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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ALSDORF FOUNDATION C/O MARILYN ALSDORF		A Employer identification number 36-6065388
Number and street (or P.O. box number if mail is not delivered to street address) 209 EAST LAKE SHORE DRIVE	Room/suite 15W	B Telephone number 312-640-9900
City or town, state, and ZIP code CHICAGO, IL 60611		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name 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) \$ 5,843,941.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
	4 Dividends and interest from securities	104,007.	104,007.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	185,672.			
	b Gross sales price for all assets on line 6a	1,627,223.			
	7 Capital gain net income (from Part IV, line 2)		185,672.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,363.	1,363.		STATEMENT 3	
12 Total Add lines 1 through 11	291,055.	291,055.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	12,600.		0.
	15 Pension plans, employee benefits	7,012.	2,104.		0.
	16a Legal fees STMT 4	9,175.	0.		0.
	b Accounting fees STMT 5	15,796.	7,898.		0.
	c Other professional fees STMT 6	35,129.	35,129.		0.
	17 Interest				
	18 Taxes RECEIVED STMT 7	5,787.	1,617.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	714.	0.		0.
	22 Printing and publications				
	23 Other expenses OPEN UT STMT 8	2,084.	873.		695.
	24 Total operating and administrative expenses. Add lines 13 through 23	117,697.	60,221.		695.
	25 Contributions, gifts, grants paid	573,030.			573,030.
26 Total expenses and disbursements Add lines 24 and 25	690,727.	60,221.		573,725.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-399,672.				
b Net investment income (if negative, enter -0-)		230,834.			
c Adjusted net income (if negative, enter -0-)			N/A		

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ALSDORF FOUNDATION
C/O MARILYN ALSDORF

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	346,225.	368,579.	368,579.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	482,752.	304,480.	375,687.
	b Investments - corporate stock STMT 10	2,255,089.	2,142,503.	3,335,540.
	c Investments - corporate bonds STMT 11	804,026.	655,652.	684,437.
	11 Investments - land, buildings and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	784,034.	801,240.	1,079,698.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,672,126.	4,272,454.	5,843,941.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,672,126.	4,272,454.	
30 Total net assets or fund balances	4,672,126.	4,272,454.		
31 Total liabilities and net assets/fund balances	4,672,126.	4,272,454.		

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	4,672,126.
2 Enter amount from Part I, line 27a	2	-399,672.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,272,454.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,272,454.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,627,223.		1,441,551.	185,672.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			185,672.

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	185,672.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	701,389.	6,640,315.	.105626
2010	918,016.	6,042,212.	.151934
2009	436,664.	5,521,761.	.079081
2008	328,793.	6,578,615.	.049979
2007	591,015.	7,257,404.	.081436

2 Total of line 1, column (d)	2	.468056
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	.093611
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,965,205.
5 Multiply line 4 by line 3	5	558,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,308.
7 Add lines 5 and 6	7	560,717.
8 Enter qualifying distributions from Part XII, line 4	8	573,725.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,308.
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	2,308.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,308.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	308.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)	STMT 13	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		13	X	
14	The books are in care of ▶ LAURA MURAOKA Telephone no. ▶ 312-640-9900 Located at ▶ 209 EAST LAKE SHORE DRIVE, CHICAGO, IL ZIP+4 ▶ 60611				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A				
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,619,587.
b	Average of monthly cash balances	1b	436,459.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,056,046.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,056,046.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,965,205.
6	Minimum investment return. Enter 5% of line 5	6	298,260.

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	298,260.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,308.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,308.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	295,952.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	295,952.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	295,952.

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	573,725.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	573,725.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,308.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	571,417.

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				295,952.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	231,977.			
b From 2008	2,304.			
c From 2009	163,722.			
d From 2010	619,855.			
e From 2011	373,215.			
f Total of lines 3a through e	1,391,073.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	573,725.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				295,952.
e Remaining amount distributed out of corpus	277,773.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,668,846.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	231,977.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,436,869.			
10 Analysis of line 9:				
a Excess from 2008	2,304.			
b Excess from 2009	163,722.			
c Excess from 2010	619,855.			
d Excess from 2011	373,215.			
e Excess from 2012	277,773.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter
2/3 of minimum investment return
shown in Part X, line 6 for each year
listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

ALSDORF FOUNDATION

Form 990-PF (2012)

C/O MARILYN ALSDORF

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALZHEIMER'S ASSOCIATION 8430 W. BRYN MAWR AVE CHICAGO, IL 60631	NONE	PUBLIC	HEALTHCARE	100.
ANTIQUARIAN SOCIETY (ART INSTITUTE) 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	PUBLIC	EDUCATIONAL	500.
AMERICAN ALLIANCE OF MUSEUMS 1575 EYE STREET NW WASHINGTON, DC 20005	NONE	PUBLIC	EDUCATIONAL	50.
AMERICAN CANCER SOCIETY PO BOX 7561 CHICAGO, IL 60680	NONE	PUBLIC	HEALTHCARE	100.
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	NONE	PUBLIC	CIVIC	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				573,030.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--




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

[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

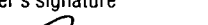
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 5/7/13	Check <input type="checkbox"/> if self-employed	PTIN
	FRED M. BRODY				P01045120
	Firm's name ▶ MORRISON & MORRISON, LTD.			Firm's EIN ▶ 36-3143186	
	Firm's address ▶ 19 SOUTH LASALLE ST., SUITE 1100 CHICAGO, IL 60603			Phone no 312-346-2141	

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 815 SH JARDEN CORP	P	03/04/11	01/30/12
b 579 SH JARDEN CORP	P	03/04/11	02/07/12
c 206 SH JARDEN CORP	P	03/04/11	02/08/12
d 2,300 SH NII HOLDINGS INC	P	10/24/11	05/03/12
e 120 SH MFC CURRENCY SHARES AUSTRALIAN DLR	P	05/25/11	05/23/12
f 2,500 SH ROVI CORP	P	11/11/11	06/29/12
g 1,100 SH VERIFONE SYSTEMS INC	P	06/01/12	10/08/12
h 1,700 SH WHITING PETROLEUM CORP	P	09/21/12	12/11/12
i 3,000 SH CHESAPEAKE ENERGY CORP	P	VARIOUS	01/20/12
j 900 SH ABBOTT LABORATORIES	P	07/10/03	01/25/12
k 170.47 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	01/25/12
l 232.22 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	01/25/12
m 450 SH CERNER CORP	P	09/21/07	01/30/12
n 117.53 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	02/27/12
o 192.75 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/10/03	02/27/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 27,690.		27,793.	-103.
b 19,678.		19,745.	-67.
c 7,013.		7,025.	-12.
d 29,802.		72,190.	-42,388.
e 11,729.		12,627.	-898.
f 49,661.		73,617.	-23,956.
g 34,445.		38,549.	-4,104.
h 72,579.		84,371.	-11,792.
i 62,708.		65,706.	-2,998.
j 49,438.		36,848.	12,590.
k 170.		176.	-6.
l 232.		233.	-1.
m 27,418.		13,505.	13,913.
n 118.		122.	-4.
o 193.		193.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-103.
b			-67.
c			-12.
d			-42,388.
e			-898.
f			-23,956.
g			-4,104.
h			-11,792.
i			-2,998.
j			12,590.
k			-6.
l			-1.
m			13,913.
n			-4.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,400 SH DR PEPPER SNAPPLE GROUP INC	P	10/02/09	03/01/12
b	25,000 MUNICIPAL ELEC AUTH GA 7.055% DUE 04/01/20	P	08/03/10	03/19/12
c	117.41 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	03/26/12
d	220.04 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	03/26/12
e	125.18 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	04/25/12
f	225.08 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	04/25/12
g	380 SH MFC CURRENCYSHARES AUSTRALIAN DLR TR	P	01/05/10	05/23/12
h	106.90 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	05/25/12
i	200.26 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	05/25/12
j	1,071 SH HUGOTON REALTY TR	P	VARIOUS	05/25/12
k	34 SH HUGOTON REALTY TR	P	06/09/10	05/29/12
l	395 SH HUGOTON REALTY TR	P	06/09/10	05/31/12
m	2,600 SH NEWMONT MINING CORP	P	VARIOUS	06/06/12
n	84.99 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	06/25/12
o	200.26 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	06/25/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 91,427.		68,324.	23,103.
b 25,622.		23,563.	2,059.
c 117.		121.	-4.
d 220.		221.	-1.
e 125.		130.	-5.
f 225.		226.	-1.
g 37,142.		34,733.	2,409.
h 107.		111.	-4.
i 200.		201.	-1.
j 7,320.		22,602.	-15,282.
k 233.		680.	-447.
l 2,648.		7,902.	-5,254.
m 133,373.		88,319.	45,054.
n 85.		88.	-3.
o 219.		220.	-1.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23,103.
b			2,059.
c			-4.
d			-1.
e			-5.
f			-1.
g			2,409.
h			-4.
i			-1.
j			-15,282.
k			-447.
l			-5,254.
m			45,054.
n			-3.
o			-1.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2,150 SH ABB LTD	P	01/23/07	06/29/12
b 800 SH ABBOTT LABORATORIES	P	07/10/03	07/03/12
c 150 SH AMAZON.COM	P	01/08/08	07/03/12
d 500 SH BERKSHIRE HATHAWAY INC CL B	P	07/11/03	07/03/12
e 1,900 SH DIODES INC	P	VARIOUS	07/03/12
f 800 SH LKQ CORP	P	VARIOUS	07/03/12
g 250 SH METTLER TOLEDO INTERNATIONAL	P	07/21/09	07/03/12
h 500 SH NEXTERA ENERGY INC	P	07/30/08	07/03/12
i 750 SH PEPSICO INC	P	VARIOUS	07/03/12
j 500 SH ROPER INDS INC	P	10/28/03	07/03/12
k 400 SH TREEHOUSE FOODS INC	P	08/05/08	07/03/12
l 100,000 UNITED STATES TREASURY SEC STRIPPED INT	P	07/14/08	07/05/12
m 100,000 UNITED STATES TREASURY NTS BD INFLATION	P	VARIOUS	07/16/12
n 90.47 SH FNMA POOL #545296 6% DUE 11/01/2016 REG	P	12/10/03	07/25/12
o 193.37 SH FNMA POOL #555424 5.5% 05-01-2033	P	12/03/03	07/25/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 34,613.		38,313.	-3,700.
b 51,803.		32,754.	19,049.
c 34,215.		13,381.	20,834.
d 41,786.		24,471.	17,315.
e 35,679.		52,950.	-17,271.
f 27,539.		13,125.	14,414.
g 40,190.		21,203.	18,987.
h 34,192.		31,941.	2,251.
i 52,960.		32,318.	20,642.
j 49,111.		11,388.	37,723.
k 25,309.		10,918.	14,391.
l 48,064.		31,799.	16,265.
m 127,899.		126,798.	1,101.
n 90.		94.	-4.
o 193.		194.	-1.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,700.
b			19,049.
c			20,834.
d			17,315.
e			-17,271.
f			14,414.
g			18,987.
h			2,251.
i			20,642.
j			37,723.
k			14,391.
l			16,265.
m			1,101.
n			-4.
o			-1.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 850 SH VARIAN MED SYS		P	VARIOUS	07/26/12
b 100 SH AMAZON.COM		P	03/05/08	07/30/12
c 115.18 SH FNMA POOL #545296 6% DUE 11/01/2016 REG		P	12/10/03	08/27/12
d 196.27 SH FNMA POOL #555424 5.5% 05-01-2033		P	12/03/03	08/27/12
e 106.97 SH FNMA POOL #545296 6% DUE 11/01/2016 REG		P	12/10/03	09/25/12
f 200.94 SH FNMA POOL #555424 5.5% 05-01-2033		P	12/03/03	09/25/12
g 1,280 SH VERIFONE SYSTEMS INC		P	08/15/11	10/05/12
h 420 SH VERIFONE SYSTEMS INC		P	08/15/11	10/08/12
i 700 SH AIR PRODUCTS & CHEMICALS INC		P	02/08/10	10/23/12
j 102.15 SH FNMA POOL #545296 6% DUE 11/01/2016 REG		P	12/10/03	10/25/12
k 200 SH FNMA POOL #555424 5.5% 05-01-2033		P	12/03/03	10/25/12
l 68.93 SH FNMA POOL #545296 6% DUE 11/01/2016 REG		P	12/10/03	11/26/12
m 202.51 SH FNMA POOL #555424 5.5% 05-01-2033		P	12/03/03	11/27/12
n 83.12 SH FNMA POOL #545296 6% DUE 11/01/2016 REG		P	12/10/03	12/26/12
o 183.63 SH FNMA POOL #555424 5.5% 05-01-2033		P	12/03/03	12/26/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 45,546.		30,564.	14,982.
b 23,974.		6,533.	17,441.
c 115.		119.	-4.
d 196.		197.	-1.
e 107.		111.	-4.
f 201.		202.	-1.
g 40,695.		47,357.	-6,662.
h 13,152.		15,539.	-2,387.
i 54,113.		48,545.	5,568.
j 102.		106.	-4.
k 200.		201.	-1.
l 69.		71.	-2.
m 203.		203.	0.
n 83.		86.	-3.
o 184.		184.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,982.
b			17,441.
c			-4.
d			-1.
e			-4.
f			-1.
g			-6,662.
h			-2,387.
i			5,568.
j			-4.
k			-1.
l			-2.
m			0.
n			-3.
o			0.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	50,000 VERIZON NJ INC 5.875% DUE 01-17-2012	P	02/01/02	01/17/12
b	25,000 GEN ELEC CAP CORP 4.875% DUE 03-04-2015	P	03/20/07	02/03/12
c	75,000 PEPSICO INC NT 5.15% DUE 05-15-2012	P	07/30/07	05/15/12
d	LITIGATION PROCEEDS	P	VARIOUS	12/31/12
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		50,000.	0.
b 27,538.		24,745.	2,793.
c 75,000.		75,000.	0.
d 165.			165.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			2,793.
c			0.
d			165.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	185,672.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

ALSDORF FOUNDATION
C/O MARILYN ALSDORF

36-6065388

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASPCA 424 EAST 92ND STREET NEW YORK, NY 10128	NONE	PUBLIC	CIVIC	25.
CHICAGO CHILD CARE SOCIETY 5467 SOUTH UNIVERSITY AVENUE CHICAGO, IL 60615	NONE	PUBLIC	CIVIC	400.
CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 SOUTH MICHIGAN AVENUE CHICAGO, IL 60604	NONE	PUBLIC	CIVIC	80.
CHICAGO PUBLIC LIBRARY 20 NORTH MICHIGAN AVENUE CHICAGO, IL 60602	NONE	PUBLIC	EDUCATIONAL	1,000.
BENJAMIN MARSHALL SOCIETY 1243 RIDGEWOOD DRIVE NORTHBROOK, IL 60062	NONE	PUBLIC	EDUCATIONAL	500.
FRIENDS OF THE PARK 17 NORTH STATE STREET, SUITE 1450 CHICAGO, IL 60602	NONE	PUBLIC	EDUCATIONAL	500.
GOLDEN APPLE 8 SOUTH MICHIGAN AVENUE, SUITE 700 CHICAGO, IL 60603	NONE	PUBLIC	EDUCATIONAL	500.
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	EDUCATIONAL	50.
METROPOLITAN FAMILY SERVICES - LEGAL AID SOCIETY 1 N. DEARBORN, SUITE 1000 CHICAGO, IL 60602	NONE	PUBLIC	CIVIC	1,000.
INTERNATIONAL FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE, SUITE 935 NEW YORK, NY 10110	NONE	PUBLIC	EDUCATIONAL	1,000.
Total from continuation sheets				571,280.

ALSDORF FOUNDATION
C/O MARILYN ALSDORF

36-6065388

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAMBS FARM 14245 WEST ROCKLAND ROAD LIBERTYVILLE, IL 60048	NONE	PUBLIC	HEALTHCARE	500.
LINCOLN PARK ZOO PO BOX 14903 CHICAGO, IL 60614	NONE	PUBLIC	EDUCATIONAL	500.
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N. WASHINGTON STREET, SUITE 400 ALEXANDRIA, VA 22314	NONE	PUBLIC	EDUCATIONAL	1,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE	PUBLIC	HEALTHCARE	2,500.
MERIT SCHOOL OF MUSIC 38 SOUTH PEORIA STREET CHICAGO, IL 60607	NONE	PUBLIC	EDUCATIONAL	1,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC	EDUCATIONAL	60.
MUSEUM OF CONTEMPORARY ART 220 EAST CHICAGO AVENUE CHICAGO, IL 60611	NONE	PUBLIC	EDUCATIONAL	25,000.
MUSIC INSTITUTE OF CHICAGO 517 GREEN BAY ROAD WILMETTE, IL 60091	NONE	PUBLIC	EDUCATIONAL	5,500.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PUBLIC	EDUCATIONAL	15.
NEWBERRY LIBRARY 60 WEST WALTON STREET CHICAGO, IL 60610	NONE	PUBLIC	EDUCATIONAL	1,000.
Total from continuation sheets				

ALSDORF FOUNDATION
C/O MARILYN ALSDORF

36-6065388

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH SHORE SENIOR CENTER 1779 WINNETKA ROAD NORTHFIELD, IL 60093	NONE	PUBLIC	HEALTHCARE	100.
NORTHWESTERN UNIVERSITY - BLOCK MUSEUM OF ART 2020 RIDGE AVENUE EVANSTON, IL 60208	NONE	PUBLIC	EDUCATIONAL	10,000.
PAWS 1997 NORTH CLYBOURN AVENUE CHICAGO, IL 60614	NONE	PUBLIC	CIVIC	1,000.
PHILANTROPY ROUNDTABLE 1730 M STREET, NW, SUITE 601 WASHINGTON, DC 20036	NONE	PUBLIC	CIVIC	500.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC	HEALTHCARE	2,000.
RUSH UNIVERSITY MEDICAL CENTER 1725 WEST HARRISON STREET, SUITE 545 CHICAGO, IL 60612	NONE	PUBLIC	HEALTHCARE	1,000.
SCHOOL OF THE ART INSTITUTE 37 SOUTH WABASH AVENUE CHICAGO, IL 60603	NONE	PUBLIC	SCHOOL	500.
SMITHSONIAN INSTITUTE PO BOX 37012, MRC 707 WASHINGTON, DC 20013	NONE	PUBLIC	EDUCATIONAL	500.
ST. SCHOLASTICA ACADEMY 7416 NORTH RIDGE BOULEVARD CHICAGO, IL 60645	NONE	PUBLIC	SCHOOL	25.
ALLIANCE FRANCAISE DE CHICAGO 810 NORTH DEARBORN STREET CHICAGO, IL 60610	NONE	PUBLIC	EDUCATIONAL	1,000.
Total from continuation sheets				

ALSDORF FOUNDATION
C/O MARILYN ALSDORF

36-6065388

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	PUBLIC	EDUCATIONAL	505,325.
CASINO'S ENDOWMENT FUND 195 EAST DELAWARE PLACE CHICAGO, IL 60611	NONE	PUBLIC	CIVIC	200.
FAMILY INSTITUTE AT NORTHWESTERN UNIVERSITY 618 LIBRARY PLACE EVANSTON, IL 60201	NONE	PUBLIC		500.
UNIVERSITY OF CHICAGO - WOMEN'S BOARD FUND 1427 EAST 60TH STREET, SUITE 120 CHICAGO, IL 60637	NONE	PUBLIC	EDUCATIONAL	1,000.
UNIVERSITY OF NOTRE DAME - SNITE MUSEUM OF ART PO BOX 368 NOTRE DAME, IN 46556	NONE	PUBLIC	EDUCATIONAL	1,000.
WRITER'S THEATER 376 PARK AVENUE GLENCOE, IL 60022	NONE	PUBLIC	EDUCATIONAL	2,500.
WTTW 5400 NORTH ST. LOUIS AVENUE CHICAGO, IL 60625	NONE	PUBLIC	EDUCATIONAL	500.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	NONE	PUBLIC	SCHOOL	1,000.
YOUNG WOMENS LEADERSHIP CHARTER SCHOOL OF CHICAGO 2641 SOUTH CALUMET AVENUE CHICAGO, IL 60616	NONE	PUBLIC	SCHOOL	500.
Total from continuation sheets				

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

SOURCE	AMOUNT
NORTHERN TRUST ACCT #5924863	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST ACCT #03-78051	67,853.	0.	67,853.
NORTHERN TRUST ACCT #03-78051 - BOND AMORTIZATION/ACCRETION	7,696.	0.	7,696.
NORTHERN TRUST ACCT #23-18114	26,623.	0.	26,623.
NORTHERN TRUST ACCT #23-18114 - BOND AMORTIZATION/ACCRETION	1,371.	0.	1,371.
SANDRIDGE MISSISSIPPIAN TRUST II	464.	0.	464.
TOTAL TO FM 990-PF, PART I, LN 4	104,007.	0.	104,007.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HUGOTON REALTY TR TEX UNIT SBI	554.	554.	
SANDRIDGE MISSISSIPPIAN TRUST II	809.	809.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,363.	1,363.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,175.	0.		0.
TO FM 990-PF, PG 1, LN 16A	9,175.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,796.	7,898.		0.
TO FORM 990-PF, PG 1, LN 16B	15,796.	7,898.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - SEGAL BRYANT & HAMILL	26,707.	26,707.		0.
INVESTMENT FEES - NORTHERN TRUST	8,422.	8,422.		0.
TO FORM 990-PF, PG 1, LN 16C	35,129.	35,129.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES PAID	1,921.	0.		0.
FOREIGN TAXES	653.	653.		0.
PAYROLL TAXES	3,213.	964.		0.
TO FORM 990-PF, PG 1, LN 18	5,787.	1,617.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS SECRETARY OF GENERAL	10.	0.		0.
ILLINOIS CHARITABLE BUREAU FUND	115.	0.		0.
MISCELLANEOUS EXPENSES	391.	0.		0.
INVESTMENT EXPENSE - SANDRIDGE MISSISSIPPIAN TRUST II	802.	802.		0.
INVESTMENT EXPENSE - HUGOTON ROYALTY TRUST	71.	71.		0.
ADMINISTRATION EXPENSE - DUES	695.	0.		695.
TO FORM 990-PF, PG 1, LN 23	2,084.	873.		695.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST ACCT #03-78051 (SEE ATTACHED)	X		204,480.	255,937.
NORTHERN TRUST ACCT #03-78051 (SEE ATTACHED)		X	100,000.	119,750.
TOTAL U.S. GOVERNMENT OBLIGATIONS			204,480.	255,937.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,000.	119,750.
TOTAL TO FORM 990-PF, PART II, LINE 10A			304,480.	375,687.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST ACCT #03-78051 (SEE ATTACHED)	2,142,503.	3,335,540.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,142,503.	3,335,540.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST ACCT #03-78051 (SEE ATTACHED)	150,895.	160,205.
NORTHERN TRUST ACCT #23-18114 (SEE ATTACHED)	504,757.	524,232.
TOTAL TO FORM 990-PF, PART II, LINE 10C	655,652.	684,437.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST ACCT #03-78051 (SEE ATTACHED)	COST	801,240.	1,079,698.
TOTAL TO FORM 990-PF, PART II, LINE 13		801,240.	1,079,698.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NONE

ADDRESS

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARILYNN B. ALSDORF 209 EAST LAKE SHORE DRIVE CHICAGO, IL 60611	PRESIDENT/SECRETARY 1.00	0.	0.	0.
ROBERT N. GRANT 209 EAST LAKE SHORE DRIVE CHICAGO, IL 60611	VICE PRESIDENT/SECRETARY 1.00	0.	0.	0.
JEFFREY A. ALSDORF 209 EAST LAKE SHORE DRIVE CHICAGO, IL 60611	VICE PRESIDENT 1.00	0.	0.	0.
JULIUS LEWIS 209 EAST LAKE SHORE DRIVE CHICAGO, IL 60611	DIRECTOR 1.00	0.	0.	0.
BRIDGETTE ALSDORF 209 EAST LAKE SHORE DRIVE CHICAGO, IL 60611	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ALSDORF FOUNDATION
FEIN: 36-6065388
YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #03-78051

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
550.00	AMAZON.COM INC	35,929.30	138,127.00
2,250.00	ANSYS INC	51,120.56	151,515.00
900.00	BAXTER INTERNATIONAL INC	48,888.90	59,994.00
1,500.00	BERKSHIRE HATHAWAY INC	73,411.80	134,550.00
1,200.00	CAMERON INTL CORP	65,265.96	67,752.00
1,200.00	CERNER CORP	36,001.85	93,168.00
1,500.00	COMCAST CL A	30,580.00	53,925.00
1,700.00	DOLLAR GEN CORP	81,188.84	74,953.00
2,600.00	DRESSER-RAND GROUP INC	75,884.66	145,964.00
2,400.00	EASTMAN CHEMICAL CO	82,730.64	163,320.00
2,860.00	FRANCO NEV CORP	128,667.54	163,506.20
2,200.00	GENERAL MILLS INC	78,344.20	88,902.00
5,550.00	HOLOGIC INC	92,024.35	111,166.50
2,800.00	HOSPIRA INC	99,601.04	87,472.00
700.00	IHS INC	36,383.41	67,200.00
850.00	ILLINOIS TOOL WORKS CO	24,647.38	51,688.50
7,000.00	LKQ CORP	39,440.86	147,700.00
600.00	METTLER-TOLEDO INTERNATIONAL	50,307.08	115,980.00
2400.00	MICROCHIP TECHNOLOGY INC	57,056.36	78,216.00
1,600.00	NESTLE SA	43,200.00	104,272.00
2,400.00	NETAPP INC	72,683.52	80,520.00
8,700.00	ON SEMICONDUCTOR CORP	69,437.47	61,335.00
1,400.00	ONEOK INC	58,560.46	59,850.00
1,500.00	PALL CORP	67,227.90	90,390.00
750.00	PEPSICO INC	27,654.38	51,322.50
4,300.00	PFIZER INC	96,989.94	107,844.00
1,550.00	QUALCOMM INC	57,955.74	96,131.00
1,500.00	ROPER INDUSTRIES INC	34,163.10	167,220.00
1,300.00	SMUCKER J M CO	80,319.07	112,112.00
1,500.00	TREEHOUSE FOODS INC	40,940.85	78,195.00
500.00	V.F. CORP	73,559.90	75,485.00
1,500.00	VIACOM INC	68,988.90	79,110.00
1,700.00	WHITING PETE CORP	74,798.47	73,729.00
2,500.00	WORLD FUEL SERVICE	88,548.40	102,925.00
TOTAL - CORPORATE STOCKS		<u>2,142,502.83</u>	<u>3,335,539.70</u>

ALSDORF FOUNDATION
FEIN: 36-6065388
YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #03-78051

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000.00	FEDERAL HOME LOAN BANKS CONS BD DTD 05/03/06 5.375% DUE 05/18/16	100,141.69	116,478.80
2,348.71	FNMA POOL#545296 DTD 10/01/01 6.000% DUE 11/01/16	2,430.03	2,496.13
75,000.00	UNITED STATES TREASURY BD DTD 02/15/96 6.000% DUE 02/15/26	80,970.81	108,527.32
4,671.11	FNMA POOL#555424 DTD 04/01/2003 5.500% DUE 05/1/2033	4,686.95	5,133.68
50,000.00	UNITED STATES TREASURY SEC STRIPPED INT PMT DTD 02/15/08 ZR CPN DUE 02/15/38	16,250.10	23,300.75
	TOTAL - U.S. GOVERNMENT OBLIGATIONS	<u>204,479.58</u>	<u>255,936.68</u>

ALSDORF FOUNDATION
FEIN: 36-6065388
YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #03-78051

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000.00	SOUTH SAN ANTONIO TEX INDPT SCH DISTR 4.607% DUE 08/15/2024	100,000.00	119,750.00
	TOTAL - MUNICIPAL BONDS	100,000.00	119,750.00

ALSDORF FOUNDATION

FEIN: 36-6065388

YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #03-78051

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000.00	DOW CHEMICAL CO 8.55% DUE 05/15/2019	126,366.00	135,007.60
25,000.00	CANADIAN NATL RY CO NT CANADA DTD 03/10/03 4.400% DUE 03/15/13	24,529.49	25,197.00
	TOTAL - CORPORATE BONDS	<u>150,895.49</u>	<u>160,204.60</u>

ALSDORF FOUNDATION
FEIN: 36-6065388
YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #03-78051

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500.00	MFC CURREBCYSHARES CDN DLR TR	48,728.07	50,100.00
3,200.00	SANDDRIDGE MISSISSIPPIAN TR II	64,565.19	52,064.00
30,356.94	CF SBH GLOBAL DISCOVERY OFFSHORE CL A	480,000.00	720,051.43
7,339.04	CF SBH GLOBAL DISCOVERY OFFSHORE CL DI	120,000.00	79,271.90
1,100.00	SPDR GOLD TRUST	87,946.25	178,211.00
	TOTAL - OTHER INVESTMENTS	<u>801,239.51</u>	<u>1,079,698.33</u>

ALSDORF FOUNDATION
FEIN: 36-6065388
YEAR ENDED: DECEMBER 31, 2012

NORTHERN TRUST ACCOUNT #23-18114

UNITS / PRINCIPAL	ASSET DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
25,000.00	DISNEY WALT CO 4.500% DUE 12/15/2013	25,684.00	25,970.65
50,000.00	DU PONT E I DE NEMOURS & CO MEDIUM 4.125% DUE 03/06/2013	50,583.00	50,334.00
100,000.00	FEDERAL HOME LOAN BANKS NT 3.875% DUE 06/14/2013	101,726.56	101,682.90
50,000.00	MCDONALDS CORP MEDIUM TERM NT 4.300% DUE 03/01/2013	50,708.00	50,314.25
50,000.00	WACHOVIA CORP GLOBAL MEDIUM TERM NT 5.700% 08/01/2013	51,244.00	51,558.65
25,000.00	BANK AMER CORP BD 5.125% DUE 11/15/2014	24,712.00	26,661.12
25,000.00	WAL-MART STORES INC NT 3.000% DUE 02/03/2014	25,220.50	25,729.20
75,000.00	GENERAL ELEC CAP CORP MEDIUM TERM NT 4.875% DUE 03/04/2015	73,713.75	81,219.00
50,000.00	LOWES COS INC NT 5.000% DUE 10/15/2015	50,145.00	55,855.10
50,000.00	UNITED TECHNOLOGIES CORP NT 4.875% DUE 05/01/2015	51,020.00	54,907.60
TOTAL - CORPORATE BONDS		<u>504,756.81</u>	<u>524,232.47</u>