,165
AT&T INC GLBL	7,029	7,082
DEERE JOHN CAP CORP MTNS BE	6,100	6,057
INTUIT INC	5,734	5,768
CVS CAREMARK CORP	3,510	3,587
EBAY INC	5,108	5,058
AMERICAN EXPRESS	8,078	8,435
OCCIDENTAL PETE CORP	7,013	7,090
DOW CHEMICAL	5,491	5,478
SIMON PROPERTY GROUP INC	6,061	6,337

TY 2012 Investments Corporate  
Stock Schedule

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation  
**EIN:** 36-4479735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERWYN FDS MF		
COLUMBIA ACORN TR MF	62,327	62,690
DREYFUS BOSTON CO SMALL CAP		
EURO PAC GROWTH FD MF		
GREENSPRING FD INC MF	40,412	41,359
LORD ABBETT INVT TR MF		
MERGER FUND SBI MF		
NEW CENTURY PORTFOLIOS AST		
ISHARES BARCLAYS 7-10 YR TREAS	6,675	7,417
ISHARES BARCLAYS TREASURY INFL	11,484	13,477
ISHARES IBOXX		
ISHARES GERMANY INDEX		
ISHARES HK CHINA		
POWERSHARES QQQ TR UNIT	21,375	23,186
SPDR INTL GOLD TR GOLD		
VANGUARD BD INDEX	33,127	34,872
VANGUARD INDEX FDS		
VANGUARD INTL EQUITY INDEX	4,667	4,230
FIRST TR BICK INDEX		
PIMCO ETF TR 15+ US TIPS INDEX		
PIMCO ETF TR ENHANCED SHORT MA		
POWERSHARES DB COMMODITY INDEX	9,347	10,945
SPDR INDEX SHS FDS S&P EMERGIN		
SPDR SER TR S&P DIVID ETF (SDY		
VANGUARD SPECIALIZED PORTFOLIO	15,832	20,135
WISDOM TREE INDIA EARNINGS		
WISDOM TREE INDIA EMERGING MAR		
BBH CORE SELECT FUND CL N	112,526	152,920
BLACKROCK GLOBAL ALLOCATION FD		
WILLIAM BLAIR SMALL CAP FD CLA	60,318	72,725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FPA CRESCENT INSTL	36,604	41,329
IVA WORLD WIDE FUND CL I	35,466	38,716
IVY ASSET STRATEGY FUND CL I		
JAMES BALANCED: GOLDEN RAINBOW	33,179	40,074
PIMCO TOTAL RETURN INSTL	87,935	90,722
PERMANENT PORTFOLIO	29,863	38,379
PIMCO ALL ASSET ALL AUTH-INSTI	99,305	100,354
WASATCH 1ST SOURCE INCOME EQ		
WELLS FARGO VALUE INTRINSIC CL	184,236	177,943
WELLS FARGO GROWTH FUND INSTIT	105,170	167,900
DIAMOND HILL	65,339	68,633
DOUBLE LINE TOTAL	43,458	43,831
J.P. MORGAN MORTGAGE BACKED	41,849	42,389
LORD ABBETT VALUE OPP	52,374	67,362
ISHARES U.S. CONSUMER		
SPDR CONSUMER STAPLES		
SPDR TECHNOLOGY		
SPDR UTILTIES		
CURRENCYSHARES JAPANESE YEN		
ISHARES GOLD TRUST	10,002	9,930
ISHARES MSCI HONG KONG INDEX	8,218	8,622
VANGAURD TAX MANAGED INTL FDS	10,131	9,301
WISDOM TREE ASIA	7,210	7,567
VANGAURD INDEX FDS REIT ETF	20,007	24,214
INVESCO BALANCED-RISK ALLOCATI	100,020	100,000
AMERICAN EUROPAC GROWTH FUND	55,903	65,728
HARBOR INT'L INSTITUTION FD	81,764	87,986
JPMORGAN VALUE ADV FD INSTL CL	122,007	125,930
EGA EMERGING GLOBAL SHS TR	4,103	4,236
ISHARES INC MSCI GERMANY INDEX	8,163	8,769

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES TR RUSSELL 2000 INDEX	7,798	8,095
ISHARES FTSE EPRA/NAREIT	15,065	17,493
ISHARES TRUST AAA A RATED CORP	5,456	5,436
POWERSHARES GLOBAL EXCHANGE	8,217	8,302
POWERSHARES EXCH TRADED FD TST	10,397	11,100
SPDR GOLD TR GOLD SHS (GLD)	5,267	8,263
SPDR SER TR SPDR SPDR BARCLAYS	13,512	13,517
VANGUARD INDX FDS VNGRD TOTAL	6,298	8,354
ISHARES TR DOW JONES US CONSUM	12,860	15,711
ISHARES TR DOW JONES US UTILS	13,778	15,545
ISHARES TR DOW JONES US INDL	13,830	15,839
SELECT SCTR SPDR TR SHS BEN IN	13,828	16,217
SELECT SCTR SPDR TR HEALTHCARE	12,315	15,633
SCTR SPDR TR SHS BEN INT CONSU	13,247	15,705
SCTR SPDR TR SHS BEN INT FINAN	12,215	16,013
ISHARES TR DOW JONES US ENERGY	13,852	13,852

**TY 2012 Investments - Other Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROUNDTABLE AURORA,L.P. EST FV	AT COST	68,790	68,790
AURORA SPORTS VENTURES FUND II	AT COST	47,798	48,046
MIDDLETON WIRELESS I, LLC	AT COST	74,338	74,338

**TY 2012 Land, Etc. Schedule****Name:** Charles W & Patricia S Bidwill

Charitable Foundation

**EIN:** 36-4479735

**TY 2012 Other Assets Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MIDDLETON DISTRIB RECEIVABLE		1,422	1,422



**TY 2012 Other Expenses Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	15	6		9
MEMBERSHIP DUES	1,420	568		852
BANK FEES	30	12		18
LICENSE AND FEES	10	4		6
POSTAGE	52	21		31
TELEPHONE	26	10		16

**TY 2012 Other Income Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
COST BASIS ADJUSTMENT	-13,299		
PARTNERSHIP NET INCOME	510	510	

**TY 2012 Other Professional Fees Schedule**

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation

**EIN:** 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	16,013	16,013		

TY 2012 Taxes Schedule

**Name:** Charles W & Patricia S Bidwill  
Charitable Foundation  
**EIN:** 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX- NET INVESTMEN INC	852			

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 )
73 SH JAPANESE YEN		2011-10-05	2012-02-02
84 SH ISHARES IBOXX INVESTOP INVEST GRAD		2011-10-05	2012-10-03
675 SH ISHARES INC MSCI HONG KONG INDEX FD		2011-10-05	2012-02-02
208 SH POWERSHARES GLOBAL EXCHANGE TRADED HIGH		2012-02-09	2012-10-03
59 SH SPDR S&P 500 ETF TRUST UNIT SER 1 S&P		2012-02-02	2012-06-06
99 SH SPDR SER TR BARCLAYSCAP HIGH YIELD BD ET		2012-02-09	2012-10-03
161 SH ISHARES BARCLAYS TREAS INFLATION PROTECT		2011-09-27	2012-10-03
72 SH PIMCO ETF TR ENHANCED SHORT MATURITY STR		2010-11-18	2012-02-02
115 SH PIMCO ETF TR 15+YR US TIPS INDEX FD		2010-10-04	2012-10-03
27 SH POWERSHARES QQQ TR UNIT SER 1		2011-02-01	2012-10-03
59 SH SPDR GOLD TR GOLD SHS		2009-10-16	2012-07-17
376 SH VANGUARD INDEX FDS VANGUARD TOTAL STK MK		2009-10-16	2012-02-02
111 SH VANGUARD INTL EQUITYINDEX FDS MSCI EMERG		2011-05-31	2012-12-06
303 SH ISHARES TR DOW JONES U S INDL SECTOR IND		2012-12-10	2012-12-31
53 SH ISHARES TR DOW JONES U S UTILS SECTOR IN		2012-12-17	2012-12-31
382 SH ISHARES TR DOW JONESU S CONSUMER SERVICE		2012-12-03	2012-12-24
260 SH ISHARES TR DOW JONESUS FINL SECTOR INDEX		2012-05-07	2012-05-14
902 SH SECTOR SPDR TR SHS BEN INT CONSUMER STAP		2012-12-03	2012-12-31
196 SH SECTOR SPDR TR SHS BEN INT ENERGY		2012-10-12	2012-10-31
2264 SH SECTOR SPDR TR SHS BEN INT FINANCIAL		2012-12-03	2012-12-31
1068 SH SECTOR SPDR TR SHS BEN INT INDUSTRIAL		2012-10-31	2012-11-19
1134 SH SECTOR SPDR TR SHS BEN INT TECHNOLOGY		2012-10-12	2012-10-31
596 SH SECTOR SPDR TR SHS BEN INT UTILITIES		2012-10-31	2012-11-19
836 SH SELECT SECTOR SPDR TR HEALTH CARE FORMER		2012-12-03	2012-12-31
1489 SH SELECT SECTOR SPDR TR SHS BEN INT MATERI		2012-12-24	2012-12-31
91 SH ISHARES TR DOW JONESU S CONSUMER SERVICE		2011-12-12	2012-12-31
158 SH SECTOR SPDR TR SHS BEN INT CONSUMER STAP		2011-10-27	2012-12-10
328 SH SECTOR SPDR TR SHS BEN INT UTILITIES		2011-10-27	2012-11-19
277 469 SH AMERICAN EUROPACIFICGROWTH FUND CL F2		2011-10-21	2012-06-22
165 345 SH BERWYN INCOME FUND		2012-09-27	2012-12-27

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 )
29 778 SH BLACKROCK GLOBAL ALLOCATION FD-INSTL		2012-12-20	2012-12-27
426 257 SH DIAMOND HILL SMALL CAP FUND CLASS I		2011-10-21	2012-06-22
47 515 SH IVY ASSET STRATEGY FUND CL I		2012-12-13	2012-12-27
66 211 SH MERGER FUND		2011-12-29	2012-12-27
19 198 SH PIMCO TOTAL RETURN INSTL		2012-07-31	2012-08-28
138 445 SH WASATCH LARGE CAP VALUE FUND		2012-09-28	2012-11-16
2726 194 SH AMERICAN EUROPACIFICGROWTH FUND CL F2		2011-10-21	2012-11-16
2706 945 SH BBH CORE SELECT FUND CL N		2010-02-25	2012-08-28
2791 717 SH BERWYN INCOME FUND		2009-06-29	2012-12-27
2003 661 SH BLACKROCK GLOBAL ALLOCATION FD-INSTL		2011-12-19	2012-12-27
30000 SH BRANCH BKG & TR CO WINSTON		2009-03-16	2012-03-19
1144 767 SH COLUMBIA ACORN CLASS Z		2007-11-02	2012-11-16
1587 551 SH IVY ASSET STRATEGY FUND CL I		2011-12-08	2012-12-27
626 959 SH LORD ABBETT VALUE OPPORTUNITIES CL I		2010-11-23	2012-08-28
2282 493 SH MERGER FUND		2009-12-29	2012-12-27
852 642 SH PIMCO TOTAL RETURN INSTL		2011-07-29	2012-08-28
12735 675 SH WASATCH LARGE CAP VALUE FUND		2011-06-30	2012-11-16
706 880 SH WELLS FARGO GROWTH FUND-INSTITUTIONAL		2010-02-25	2012-03-12
1923 077 SH WELLS FARGO INTRINSIC VAULE INST		2007-11-02	2012-03-12
2000 SH CVS CAREMARK CORPORATION		2012-12-26	2012-12-26
5000 SH DANAHER CORP NOTE CALL MAKE WHOLE		2011-08-22	2012-07-11
10000 SH ABBOTT LABS NOTE 5 600%		2009-10-06	2012-07-13
5000 SH AMERICAN EXPRESS CO NT		2009-09-24	2012-02-23
5000 SH CISCO SYSTEMS INC 5 500%		2010-06-22	2012-06-19
5000 SH COMCAST CORP NEW NT 5 300%		2009-10-06	2012-08-10
5000 SH DISNEY WALT CO MTNS BE 6 37500%		2009-10-06	2012-03-01
5000 SH GENERAL ELECTRIC CAPITAL CORP MTN		2009-09-29	2012-01-05
5000 SH GOLDMAN SACHS GROUP INC		2009-10-02	2012-08-01
10000 SH INTERNATIONAL BUS MACH CORP BOND		2009-09-29	2012-06-19
5000 SH JPMORGAN CHASE & CO GLBL SR NT		2009-10-06	2012-03-13

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
5000 SH KRAFT FOODS INC NT		2011-01-05	2012-12-11
5000 SH MCDONALD'S CORPORATION MTN		2009-10-02	2012-06-26
5000 SH TARGET CORP NT 5 875%		2009-09-24	2012-02-08
5000 SH VALERO ENERGY CORP NEW NT		2009-09-24	2012-01-24
10000 SH WALGREEN CO NOTES		2009-09-24	2012-08-16
10000 SH WESTERN UN CO NT		2010-08-04	2012-12-13

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)
9,419		9,373	46
10,105		9,349	756
11,388		9,602	1,786
3,955		3,912	43
7,741		7,840	-99
3,948		3,932	16
19,589		17,451	2,138
7,225		7,286	-61
8,088		6,496	1,592
1,851		1,539	312
9,355		6,094	3,261
25,692		20,783	4,909
4,739		5,453	-714
21,506		21,892	-386
4,572		4,663	-91
30,560		29,225	1,335
14,281		14,813	-532
30,942		29,930	1,012
14,015		13,790	225
35,486		35,540	-54
39,266		38,037	1,229
32,505		29,766	2,739
21,015		21,318	-303
32,325		31,444	881
52,464		54,081	-1,617
7,919		6,470	1,449
5,708		4,967	741
11,267		11,574	-307
9,980		10,184	-204
2,243		2,154	89



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)
588		576	12
9,980		10,242	-262
1,224		1,218	6
1,067		1,032	35
220		220	
1,891		1,906	-15
104,960		121,645	-16,685
44,960		34,220	10,740
37,865		32,559	5,306
39,552		34,642	4,910
30,000		30,000	
35,000		35,923	-923
40,892		34,243	6,649
9,980		8,245	1,735
36,794		34,660	2,134
9,760		9,411	349
175,336		159,719	15,617
29,980		18,954	11,026
19,980		23,271	-3,291
2,424		2,341	83
5,619		5,407	212
12,118		10,778	1,340
5,239		5,072	167
5,785		5,484	301
5,300		5,137	163
5,000		5,000	
5,217		5,083	134
5,238		5,138	100
10,171		10,123	48
5,411		5,164	247

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)
6,101		5,589	512
5,942		5,379	563
4,994		5,010	-16
5,048		5,039	9
10,378		10,229	149
10,963		10,956	7

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	
			46
			756
			1,786
			43
			-99
			16
			2,138
			-61
			1,592
			312
			3,261
			4,909
			-714
			-386
			-91
			1,335
			-532
			1,012
			225
			-54
			1,229
			2,739
			-303
			881
			-1,617
			1,449
			741
			-307
			-204
			89

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	
			12
			-262
			6
			35
			-15
			-16,685
			10,740
			5,306
			4,910
			-923
			6,649
			1,735
			2,134
			349
			15,617
			11,026
			-3,291
			83
			212
			1,340
			167
			301
			163
			134
			100
			48
			247


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	
			512
			563
			-16
			9
			149
			7

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
Charles W Bidwill Jr	Director/President 1 0	0	0	0
PO BOX 2541 GLENVIEW,IL 60025				
Patricia S Bidwill	Director/Secretary 1 0	0	0	0
PO BOX 2541 GLENVIEW,IL 60025				
Patricia M Bidwill	Director 8 0	17,000	0	0
PO BOX 2541 Glenview,IL 60025				
Shauna B Valenzuela	Director 1 0	0	0	0
PO BOX 2541 GLENVIEW,CA 60025				
Brian R Bidwill	Director 1 0	0	0	0
PO BOX 2541 GLENVIEW,CA 60025				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST IGNATIUS COLLEGE PREP 1076 WEST ROOSEVELT ROAD CHICAGO,IL 606081594	NONE	509(A)(1)	JESUIT HIGH SCHOOL IN CHICAGO, TUITION ASSISTANCE FOR THOSE IN NEED	33,000
PEDIATRIC THERAPY NETWORK 1815 WEST 213TH STREET SUITE 100 TORRANCE,CA 90501	NONE	509(A)(1)	SERVES CHILDREN WITH SPECIAL NEEDS NOT FOR PROFIT CHILDRENS THERAPY CENTER	80,000
MIDTOWN EDUCATION FOUNDATION 718 SOUTH LOOMIS STREET CHICAGO,IL 60607	NONE	509(A)(1)	PROVIDES EDUCATIONAL OPPORTUNITIES TO LESS ADVANTAGED YOUTH, (4TH GRADE THROUGH HIGH SCHOOL)IN THE CHICAGOLAND AREA	25,000
ST LEO HIGH SCHOOL 7901 SOUTH SANGAMON ST CHICAGO,IL 60620	NONE	509(A)(1)	PROVIDES TUITION ASSISTANCE TO THOSE IN NEED	10,000
BIG SHOULDERS 309 WEST WASHINGTON SUITE 550 CHICAGO,IL 60606	NONE	509(A)(1)	PROVIDES FINANCIAL SUPPORT TO CATHOLIC SCHOOLS IN THE NEEDIEST AREAS OF INNER-CITY CHICAGO	25,000
ALAIN LOCKE INITIATIVE 328 SOUTH JEFFERSON SUITE 570 CHICAGO,IL 60661	NONE	509(A)(1)	PROVIDES TRAINING TO TEACHERS RECRUITED THROUGHOUT THE COUNTRY TO WORK IN CHICAGO ELEMENTARY SCHOOLS	5,000
MARQUETTE UNIVERSITY STUDENT ATHLETE ADVISORY FUND ZILBER HALL MILWAUKEE,WI 532011881	NONE	509(A)(1)	PROVIDE ASSISITANCE TO STUDENTS IN BOTH ACEDEMIC AND ATHLETIC ENDEAVORS	1,000
IRISH FELLOWSHIP EDUCATIONAL & CULTURAL FOUNDATION PO BOX 31604 CHICAGO,IL 60631	NONE	509(A)(1)	PROVIDE SCHOLARSHIPS TO NEEDY HIGH SCHOOL STUDENTS IN THE CHICAGO AREA	2,000
ST PATRICK HIGH SCHOOL 5900 WEST BELMONT AVENUE CHICAGO,IL 60634	NONE	509(A)(1)	EDUCATION OF HIGH SCHOOL BOYS (CATHOLIC)	5,000
PROVIDENCE ST MEL SCHOOL 119 SOUTH CENTRAL PARK BOULEVARD CHICAGO,IL 60624	NONE	509(A)(1)	CATHOLIC EDUCATION OF HIGH SCHOOL STUDENTS	5,000
CHICAGO JESUIT ACADEMY 5958 WEST JACKSON BOULEVARD CHICAGO,IL 606444324	NONE	509(A)(1)	CATHOLIC EDUCATION OF MIDDLE SCHOOL BOYS	5,000
<b>Total . . . . .</b>  <b>3a</b>				196,000