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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

, and ending

Name of foundation Albert Pick, Jr. Fund		A Employer identification number 36-6071402
Number and street (or P.O. box number if mail is not delivered to street address) 333 N. Michigan Avenue		B Telephone number 312-236-1192
City or town, state, and ZIP code Chicago, IL 60601		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) ▶ \$ 18720396.		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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		183125.	183125.		Statement 1
4 Dividends and interest from securities		302344.	302344.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1073993.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1073993.		
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					
12 Total. Add lines 1 through 11		1559462.	1559462.		
13 Compensation of officers, directors, trustees, etc		0.	0.	2013	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		909.	909.		0.
b Accounting fees Stmt 4		10810.	10810.		0.
c Other professional fees Stmt 5		190323.	190323.		0.
17 Interest					
18 Taxes Stmt 6		17918.	0.		0.
19 Depreciation and depletion		656.	66.		
20 Occupancy		44053.	4405.		39648.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		10115.	6478.		3637.
24 Total operating and administrative expenses. Add lines 13 through 23		274784.	212991.		43285.
25 Contributions, gifts, grants paid		894447.			894447.
26 Total expenses and disbursements. Add lines 24 and 25		1169231.	212991.		937732.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		390231.			
b Net investment income (if negative, enter -0-)			1346471.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

15390508 758570 70012-000

2012.03040 Albert Pick, Jr. Fund

70012-01

SCANNED MAY 30 2013

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	172693.	42526.	42526.
	2 Savings and temporary cash investments	588439.	940725.	940725.
	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 8	4648411.	4633034.	4633034.
	b Investments - corporate stock Stmt 9	11652398.	13033665.	13033665.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 6675.			
	Less accumulated depreciation Stmt 10 ▶ 6675.	656.	0.	0.
	15 Other assets (describe ▶ Statement 11)	53098.	70446.	70446.
	16 Total assets (to be completed by all filers)	17115695.	18720396.	18720396.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 checked="" type="checkbox"/> X			
	24 Unrestricted	17115695.	18720396.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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			
30 Total net assets or fund balances	17115695.	18720396.		
31 Total liabilities and net assets/fund balances	17115695.	18720396.		

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	17115695.
2 Enter amount from Part I, line 27a	2	390231.
3 Other increases not included in line 2 (itemize) ▶ Unrealized Gains (Losses)	3	1214470.
4 Add lines 1, 2, and 3	4	18720396.
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	18720396.

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	HARRIS	P		
b	US BANK	P		
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 3556215.		2508449.	1047766.
b 2425483.		2399256.	26227.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1047766.
b			26227.
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	1073993.
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	601379.	16884909.	.035616
2010	1025293.	16312845.	.062852
2009	1079627.	14659222.	.073648
2008	1408786.	16489743.	.085434
2007	1595779.	19805706.	.080572

2 Total of line 1, column (d)	2	.338122
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	.067624
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17630731.
5 Multiply line 4 by line 3	5	1192261.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13465.
7 Add lines 5 and 6	7	1205726.
8 Enter qualifying distributions from Part XII, line 4	8	937732.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	26929.
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	26929.
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	26929.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27600.
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	27600.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	16.
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	655.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c 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)		
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	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

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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		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 ► <u>WWW.albertpickjrfund.org</u>	13	X	
14	The books are in care of ► <u>Nettie Snowden, Financial Manager</u> Telephone no ► <u>312-236-1192</u> Located at ► <u>333 N. Michigan Ave., Suite 510, Chicago, IL</u> ZIP+4 ► <u>60601</u>			
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	
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? If "Yes," list the years ►	<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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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

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 12		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

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	17899219.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17899219.
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	17899219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268488.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17630731.
6	Minimum investment return. Enter 5% of line 5	6	881537.

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	881537.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26929.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26929.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	854608.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	854608.
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	854608.

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	937732.
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	937732.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	937732.

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.

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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				854608.
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	632908.			
b From 2008	590933.			
c From 2009	351846.			
d From 2010	228355.			
e From 2011				
f Total of lines 3a through e	1804042.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	937732.			
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				854608.
e Remaining amount distributed out of corpus	83124.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1887166.			
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	632908.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1254258.			
10 Analysis of line 9				
a Excess from 2008	590933.			
b Excess from 2009	351846.			
c Excess from 2010	228355.			
d Excess from 2011				
e Excess from 2012	83124.			

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 <i>Paid during the year</i>				
Albert Pick, Jr. Fund Programs - Detailed Schedule Attached			To promote cultural and civic programs.	894447.
Total			▶ 3a	894447.
b <i>Approved for future payment</i>				
None				
Total			▶ 3b	0.

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

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

[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		

**Sign
Here**

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

Robert B Lipton
Signature of officer or trustee

5-13-13
Date

President

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Bruce Horwitz

Preparer's signature _____

Frank Burt

Date

MAY - 9 2013

Check ☐
self-employed

PTIN

P01078650

Firm's name ▶ Lipschultz, Levin & Gray, L.L.C.

Firm's EIN ► 36-2260623

Firm's address ▶ 425 Huehl Road Bldg. 7
Northbrook, IL 60062

Phone no 847-272-5300

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	DATABASE SOFTWARE	060101		5M	43	2880.			2880.	2880.		0.
5	Xerox Copier	090108	200DB	5.00	17	3795.		1898.	1897.	1569.		219.
	* Total 990-PF Pg 1					6675.		1898.	4777.	4449.	0.	219.
	Depr & Amort											



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Guidelines - Limitations

Agencies may submit an application only once per calendar year

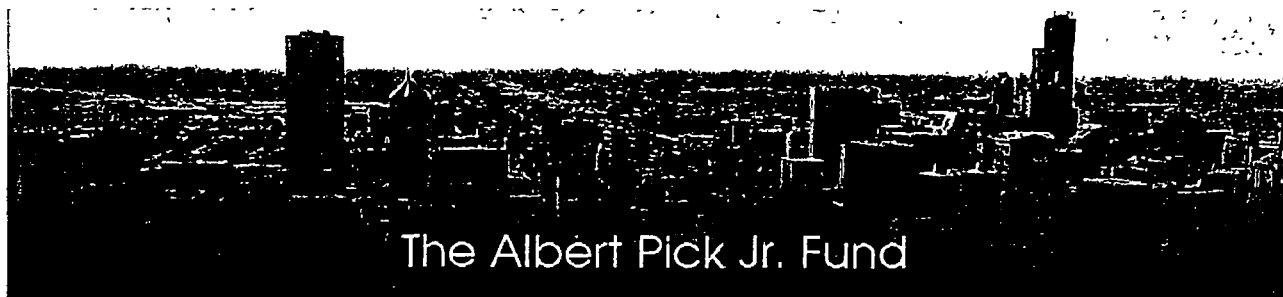
The Fund's policies limit, restrict or prohibit support to

- Individuals
- Nonprofits whose programs are not within the City of Chicago
- Nonprofit organizations not exempt under section 501 (c)(3) of the Internal Revenue Code
- Fraternal, veteran, labor, athletic or religious organizations serving a limited constituency
- Professional groups with volunteer service programs
- Individual elementary or secondary schools
- Local chapters of state, regional or national organizations, except those with separately budgeted Chicago-based programs, which otherwise meet these Guidelines
- Hospitals
- Local chapters of single-disease agencies
- Building programs, endowment funds or capital campaigns
- Campaigns for the reduction or liquidation of debt
- Student aid or scholarship programs
- Political, lobbying, or voter registration programs, or those supporting the political candidacy of a particular individual
- Travel - individual or group
- Fundraising events or benefits including sponsorships, tickets or courtesy advertising
- Organizations that may create a conflict with our goals, programs, officers, directors or employees

The Albert Pick, Jr. Fund

333 N Michigan Ave , Suite 510, Chicago, IL 60601 (312) 236-1192
iris@albertpickjrfund.org

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Check #	Date	Payee	Amount
5839	2/9/12	Horizon Hospice, Inc	25,000 00
5843	3/20/12	Northwestern University	25,000.00
5844	3/20/12	School of The Art Institute	8,000.00
5857	4/13/12	Adler Planetarium	10,000 00
5858	4/13/12	Cara Program	20,000 00
5859	4/13/12	Connections for Abused Women	7,500.00
5860	4/13/12	CommunityHealth	30,000.00
5861	4/13/12	Inspiration Corporation	10,000 00
5862	4/13/12	International Music Foundation	7,500 00
5863	4/13/12	Jazz Institute of Chicago	10,000 00
5864	4/13/12	Jewish Federation of	12,000.00
5865	4/13/12	John G. Shedd Aquarium	10,000 00
5866	4/13/12	La Rabida Children's Hospital	15,000 00
5867	4/13/12	Lincoln Park Zoological	10,000 00
5868	4/13/12	Old Irving Park Community	50,000 00
5869	4/13/12	Ravinia Festival Association	10,000 00
5870	4/13/12	Sarah's Circle	10,000 00
5871	4/13/12	Thresholds	12,500 00
5872	4/13/12	Museum of Contemporary Art	10,000 00
5873	4/13/12	Newberry Library	10,000 00
5875	4/13/12	Chicago Institute for Psychoanalysis	15,000 00
5876	4/13/12	Chgo Coalition Save Mental Health Ctrs	10,000 00
5877	4/13/12	Chgo Pre College & Engineering Program	15,000 00
5878	4/13/12	Community Organizing and Family Issues	15,000 00
5879	4/13/12	Emergency Fund	10,000 00
5880	4/13/12	Links Hall	5,000 00
5889	7/18/12	Alternatives, Inc	10,000 00
5890	7/18/12	Business and Professional	1,000 00
5891	7/18/12	Chicago History Museum	10,000 00
5892	7/18/12	Chicago Sinfonietta	15,000 00
5893	7/18/12	Chicago Symphony Orchestra	10,000 00
5894	7/18/12	Chicago Debate Commission	20,000 00
5895	7/18/12	Chicago Rehab Network	10,000 00
5896	7/18/12	Congo Square Theatre Company	7,000 00
5897	7/18/12	Court Appointed Special	20,000 00
5898	7/18/12	Jane Addams Resource Corporation	11,200 00
5899	7/18/12	John Marshall Law School Foundation	12,500 00
5900	7/18/12	Literacy Works	12,000 00
5901	7/18/12	Lync Opera of Chicago	10,000 00
5902	7/18/12	National Museum of Mexican Art	10,000.00
5903	7/18/12	Planned Parenthood Illinois	20,647 00
5904	7/18/12	Rape Victim Advocates	10,000 00
5906	7/18/12	Theatre Seven of Chicago	3,600 00
5908	7/18/12	Vivian G. Harsh Society, Inc	15,000.00
5911	8/2/12	Barrel of Monkeys	8,000 00
5914	9/6/12	Working in the Schools	500 00
5915	10/4/12	Active Transportation Alliance	10,000 00
5916	10/4/12	Albany Park Theater Project	10,000 00
5917	10/4/12	Changing Worlds	5,000.00
5918	10/4/12	Chicago Opera Theater	10,000.00
5919	10/4/12	CJE Senior Life	7,000 00
5920	10/4/12	Garfield Park Conservatory	10,000 00
5921	10/4/12	Howard Area Community Center	10,000 00
5922	10/4/12	Imagination Theater Inc	10,000 00
5923	10/4/12	Lookingglass Theatre Company	15,000 00
5924	10/4/12	Metropolitan Tenants	10,000 00
5925	10/4/12	Museum of Science and Industry	10,000 00
5926	10/4/12	Peggy Notebaert Nature Museum	10,000 00
5927	10/4/12	People's Music School, Inc	20,000 00
5928	10/4/12	South Shore Drill Team &	15,000 00
5930	10/4/12	Working in the Schools	10,000 00
5936	10/30/12	StreetWise	10,000 00
5944	12/27/12	Community Justice for Youth	20,000 00
5945	12/27/12	Designs for Dignity	8,200 00
5946	12/27/12	Horizon Hospice, Inc	50,000.00
5947	12/27/12	Hubbard Street Dance Chicago	20,000 00
5948	12/27/12	Project SYNCERE	20,000.00
5949	12/27/12	Thresholds	10,000 00
5950	12/27/12	TUTA Theatre Company	5,300 00
Total			894,447 00

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5950	12/27/12	TUTA Theatre Company	5,300 00
Total			894,447 00

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Other Interest	382.
US Bank	182743.
Total to Form 990-PF, Part I, line 3, Column A	183125.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
HARRIS	302215.	0.	302215.
OTHER	129.	0.	129.
Total to Fm 990-PF, Part I, ln 4	302344.	0.	302344.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	909.	909.		0.
To Fm 990-PF, Pg 1, ln 16a	909.	909.		0.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	2310.	2310.		0.
PROFESSIONAL FEES-AUDIT	8500.	8500.		0.
To Form 990-PF, Pg 1, ln 16b	10810.	10810.		0.

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES	106758.	106758.		0.
PROGRAM CONSULTING	81996.	81996.		0.
COMPUTER CONSULTANT	1569.	1569.		0.
To Form 990-PF, Pg 1, ln 16c	190323.	190323.		0.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	17918.	0.		0.
To Form 990-PF, Pg 1, ln 18	17918.	0.		0.

Form 990-PF	Other Expenses	Statement	7
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	3537.	3537.		0.
OFFICE & UTILITIES EXPENSES	2305.	231.		2074.
ADMINISTRATIVE Expenses	2710.	2710.		0.
DUES AND SUBSCRIPTIONS	1563.	0.		1563.
To Form 990-PF, Pg 1, ln 23	10115.	6478.		3637.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. GOVERNMENT OBLIGATIONS	X		4633034.	4633034.
Total U.S. Government Obligations			4633034.	4633034.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			4633034.	4633034.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Corporate Stock & Other Investments	13033665.	13033665.
Total to Form 990-PF, Part II, line 10b	13033665.	13033665.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
DATABASE SOFTWARE	2880.	2880.	0.
Xerox Copier	3795.	3686.	109.
Total To Fm 990-PF, Part II, ln 14	6675.	6566.	109.

Form 990-PF Other Assets Statement 11

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Accrued Interest	43698.	42846.	42846.
Prepaid Federal Excise Tax	9400.	27600.	27600.
To Form 990-PF, Part II, line 15	53098.	70446.	70446.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
GWENDOLYN M. RICE 333 N. MICHIGAN AVE., #510 CHICAGO, IL 60601	SECRETARY/DIRECTOR 0.00	0.	0. 0.
ROBERT B. LIFTON 333 N. MICHIGAN AVE., #510 CHICAGO, IL 60601	PRESIDENT/DIRECTOR 0.00	0.	0. 0.
JAMES W. MABIE 333 N. MICHIGAN AVE., #510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0. 0.
HOWARD A. SULKIN 333 N. MICHIGAN AVE., #510 CHICAGO, IL 60601	TREASURER/DIRECTOR 0.00	0.	0. 0.
IRIS J. KRIEG 333 N. MICHIGAN AVE., #510 CHICAGO, IL 60601	EXECUTIVE DIRECTOR 40.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.