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

Department of the Treasury  
Internal Revenue Service

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

, 2012, and ending

, 20

Name of foundation GATES CHARITABLE TRUST  
C/O JOHN GATES, JR.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

333

410 N. MICHIGAN AVENUE

City or town, state, and ZIP code

CHICAGO, IL 60611

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,763,292. **J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		119,860.	98,661.		ATCH 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)		81,059.			
<b>6a</b> Net gain or (loss) from sale of assets not on line 10					
<b>b</b> Gross sales price for all assets on line 6a	1,428,998.				
<b>7</b> Capital gain net income (from Part IV, line 2)			81,059.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10 a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	ATCH. 2.	27,084.	27,084.		
<b>12</b> <b>Total.</b> Add lines 1 through 11		228,003.	206,804.		
<b>13</b> Compensation of officers, directors, trustees, etc		0			
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16 a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule)	ATCH. 3.	10,900.	10,900.		
<b>c</b> Other professional fees (attach schedule)	*	26,795.	26,795.		
<b>17</b> Interest	ATCH. 5.	15,116.	15,116.		
<b>18</b> Taxes (attach schedule) (see instructions)	ATCH. 6.	19,190.	3,145.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings		16,685.			16,685.
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule)	ATCH. 7.	26,551.	21,181.		
<b>24</b> <b>Total operating and administrative expenses.</b>					
Add lines 13 through 23		115,237.	77,137.		16,685.
<b>25</b> Contributions, gifts, grants paid		984,500.			984,500.
<b>26</b> <b>Total expenses and disbursements</b> Add lines 24 and 25		1,099,737.	77,137.	0	1,001,185.
<b>27</b> Subtract line 26 from line 12		-871,734.			
<b>a</b> Excess of revenue over expenses and disbursements					
<b>b</b> Net investment income (if negative, enter -0-)			129,667.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

SCANNED JUN 12 2013

Operating and Administrative Expenses

24

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing . . . . .	149,826.	218,551.	218,551.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 8 . . . . .	641,913.	666,032.	324,500.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . ATCH 9 . . . . .	5,468,202.	4,922,817.	6,220,241.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►) . . . . .			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	6,259,941.	5,807,400.	6,763,292.
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ►) ATCH 10 . . . . .	450,000.	848,907.	
	23	Total liabilities (add lines 17 through 22) . . . . .	450,000.	848,907.	
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 and complete lines 27 through 31. ► <input checked="" 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 . . . . .	5,809,941.	4,958,493.	
	30	Total net assets or fund balances (see instructions) . . . . .	5,809,941.	4,958,493.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	6,259,941.	5,807,400.	

## 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	5,809,941.
2	Enter amount from Part I, line 27a . . . . .	2	-871,734.
3	Other increases not included in line 2 (itemize) ► ATCH 11 . . . . .	3	20,286.
4	Add lines 1, 2, and 3 . . . . .	4	4,958,493.
5	Decreases not included in line 2 (itemize) ► . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,958,493.

Form 990-PF (2012)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	81,059.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .			3	0	

**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	720,338.	6,631,307.	0.108627
2010	572,625.	6,027,354.	0.095004
2009	402,367.	5,445,555.	0.073889
2008	455,589.	7,816,419.	0.058286
2007	464,153.	8,893,449.	0.052190
2 Total of line 1, column (d) . . . . .			2 0.387996
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.077599
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .			4 6,248,651.
5 Multiply line 4 by line 3 . . . . .			5 484,889.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 1,297.
7 Add lines 5 and 6 . . . . .			7 486,186.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,001,185.

**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 . . .	(attach copy of letter if necessary - see instructions)	1	1,297.
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 . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	1,297.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	1,297.
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a		14,673.
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	14,673.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . .		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .		10	13,376.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► 13,376. Refunded ►		11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>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</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	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? . . .	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	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? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 312-578-1600	
Located at ► 410 N. MICHIGAN AVENUE, SUITE 333 CHICAGO, IL ZIP+4 ► 60611		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/> 15	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	During the year did the foundation (either directly or indirectly)	Yes No
(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)? . . . . .	1b <input checked="" type="checkbox"/> X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 <input checked="" type="checkbox"/> 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) . . . . .	2b <input checked="" type="checkbox"/> X
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) . . . . .	3b <input checked="" type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

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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 (see instructions). If none, enter "NONE."**

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

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

## **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.

1	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	NONE	
	-----	
2		
	-----	
All other program-related investments See instructions		
3	NONE	
	-----	

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Form 990-PF (2012)

**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	3,415,152.
b	Average of monthly cash balances	1b	216,968.
c	Fair market value of all other assets (see instructions)	1c	2,711,688.
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,343,808.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,343,808.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	95,157.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,248,651.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	312,433.

**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	312,433.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,297.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,297.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	311,136.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	311,136.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	311,136.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	1,001,185.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,001,185.
b	Cash distribution test (attach the required schedule)	5	1,297.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	999,888.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 . . . . .				311,136.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	32,733.			
b From 2008 . . . . .	65,772.			
c From 2009 . . . . .	130,562.			
d From 2010 . . . . .	273,323.			
e From 2011 . . . . .	402,945.			
f Total of lines 3a through e . . . . .	905,335.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,001,185.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				311,136.
e Remaining amount distributed out of corpus . . . . .	690,049.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,595,384.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	32,733.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	1,562,651.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	65,772.			
b Excess from 2009 . . . . .	130,562.			
c Excess from 2010 . . . . .	273,323.			
d Excess from 2011 . . . . .	402,945.			
e Excess from 2012 . . . . .	690,049.			

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

---

NOT APPLICABLE

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

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

4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(ii) . . . . .					
	(3) Largest amount of support from an exempt organization . . . . .					
	(4) Gross investment income . . . . .					

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

## 1 Information Regarding Foundation Managers:

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

JOHN S. GATES, JR.

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

N/A

**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

N/A

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

N/A

### c Any submission deadlines

N/A

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

N/A

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ATCH 13				
<b>Total</b> .....			► 3a	984,500.
<b>b Approved for future payment</b>				
<b>Total</b> .....			► 3b	NONE.

Form 990-PF (2012)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	119,860.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	81,059.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	27,084.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				228,003.	
13 Total Add line 12, columns (b), (d), and (e)					228,003.

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

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

**Sign  
Here**

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

**Signature of officer or trustee**

Dat

**Title**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>VALERIE SIERZEGA</b>	Preparer's signature 	Date <b>5/23/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01378407</b>
	Firm's name ► <b>WTAS LLC</b>	Firm's EIN ► <b>33-1197384</b>			
	Firm's address ► <b>222 WEST ADAMS STREET, SUITE 2250 CHICAGO, IL</b>	60606	Phone no <b>312-357-3950</b>		

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,395.		US TRUST #6420 - SEE ATTACHED 17,820.				VAR	2,575.	VAR
8,003.		US TRUST #6453 - SEE ATTACHED 10,509.				VAR	-2,506.	VAR
21,533.		US TRUST #6453 - SEE ATTACHED 15,294.				VAR	6,239.	VAR
26.		COMVERSE INC - .9 SHRS 27.					11/01/2012 -1.	11/15/2012
10,716.		DCT INDL TR INCE - 50000 SHRS					04/11/2007 10,716.	12/31/2012
361,479.		DISPOSITION OF ALTEGRIS WINTON FUTURES F 358,078.				VAR	3,401.	VAR
TOTAL GAIN(LOSS) .....							<u>81,059.</u>	

## ATTACHMENT 1

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INCOME	INVESTMENT INCOME
US TRUST #5299- DIVIDENDS	786.	786.	
US TRUST #5711- DIVIDENDS	7,906.	7,906.	
US TRUST #5885- DIVIDENDS	8,477.	8,477.	
US TRUST #5935- DIVIDENDS	9,040.	9,040.	
US TRUST #6016- DIVIDENDS	1,611.	1,611.	
US TRUST #6032- DIVIDENDS	8,110.	8,110.	
US TRUST #6065- DIVIDENDS	2,929.	2,929.	
US TRUST #6057- DIVIDENDS	5,681.	5,681.	
US TRUST #6206- DIVIDENDS	10,735.	10,735.	
US TRUST #6321- DIVIDENDS	2,949.	2,949.	
US TRUST #6420- DIVIDENDS	2,729.	2,729.	
US TRUST #6453- DIVIDENDS	722.	722.	
US TRUST #0422- DIVIDENDS	24,576.	24,576.	
US TRUST #6617- DIVIDENDS	3,284.	3,284.	
US TRUST #8345- DIVIDENDS	6,065.	6,065.	
US TRUST #5992- NONTAXABLE DIVIDENDS	10,427.	10,427.	
US TRUST #6617- NONTAXABLE DIVIDENDS	10,716.	10,716.	
US TRUST #6613- NONTAXABLE DIVIDENDS	56.	56.	
US TRUST #5299- INTEREST	1.	1.	
US TRUST #5885- INTEREST	4.	4.	
US TRUST #5992- INTEREST	5.	5.	
US TRUST #5935- INTEREST	4.	4.	
US TRUST #0422- INTEREST	5.	5.	
US TRUST #6032- INTEREST	3.	3.	
US TRUST #6065- INTEREST	2.	2.	
US TRUST #6206- INTEREST	8.	8.	
US TRUST #6321- INTEREST	7.	7.	
US TRUST #6420- INTEREST	11.	11.	
US TRUST #6453- INTEREST	2.	2.	
US TRUST #6613- INTEREST	21.	21.	
US TRUST #5711- INTEREST	2.	2.	
US TRUST #6617- INTEREST	3.	3.	

ATTACHMENT 1 (CONT'D)FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST #6057- INTEREST WARDEN PACIFIC - INTEREST	2,981.	2.
TOTAL	<u>119,860.</u>	<u>98,661.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST #5992-OTHER INCOME	3,090.	3,090.
US TRUST #6613-OTHER INCOME	510.	510.
WINTON FUTURES-PARTNERSHIP INCOME	-5,279.	-5,279.
WHIPPOORWILL OFFSHORE - PARTNERSHIP INC	28,452.	28,452.
VARDEN PACIFIC - PARTNERSHIP INC	311.	311.
 TOTALS	 <u>27,084.</u>	 <u>27,084.</u>

ATTACHMENT 2

FORM 990PE, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES - WTAS	10,900.		10,900.	
TOTALS	<u><u>10,900.</u></u>		<u><u>10,900.</u></u>	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES - PRESIDIO	26,795.	26,795.
TOTALS	<u>26,795.</u>	<u>26,795.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA INTEREST WARDEN PACIFIC - INTEREST	15,020. 96.	15,020. 96.
TOTALS	<u><u>15,116.</u></u>	<u><u>15,116.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST #6016 - FOREIGN TAXES	391.	391.
US TRUST #6032 - FOREIGN TAXES	654.	654.
US TRUST #6065 - FOREIGN TAXES	93.	93.
US TRUST #6057 - FOREIGN TAXES	1,033.	1,033.
US TRUST #6206 - FOREIGN TAXES	88.	88.
US TRUST #6321 - FOREIGN TAXES	28.	28.
US TRUST #6420 - FOREIGN TAXES	9.	9.
US TRUST #8345 - FOREIGN TAXES	834.	834.
TAXES - IL CHARITY BUREAU	15.	15.
TAXES - FEDERAL	16,045.	
 TOTALS	 <u>19,190.</u>	 <u>3,145.</u>

ATTACHMENT 6

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TRUST #0422 - BANK FEES	550.	550.
US TRUST #5299 - BANK FEES	150.	150.
US TRUST #5711 - BANK FEES	600.	600.
US TRUST #5885 - BANK FEES	600.	600.
US TRUST #5992 - BANK FEES	600.	600.
US TRUST #5935 - BANK FEES	600.	600.
US TRUST #6016 - BANK FEES	600.	600.
US TRUST #6032 - BANK FEES	600.	600.
US TRUST #6065 - BANK FEES	600.	600.
US TRUST #6057 - BANK FEES	600.	600.
US TRUST #6206 - BANK FEES	2,533.	2,533.
US TRUST #6321 - BANK FEES	2,566.	2,566.
US TRUST #6420 - BANK FEES	2,476.	2,476.
US TRUST #6453 - BANK FEES	2,533.	2,533.
US TRUST #6613 - BANK FEES	498.	498.
US TRUST #6617 - BANK FEES	600.	600.
US TRUST #8345 - BANK FEES	600.	600.
US TRUST #6453 - INVESTMENT EX VARDEN - OTHER DEDUCTIONS	5. 3,870. 5,370.	5. 3,870. 5,370.
NONDEDUCTIBLE CONTRIBUTIONS		
TOTALS	<u>26,551.</u>	<u>21,181.</u>

## FORM 990PF, PART II - CORPORATE STOCK

## DESCRIPTION

DCT INDUSTRIALS

TOTALS

BOOK VALUE

666,032.

666,032.

ENDING

324,500.

324,500.

FMV

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTION

SEE ATTACHED FROM US TRUST  
ELLIOTT INTERNATIONAL  
WINTON FUTURES  
WHIPPOREWILL OFFSHORE  
WARDEN PACIFIC OPPORTUNITY

## TOTALS

ENDING  
BOOK VALUE4,922,817.ENDING  
EMV6,220,241.ATTACHMENT 9

**Account:** 72-01-101-6488337 GATES CHARITABLE TRUST COMBINED

**Portfolio Analysis**  
 Dec. 01, 2012 through Dec. 31, 2012

**Portfolio Summary by Asset Class**

<i>Description</i>		<i>Market Value</i>	<i>% of Account</i>	<i>% of Sector</i>	<i>Tax Cost</i>	<i>Estimated Annual Income</i>	<i>Current Yield</i>
<b>Cash/Currency</b>							
Cash Equivalents		\$187,826.91	4.4%	95.1%	\$187,823.91	\$35.68	0.01%
Cash/Currency Other		9,721.66	0.2	4.9	9,721.66	0.00	0.00
<b>Total Cash/Currency</b>		<b>\$197,548.57</b>	<b>4.6%</b>	<b>100.0%</b>	<b>\$197,545.57</b>	<b>\$35.68</b>	<b>0.01%</b>
<b>Equities</b>							
U.S. Large Cap		\$1,091,025.98	25.7%	36.4%	\$970,862.99	\$15,384.60	1.41%
U.S. Mid Cap		493,714.64	11.6	16.5	475,029.93	14,349.52	2.90
U.S. Small Cap		338,986.10	8.0	11.3	325,440.44	1,961.80	0.57
International Developed		863,722.87	20.3	28.8	954,856.30	13,673.47	1.58
Emerging Markets		208,609.43	4.9	7.0	184,126.25	5,232.84	2.50
<b>Total Equities</b>		<b>\$2,996,059.02</b>	<b>70.5%</b>	<b>100.0%</b>	<b>\$2,910,315.91</b>	<b>\$50,602.23</b>	<b>1.68%</b>
<b>Fixed Income</b>							
Investment Grade Taxable		\$371,245.53	8.7%	50.8%	\$364,518.77	\$22,366.63	6.05%
International Developed Bonds		124,003.56	2.9	17.0	121,808.83	3,192.94	2.58
Global High Yield Taxable		235,028.43	5.5	32.2	230,650.12	12,090.22	5.17
<b>Total Fixed Income</b>		<b>\$730,277.52</b>	<b>17.2%</b>	<b>100.0%</b>	<b>\$716,977.72</b>	<b>\$37,649.79</b>	<b>5.17%</b>
<b>Real Estate</b>							
Public REITs		\$328,000.00	7.7%	100.0%	\$0.00	\$14,000.00	4.31%
<b>Total Real Estate</b>		<b>\$328,000.00</b>	<b>7.7%</b>	<b>100.0%</b>	<b>\$0.00</b>	<b>\$14,000.00</b>	<b>4.31%</b>
<b>Total Assets</b>		<b>\$4,251,885.11</b>	<b>100.0%</b>		<b>\$3,824,839.20</b>	<b>\$102,287.70</b>	<b>2.41%</b>
<b>Liabilities</b>					<b>-\$16.00</b>	<b>\$0.00</b>	
<b>Total</b>					<b>\$3,824,823.20</b>	<b>\$102,287.70</b>	

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ATTACHMENT 10

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FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>BOOK VALUE</u>
LINE OF CREDIT - BOFA	848,907.	
TOTALS		<u>848,907.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	20,286.
TOTAL	<u>20,286.</u>

NAME AND ADDRESS  
TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

JOHN S. GATES, JR.  
410 N. MICHIGAN AVENUE, SUITE 333  
CHICAGO, IL 60611

TRUSTEE  
2.00

0

0

0

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESSFOUNDATION STATUS OF RECIPIENTATTACHMENT 13

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AFTER SCHOOL MATTERS 66 EAST RANDOLPH STREET CHICAGO, IL 60601	NONE 501 (C) (3)	GENERAL FUND	1,360
GROTON SCHOOL ALUMNI & DEVELOPMENT OFFICE P O. BOX 991 GROTON, MA 01450-0991	NONE 501 (C) (3)	GENERAL FUND	10,000
INVEST FOR KIDS 875 NORTH MICHIGAN, SUITE 3400 CHICAGO, IL 60611	NONE 501 (C) (3)	GENERAL FUND	4,970
NORTHWESTERN UNIVERSITY LIBRARY 2020 RIDGE AVENUE EVANSTON, IL 60208	NONE 501 (C) (3)	GENERAL FUND	2,000
RUSH 1700 W VAN BUREN STREET, SUITE 250 CHICAGO, IL 60612	NONE 501 (C) (3)	GENERAL FUND	10,000
SALISBURY SCHOOL 251 CANAAN ROAD SALISBURY, CT 06068	NONE 501 (C) (3)	GENERAL FUND	70,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

AMOUNT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE 501 (C) (3)	GENERAL FUND		505,000
VERNON COUNTY HUMANE SOCIETY INC 1150 NELSON PARKWAY VIROQUA, WI 54665	NONE 501 (C) (3)	GENERAL FUND		1,000
MILL REEF CLUB FUND CHICAGO, IL	NONE 501 (C) (3)	GENERAL FUND		2,000
ST CHYSOSTOM'S CHURCH 1424 NORTH DEARBORN PARKWAY CHICAGO, IL 60610	NONE 501 (C) (3)	GENERAL FUND		20,000
THE CHICAGO LIGHTHOUSE 1850 WEST ROOSEVELT ROAD CHICAGO, IL 60608-1298	NONE 501 (C) (3)	GENERAL FUND		5,000
YOUTH GUIDANCE 1 N LASALLE STREET, SUITE 900 CHICAGO, IL 60603	NONE 501 (C) (3)	GENERAL FUND		3,400

ATTACHMENT 13 (CONT'D)

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESSATTACHMENT 13 (CONT'D)

METROPOLITAN PLANNING COUNCIL  
140 SOUTH DEARBORN STREET  
CHICAGO, IL 60603

EAGLEBROOK SCHOOL  
271 PINE NOOK ROAD  
P O BOX 7  
DEERFIELD, MA 01342

TOWN OF DUNE ACRES  
1 EAST ROAD  
DUNE ACRES, IN 46304

ULI CHICAGO  
1700 W IRVING PARK ROAD, SUITE 208  
CHICAGO, IL 60613

DUNE ACRES CIVIC IMPROVEMENT FOUNDATION INC  
1 EAST ROAD  
DUNE ACRES, IN 46304

NEW YORK JUNIOR TENNIS LEAGUE  
58-12 QUEENS BOULEVARD, STE 1 - 59TH ST ENTRANCE  
WOODSIDE, NY 11377

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
METROPOLITAN PLANNING COUNCIL 140 SOUTH DEARBORN STREET CHICAGO, IL 60603	NONE 501 (C) (3)	GENERAL FUND	10,000
EAGLEBROOK SCHOOL 271 PINE NOOK ROAD P O BOX 7 DEERFIELD, MA 01342	NONE 501 (C) (3)	GENERAL FUND	10,650
TOWN OF DUNE ACRES 1 EAST ROAD DUNE ACRES, IN 46304	NONE 501 (C) (3)	GENERAL FUND	500
ULI CHICAGO 1700 W IRVING PARK ROAD, SUITE 208 CHICAGO, IL 60613	NONE 501 (C) (3)	GENERAL FUND	15,000
DUNE ACRES CIVIC IMPROVEMENT FOUNDATION INC 1 EAST ROAD DUNE ACRES, IN 46304	NONE 501 (C) (3)	GENERAL FUND	1,000
NEW YORK JUNIOR TENNIS LEAGUE 58-12 QUEENS BOULEVARD, STE 1 - 59TH ST ENTRANCE WOODSIDE, NY 11377	NONE 501 (C) (3)	GENERAL FUND	1,880

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN'S HOSPITAL OF CHICAGO 225 EAST CHICAGO AVE BOX 4 CHICAGO, IL 60611	NONE 501 (C) (3)	GENERAL FUND	260,000.	
RUMSEY HALL SCHOOL 201 RUMFORD ROAD WASHINGTON DEPOT, CT 06794	NONE 501 (C) (3)	GENERAL FUND	2,000	
AMERICAN JEWISH COMMITTEE 55 EAST MONROE, SUITE 2930 CHICAGO, IL 60603	NONE 501 (C) (3)	GENERAL FUND	10,000	
WOODROW WILSON INTERNATIONAL CENTER FOR SCHOLARS ONE WOODROW PLAZA, 1300 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	NONE 501 (C) (3)	GENERAL FUND	4,740	
CHICAGO GATEWAY GREEN 200 E RANDOLPH STREET, SUITE 2200 CHICAGO, IL 60601	NONE 501 (C) (3)	GENERAL FUND	5,000	
REHABILITATION INSTITUTE OF CHICAGO WOMEN'S BOARD 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE 501 (C) (3)	GENERAL FUND	1,000	

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

## RECIPIENT NAME AND ADDRESS

FRANK LENTZ FOUNDATION  
8044 KARLOV AVENUE  
SKOKIE, IL 60076-3224

CHICAGO CITY DAY SCHOOL  
541 W HAWTHORNE PLACE  
CHICAGO, IL 60657

HARRIS SCHOOL ANNUAL FUND  
1155 EAST 60TH STREET  
CHICAGO, IL 60637

GOSPEL TRIBUNE SCHOLARSHIP FUND  
P O. BOX 2472  
COUNTRY CLUB HILLS, IL 60478

## FOUNDATION STATUS OF RECIPIENT

FRANK LENTZ FOUNDATION  
8044 KARLOV AVENUE  
SKOKIE, IL 60076-3224

CHICAGO CITY DAY SCHOOL  
541 W HAWTHORNE PLACE  
CHICAGO, IL 60657

HARRIS SCHOOL ANNUAL FUND  
1155 EAST 60TH STREET  
CHICAGO, IL 60637

GOSPEL TRIBUNE SCHOLARSHIP FUND  
P O. BOX 2472  
COUNTRY CLUB HILLS, IL 60478

## PURPOSE OF GRANT OR CONTRIBUTION

FRANK LENTZ FOUNDATION  
8044 KARLOV AVENUE  
SKOKIE, IL 60076-3224

CHICAGO CITY DAY SCHOOL  
541 W HAWTHORNE PLACE  
CHICAGO, IL 60657

HARRIS SCHOOL ANNUAL FUND  
1155 EAST 60TH STREET  
CHICAGO, IL 60637

GOSPEL TRIBUNE SCHOLARSHIP FUND  
P O. BOX 2472  
COUNTRY CLUB HILLS, IL 60478

## AMOUNT

FRANK LENTZ FOUNDATION  
8044 KARLOV AVENUE  
SKOKIE, IL 60076-3224

CHICAGO CITY DAY SCHOOL  
541 W HAWTHORNE PLACE  
CHICAGO, IL 60657

HARRIS SCHOOL ANNUAL FUND  
1155 EAST 60TH STREET  
CHICAGO, IL 60637

GOSPEL TRIBUNE SCHOLARSHIP FUND  
P O. BOX 2472  
COUNTRY CLUB HILLS, IL 60478

TOTAL CONTRIBUTIONS PAID

984.500

## Capital Gains and Losses

- Attach to Form 1041, Form 5227, or Form 990-T.
- Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

2012

Name of estate or trust      GATES CHARITABLE TRUST  
C/O JOHN GATES, JR.

**Employer identification number**

**Note: Form 5227 filers need to complete **only** Parts I and II.**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	22,067.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	4	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	22,067.

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	54,868.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	356.
9 Capital gain distributions . . . . .	9	3,768.
10 Gain from Form 4797, Part I . . . . .	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	11	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	58,992.

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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr )</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13	Net short-term gain or (loss) . . . . .	13		22,067.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		58,992.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	14b		
c	28% rate gain . . . . .	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		81,059.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
	a The loss on line 15, column (3) or b \$3,000 . . . . .	16 ( )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

#### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19		
20	Add lines 18 and 19 . . . . .	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22		
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23		
24	Enter the smaller of the amount on line 17 or \$2,400 . . . . .	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26		
26	Subtract line 25 from line 24 . . . . .	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29	Subtract line 28 from line 27 . . . . .	29		
30	Multiply line 29 by 15% ( 15 ) . . . . .	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31		
32	Add lines 30 and 31 . . . . .	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33		
34	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34		

Schedule D (Form 1041) 2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► **Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).**

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**Name of estate or trust**

**Employer identification number**

36-7193328

GATES CHARITABLE TRUST

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a DOUBLELINE TOTAL RETURN BD	03/13/2012	12/11/2012	50,000.	49,209.	791.
FUN - 4393.67 SHRS					
PIMCO TOTAL RETURN FUND -	04/13/2011	01/26/2012	353,839.	350,000.	3,839.
31992.69 SHRS					
PIMCO FOREIGN BD FD INSTL	04/13/2011	03/13/2012	50,000.	49,907.	93.
- 4655.49 SHRS					
US TRUST #6206 - SEE ATTACHED	VAR	VAR	40,181.	39,634.	547.
US TRUST #6321 - SEE ATTACHED	VAR	VAR	86,957.	69,973.	16,984.
US TRUST #6420 - SEE ATTACHED	VAR	VAR	43,862.	41,542.	2,320.
US TRUST #6453 - SEE ATTACHED	VAR	VAR	8,003.	10,509.	-2,506.
COMVERSE INC - .9 SHRS	11/01/2012	11/15/2012	26.	27.	-1.
</					

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 22,067.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Schedule D-1 (Form 1041) 2012**

JSA

2F1221 2 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

**Employer identification number**

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PIMCO FOREIGN BD FD INSTL	04/13/2011	05/17/2012	40,000.	39,231.	769.
- 3659.65 SHRS RIDGEWORTH SEIX HIGH YIELD	04/13/2011	12/11/2012	50,000.	49,951.	49.
BD - 4926.11 SHRS STEELPATH MLP ALPHA FUND -	07/20/2011	09/20/2012	45,667.	41,396.	4,271.
4189.94 SHRS STEELPATH MLP ALPHA FUND -	04/13/2011	09/20/2012	174,189.	158,547.	15,642.
US TRUST #6206 - SEE ATTACHED	VAR	VAR	28,323.	23,777.	4,546.
US TRUST #6321 - SEE ATTACHED	VAR	VAR	39,704.	33,044.	6,660.
US TRUST #6420 - SEE ATTACHED	VAR	VAR	20,395.	17,820.	2,575.
US TRUST #6453 - SEE ATTACHED	VAR	VAR	21,533.	15,294.	6,239.
DCT INDL TR INCE - 50000 SHRS	04/11/2007	12/31/2012	10,716.		10,716.
DISPOSITION OF ALTEGRIS WINTON FUTURES FUND, L.P.	VAR	VAR	361,479.	358,078.	3,401.
				`	

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 54,868 .

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Schedule D-1 (Form 1041) 2012

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only . . . . . ►

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

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  GATES CHARITABLE TRUST C/O JOHN GATES, JR.	Employer identification number (EIN) or  36-7193328
	Number, street, and room or suite no. If a P O box, see instructions  410 N. MICHIGAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  CHICAGO, IL 60611	

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

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

- The books are in the care of ► JOHN GATES, JR.

Telephone No. ► 312 578-1600 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box . . . . . ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box . . . . . ►  If it is for part of the group, check this box . . . . . ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ►  calendar year 2012 or  
 ►  tax year beginning \_\_\_\_\_, 20\_\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 2,594.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 14,673.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ NONE.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2013)