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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****, 2012, and ending****, 20**

Name of foundation John and Kathleen Schreiber Foundation		A Employer identification number 42-1684377	
Number and street (or P.O. box number if mail is not delivered to street address) 682 Bank Lane		Room/suite 200	B Telephone number (see instructions) 224-552-5206
City or town, state, and ZIP code Lake Forest, IL 60045		C If exemption application is pending, check here ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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) \$ 25,539,535		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	6,354,066			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	34,891	34,891		
	4 Dividends and interest from securities	369,949	369,949		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		5,196,582		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	6,758,906	5,601,419		
	13 Compensation of officers, directors, trustees, etc.	51,546			51,546
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	8,609			8,609
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	77			77
	18 Taxes (attach schedule) (see instructions)	91,294			
	19 Depreciation (attach schedule) and depletion	246			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95,642	89,355		6,288
	24 Total operating and administrative expenses. Add lines 13 through 23	247,414	89,355		66,520
	25 Contributions, gifts, grants paid	1,512,037			1,512,037
	26 Total expenses and disbursements. Add lines 24 and 25	1,759,451	89,355		1,578,557
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,999,455			
	b Net investment income (if negative, enter -0-)		5,512,064		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		270,635	335,130	335,130
	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) ▶ 355				
	Less: allowance for doubtful accounts ▶		355	355	355
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		16,032,548	17,638,966	25,174,873
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ 2,461				
	Less: accumulated depreciation (attach schedule) ▶ -2,333		374	128	128
	15 Other assets (describe ▶ See Attached)		5	33,270	29,049
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		16,303,917	18,007,849	25,539,535
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐				
	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.				
	27 Capital stock, trust principal, or current funds		1,000	1,000	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund		19,351,059	25,705,125	
	29 Retained earnings, accumulated income, endowment, or other funds		-3,048,142	-7,697,276	
	30 Total net assets or fund balances (see instructions)		16,303,917	18,007,849	
	31 Total liabilities and net assets/fund balances (see instructions)		16,303,917	18,007,849	

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	16,303,917
2 Enter amount from Part I, line 27a	2	4,999,455
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	21,303,372
5 Decreases not included in line 2 (itemize) ▶ Difference in FMV and Book	5	3,295,523
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,007,849

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 Northern Trust - Publicly Traded Securities - See Attached	P	VAR	VAR
b Northern Trust - Publicly Traded Securities - See Attached	P	VAR	VAR
c Northern Trust - Publicly Traded Securities - See Attached	P	VAR	VAR
d 8,887 Shares of Tesla Motors	D	VAR	VAR
e See Additional Sales Attached	P	VAR	VAR

(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 1,855,362		1,822,641	32,721
b 4,087,151		2,886,032	1,201,119
c 2,063		748	1,315
d 293,464		31,726	261,738
e 7,721,239		4,021,550	3,699,689

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	5,196,582
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	39,259

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	960,448	17,400,269	.055197
2010	802,201	12,636,601	.063482
2009	691,895	9,120,175	.075864
2008	699,872	8,727,527	.080191
2007	512,844	7,044,767	.072798

2 Total of line 1, column (d)	2	.347532
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	.069506
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,652,080
5 Multiply line 4 by line 3	5	1,504,949
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,121
7 Add lines 5 and 6	7	1,560,070
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	1,578,557

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 ☐ 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 ☒ and enter 1% of Part I, line 27b	1	55,121	
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	55,121	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	55,121	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	90,000	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	90,000	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
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	34,879	
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax 34,879 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Illinois		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	✓	

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓	
14	The books are in care of ► John and Kathleen Schreiber Foundation Telephone no. ► _____ Located at ► 682 Bank Lane, Suite 200 Lake Forest, IL ZIP+4 ► 60045			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.	15		☐
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ✓

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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	✓
Organizations relying on a current notice regarding disaster assistance check here ☐		
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	✓
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? ☐ Yes ☐ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
John G. Schreiber 1115 E. Illinois Road, Lake Forest, IL 60045	President 5 Hours			
Kathleen A. Schreiber 1115 E. Illinois Road, Lake Forest, IL 60045	Treasurer 5 Hours			
Heather E. Sannes 1890 Farm Road, Lake Forest, IL 60045	Director 24 Hours	47,633		

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

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

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

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

NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 Not Applicable**2****3****4****Part IX-B** Summary of Program-Related Investments (see instructions)

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

Amount

1 Not Applicable**2**

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,243,440
b	Average of monthly cash balances	1b	1,735,947
c	Fair market value of all other assets (see instructions)	1c	2,420
d	Total (add lines 1a, b, and c)	1d	21,981,807
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	21,981,807
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	329,727
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,652,080
6	Minimum investment return. Enter 5% of line 5	6	1,082,604

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	1,082,604
2a	Tax on investment income for 2012 from Part VI, line 5	2a	55,121
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	55,121
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,137,725
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,137,725
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,137,725

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	1,578,557
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,578,557
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	55,121
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,523,436

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				1,137,725
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	186,491			
b From 2008	404,119			
c From 2009	241,172			
d From 2010	181,067			
e From 2011	113,347			
f Total of lines 3a through e	1,126,196			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,578,557				
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				1,137,725
e Remaining amount distributed out of corpus	440,832			
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	1,567,028			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	186,491			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,380,537			
10 Analysis of line 9:				
a Excess from 2008	404,119			
b Excess from 2009	241,172			
c Excess from 2010	181,067			
d Excess from 2011	113,347			
e Excess from 2012	440,832			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part 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 G. Schreiber

- 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.

Not Applicable

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
See Attached Schedule				
Total			3a	1,512,037
b <i>Approved for future payment</i>				
Total			3b	0

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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			14	34,891	
4	Dividends and interest from securities			14	369,949	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				404,840	
13	Total. Add line 12, columns (b), (d), and (e)				13	404,840

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Not Applicable		

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 _____ Date 5/13/13 Title President

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

John and Kathleen Schreiber Foundation

42-1684377

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization John and Kathleen Schreiber Foundation	Employer identification number 42-1684377
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John G. Schreiber 1115 E. Illinois Road Lake Forest, IL 60045	\$ 6,354,066	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

**Schedule B, Part I
Contributions**

Security Gifted	Shares	Date of Gift	FMV
Discover Financial Services	1,421	3/13/2012	44,762
McDonalds Corp	833	3/13/2012	80,659
Novellus Sys Inc	140	3/23/2012	7,009
Gap Inc	200	3/13/2012	5,351
Yum Brands Inc	100	3/23/2012	7,118
Fortune Brands Home & Sec Inc	300	3/23/2012	6,519
Stanley Black & Decker Inc	220	3/23/2012	17,459
TJX Cos Inc New	1,480	3/23/2012	58,519
Williams Co Inc	360	3/23/2012	11,142
Apple Inc	230	3/23/2012	140,591
Time Warner Cable Inc	124	3/23/2012	10,105
Mastercard Inc Cl A	100	3/23/2012	43,318
Mattel Inc	530	3/23/2012	18,247
CVS Caremark Corp Stk	334	3/23/2012	15,230
National Oilwell Varco	500	3/23/2012	39,563
Torchmark Corp	285	3/23/2012	14,391
EBAY Inc	970	3/23/2012	36,826
Coach Inc	130	3/23/2012	10,276
Verisign Inc	170	3/23/2012	6,537
EMC Corp	860	3/23/2012	25,508
Grainger W W Inc	20	3/23/2012	4,400
Sara Lee Corp	1,570	3/23/2012	34,006
Mead Johnson Nutrition	91	3/23/2012	7,528
LSI Corp Stk	1,520	3/23/2012	13,346
Wpx Energy Inc Shs	120	3/23/2012	2,320
Union Pac Corp	870	3/23/2012	96,540
Bed Bath Beyond Inc	130	3/23/2012	8,804
Autodesk Inc	510	3/23/2012	21,548
Avalonbay Cmnty REIT	210	3/23/2012	29,296
Ross Stores Inc	560	3/23/2012	32,936
Philip Morris Intl	100	3/23/2012	8,797
Big Lots Inc	60	3/23/2012	2,800
Medco Health Solutions Inc	200	3/23/2012	13,862
KLA-Tencor Corp	350	3/23/2012	19,051
Honeywell Intl Inc Stk	100	3/23/2012	6,165
Intercontinentalexchange Inc	90	3/23/2012	12,424
Comcast Corp New-Cl A	339	3/23/2012	10,262
Waters Corp	100	3/23/2012	9,366
Eqty Resdntl	200	3/23/2012	12,202
Cbs Corp New Cl B	530	3/23/2012	17,185
O Reilly Automotive Inc	320	3/23/2012	29,166
Unitedhealth Group Inc	410	3/23/2012	22,501
Tesla Corp	8,887	4/18/2012	285,628
ALTRIA GROUP INC COM	100	6/29/2012	3,507
AMERICAN EXPRESS CO	540	6/29/2012	31,485
AMERICAN EXPRESS CO	120	6/29/2012	6,997
APPLE INC COM STK	120	6/29/2012	73,090
BALL CORP COM	200	6/29/2012	8,088
BEAM INC	300	6/29/2012	18,164
BSTN PPTYS INC	180	6/29/2012	19,720
COLGATE-PALMOLIVE CO COM	200	6/29/2012	20,828
DEERE & CO COM	280	6/29/2012	22,445
DR PEPPER SNAPPLE GROUP INC COM STK	470	6/29/2012	20,384
DUKE ENERGY CORP NEW COM STK	166	6/29/2012	10,807
DUKE ENERGY CORP NEW COM STK	33	6/29/2012	2,148
EBAY INC COM USD0.001	560	6/29/2012	22,700

**Schedule B, Part I
Contributions**

Security Gifted	Shares	Date of Gift	FMV
EBAY INC COM USD0.001	1,200	6/29/2012	48,642
EXPEDIA INC DEL COM NEW	250	6/29/2012	11,858
EXXON MOBIL CORP COM	100	6/29/2012	8,377
EXXON MOBIL CORP COM	200	6/29/2012	16,754
EXXON MOBIL CORP COM	1,000	6/29/2012	83,770
EXXON MOBIL CORP COM	300	6/29/2012	25,131
EXXON MOBIL CORP COM	100	6/29/2012	8,377
FAMILY DLR STORES INC COM	100	6/29/2012	6,999
GILEAD SCIENCES INC	200	6/29/2012	10,238
HOME DEPOT INC COM	590	6/29/2012	30,680
HOME DEPOT INC COM	100	6/29/2012	5,200
INTUIT COM	90	6/29/2012	5,175
KRAFT FOODS INC CL A	68	6/29/2012	2,647
KRAFT FOODS INC CL A	69	6/29/2012	2,686
KRAFT FOODS INC CL A	69	6/29/2012	2,686
KRAFT FOODS INC CL A	69	6/29/2012	2,686
LENNAR CORP CL A CL A	100	6/29/2012	3,145
LORILLARD INC COM STK	56	6/29/2012	7,624
LORILLARD INC COM STK	113	6/29/2012	15,384
M & T BK CORP COM	200	6/29/2012	16,726
MASCO CORP COM	770	6/29/2012	10,799
MCKESSON CORP	310	6/29/2012	29,083
MERCK & CO INC NEW COM	345	6/29/2012	14,454
MERCK & CO INC NEW COM	115	6/29/2012	4,818
NEXTERA ENERGY INC COM	200	6/29/2012	13,596
NISOURCE INC COM	660	6/29/2012	16,190
NORFOLK SOUTHN CORP COM	100	6/29/2012	7,209
PHILIP MORRIS INTL COM STK NPV	440	6/29/2012	39,646
PPG IND INC COM	340	6/29/2012	35,459
RED HAT INC COM	110	6/29/2012	5,746
REYNOLDS AMERICAN INC COM	360	6/29/2012	16,420
SHERWIN-WILLIAMS CO COM	120	6/29/2012	15,630
SHERWIN-WILLIAMS CO COM	90	6/29/2012	11,723
SUNOCO INC COM	260	6/29/2012	12,461
TIME WARNER INC USD0 01	980	6/29/2012	37,465
TRAVELERS COS INC COM STK	200	6/29/2012	12,649
UNION PAC CORP COM	160	6/29/2012	18,786
UNITEDHEALTH GROUP INC COM	80	6/29/2012	4,488
VENTAS INC REIT	360	6/29/2012	22,919
WALT DISNEY CO	200	6/29/2012	9,593
WALT DISNEY CO	200	6/29/2012	9,593
WALT DISNEY CO	800	6/29/2012	38,372
WALT DISNEY CO	100	6/29/2012	4,797
WALT DISNEY CO	100	6/29/2012	4,797
WALT DISNEY CO	200	6/29/2012	9,593
WYNDHAM WORLDWIDE CORP COM STK	150	6/29/2012	7,878
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMGEN INC COM	132	9/28/2012	11,416
AT&T INC COM	300	9/28/2012	11,397
AT&T INC COM	100	9/28/2012	3,799
AT&T INC COM	98	9/28/2012	3,708
AT&T INC COM	33	9/28/2012	1,236

**Schedule B, Part 1
Contributions**

Security Gifted	Shares	Date of Gift	FMV
BAXTER INTL INC COM	300	9/28/2012	18,284
CABOT OIL & GAS CORP COM	280	9/28/2012	12,351
CENTURYLINK INC COM	288	9/28/2012	11,461
CENTURYLINK INC COM	144	9/28/2012	5,748
CF INDS HLDGS INC COM	40	9/28/2012	8,801
CHEVRON CORP COM	58	9/28/2012	6,779
CHEVRON CORP COM	58	9/28/2012	6,779
COMCAST CORP NEW-CL A	1,960	9/28/2012	70,932
COMCAST CORP NEW-CL A	1,840	9/28/2012	66,590
COMCAST CORP NEW-CL A	1,050	9/28/2012	38,000
CONSTELLATION BRANDS INC CL A CL A	430	9/28/2012	14,700
COSTCO WHOLESALE CORP NEW COM	100	9/28/2012	9,935
DOVER CORP COM	200	9/28/2012	11,658
EXPRESS SCRIPTS HLDG CO COM	180	9/28/2012	11,649
FMC CORP COM (NEW)	100	9/28/2012	5,500
FRKLN RES INC COM	160	9/28/2012	20,121
GANNETT INC COM	550	9/28/2012	9,969
GAP INC COM	660	9/28/2012	24,067
GAP INC COM	100	9/28/2012	3,647
GILEAD SCIENCES INC	200	9/28/2012	13,993
GOOGLE INC CL A CL A	50	9/28/2012	37,907
HOME DEPOT INC COM	820	9/28/2012	50,090
HOME DEPOT INC COM	790	9/28/2012	48,257
HOME DEPOT INC COM	620	9/28/2012	37,873
HONEYWELL INTL INC COM STK	100	9/28/2012	6,131
HONEYWELL INTL INC COM STK	100	9/28/2012	6,131
LENNAR CORP CL A CL A	250	9/28/2012	9,068
LENNAR CORP CL A CL A	80	9/28/2012	2,902
MARATHON PETE CORP COM	225	9/28/2012	12,353
MARATHON PETE CORP COM	215	9/28/2012	11,804
MARATHON PETE CORP COM	135	9/28/2012	7,412
MERCK & CO INC NEW COM	669	9/28/2012	30,482
MERCK & CO INC NEW COM	346	9/28/2012	15,751
MERCK & CO INC NEW COM	58	9/28/2012	2,628
MERCK & CO INC NEW COM	58	9/28/2012	2,628
MOODYS CORP COM	320	9/28/2012	14,294
ORACLE CORP COM	300	9/28/2012	9,563
PALL CORP COM	70	9/28/2012	4,505
PHILLIPS 66 COM	420	9/28/2012	19,196
PHILLIPS 66 COM	215	9/28/2012	9,827
PNC FINANCIAL SERVICES GROUP COM STK	620	9/28/2012	39,985
PPG IND INC COM	50	9/28/2012	5,776
PROCTER & GAMBLE COM NPV	94	9/28/2012	6,499
PULTE GROUP INC	900	9/28/2012	14,508
SALESFORCE COM INC COM STK	220	9/28/2012	34,247
SMUCKER J M CO COM NEW COM NEW	50	9/28/2012	4,359
SPRINT NEXTEL CORP	2,580	9/28/2012	12,977
TARGET CORP COM STK	100	9/28/2012	6,324
TARGET CORP COM STK	100	9/28/2012	6,324
TESORO CORP	290	9/28/2012	12,326
US BANCORP	1,140	9/28/2012	39,045
VERISIGN INC COM	230	9/28/2012	11,275
WALT DISNEY CO	1,240	9/28/2012	64,722
SANOFI	832	12/19/2012	39,104
VISA	196	12/19/2012	29,399
VODAPHONE	1,071	12/19/2012	27,219

**Schedule B, Part 1
Contributions**

Security Gifted	Shares	Date of Gift	FMV
AFLAC INC COM	100	12/21/2012	5,382
AGILENT TECHNOLOGIES INC COM	170	12/21/2012	6,966
AIR PROD & CHEM INC COM	100	12/21/2012	8,467
ALLSTATE CORP COM	1,280	12/21/2012	51,514
AMAZON COM INC COM	150	12/21/2012	38,735
AMAZON COM INC COM	90	12/21/2012	23,241
AMAZON COM INC COM	150	12/21/2012	38,735
AMERICAN TOWER CORP	260	12/21/2012	19,988
AMERICAN TOWER CORP	170	12/21/2012	13,069
AMERIPRISE FINL INC COM	20	12/21/2012	1,254
AMERISOURCEBERGEN CORP COM	260	12/21/2012	11,296
AMPHENOL CORP NEW CL A	410	12/21/2012	26,513
ANADARKO PETRO CORP COM	150	12/21/2012	11,252
ANADARKO PETRO CORP COM	470	12/21/2012	35,255
ANALOG DEVICES INC COM	200	12/21/2012	8,398
ANALOG DEVICES INC COM	440	12/21/2012	18,476
APARTMENT INVT & MGMT CO CL A	280	12/21/2012	7,494
AT&T INC COM	33	12/21/2012	1,097
AT&T INC COM	99	12/21/2012	3,354
BALL CORP COM	240	12/21/2012	10,787
BANK OF AMERICA CORP	9,130	12/21/2012	102,713
BAXTER INTL INC COM	100	12/21/2012	6,691
BOEING CO COM	100	12/21/2012	7,604
BOEING CO COM	100	12/21/2012	7,604
BOEING CO COM	670	12/21/2012	50,950
BROWN-FORMAN INC CL B NON-VTG COM	330	12/21/2012	20,849
CBS CORP NEW CL B	990	12/21/2012	37,085
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	13	12/21/2012	528
CMS ENERGY CORP COM	560	12/21/2012	13,672
COCA-COLA ENTERPRISES INC NEW COM	300	12/21/2012	9,503
COLGATE-PALMOLIVE CO COM	50	12/21/2012	5,249
COMCAST CORP NEW-CL A	3	12/21/2012	112
COMCAST CORP NEW-CL A	970	12/21/2012	36,162
COMCAST CORP NEW-CL A	460	12/21/2012	17,149
COSTCO WHOLESALE CORP NEW COM	350	12/21/2012	34,776
DANAHER CORP COM	600	12/21/2012	33,576
DAVITA HEALTHCARE PARTNERS INC COM	240	12/21/2012	26,676
DEERE & CO COM	160	12/21/2012	13,762
DEERE & CO COM	110	12/21/2012	9,462
DIRECTV COM COM	1,030	12/21/2012	51,747
DISCOVER FINL SVCS COM STK	5	12/21/2012	194
DOMINION RES INC VA NEW COM	200	12/21/2012	10,353
DOVER CORP COM	250	12/21/2012	16,170
DR PEPPER SNAPPLE GROUP INC COM STK	100	12/21/2012	4,462

**Schedule B, Pa
Contributions**

Security Gifted	Shares	Date of Gift	FMV
DTE ENERGY CO COM	410	12/21/2012	24,947
DUKE ENERGY CORP NEW COM NEW COM NEW	1	12/21/2012	42
DUKE ENERGY CORP NEW COM NEW COM NEW	33	12/21/2012	2,146
EMC CORP COM	890	12/21/2012	22,717
EMERSON ELECTRIC CO COM	200	12/21/2012	10,556
EOG RESOURCES INC COM	50	12/21/2012	6,172
EOG RESOURCES INC COM	200	12/21/2012	24,688
EOG RESOURCES INC COM	210	12/21/2012	25,922
EXXON MOBIL CORP COM	200	12/21/2012	17,412
EXXON MOBIL CORP COM	100	12/21/2012	8,706
EXXON MOBIL CORP COM	170	12/21/2012	14,831
EXXON MOBIL CORP COM	100	12/21/2012	8,706
EXXON MOBIL CORP COM	300	12/21/2012	26,088
FEDEX CORP COM	100	12/21/2012	9,237
FLOWERVE CORP COM	20	12/21/2012	2,889
FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	2	12/21/2012	24
GENERAL DYNAMICS CORP COM	200	12/21/2012	13,953
GENERAL MILLS INC COM	200	12/21/2012	8,202
GENUINE PARTS CO COM	380	12/21/2012	24,130
GILEAD SCIENCES INC	440	12/21/2012	31,992
GILEAD SCIENCES INC	560	12/21/2012	40,718
GOOGLE INC CL A CL A	20	12/21/2012	14,227
H J HEINZ	100	12/21/2012	5,844
HCP INC COM REIT	450	12/21/2012	20,221
HEALTH CARE REIT INC COM	300	12/21/2012	18,128
HERSHEY COMPANY COM STK USD1	370	12/21/2012	27,040
HOME DEPOT INC COM	100	12/21/2012	6,149
HOME DEPOT INC COM	140	12/21/2012	8,608
HOME DEPOT INC COM	470	12/21/2012	28,898
HONEYWELL INTL INC COM STK	550	12/21/2012	35,170
HONEYWELL INTL INC COM STK	610	12/21/2012	39,006
ILL TOOL WKS INC COM	200	12/21/2012	12,214
INTERNATIONAL BUSINESS MACHS CORP COM	250	12/21/2012	48,231
INTERNATIONAL BUSINESS MACHS CORP COM	540	12/21/2012	104,180
INTERPUBLIC GROUP COMPANIES INC COM	7	12/21/2012	77
INTL FLAVORS & FRAGRANCES INC COM	180	12/21/2012	12,018
INTUIT COM	570	12/21/2012	34,793
INVESCO LTD COM STK USD0.10	330	12/21/2012	8,657
JPMORGAN CHASE & CO COM	930	12/21/2012	40,794
KELLOGG CO COM USD0.25	100	12/21/2012	5,607
KELLOGG CO COM USD0.25	100	12/21/2012	5,607
KRAFT FOODS GROUP INC COM	23	12/21/2012	1,049
KROGER CO COM	100	12/21/2012	2,637
LIFE TECHNOLOGIES CORP COM STK	270	12/21/2012	13,567
LIFE TECHNOLOGIES CORP COM STK	128	12/21/2012	6,460
LOWES COS INC COM	600	12/21/2012	21,078
LOWES COS INC COM	770	12/21/2012	27,050

**Schedule B, Pa
Contributions**

Security Gifted	Shares	Date of Gift	FMV
MACYS INC COM STK	4	12/21/2012	150
MARATHON OIL CORP COM	450	12/21/2012	13,853
MARATHON PETE CORP COM	30	12/21/2012	1,871
MARATHON PETE CORP COM	55	12/21/2012	3,431
MC DONALDS CORP COM	460	12/21/2012	41,122
MC DONALDS CORP COM	120	12/21/2012	10,727
MCGRAW-HILL COS COM USD1	640	12/21/2012	34,624
MCKESSON CORP	100	12/21/2012	9,766
MCKESSON CORP	90	12/21/2012	8,790
MEADWESTVACO CORP COM	200	12/21/2012	6,283
MERCK & CO INC NEW COM	1	12/21/2012	37
MERCK & CO INC NEW COM	0	12/21/2012	14
MERCK & CO INC NEW COM	207	12/21/2012	8,588
MICROCHIP TECHNOLOGY INC COM	440	12/21/2012	14,231
MONSANTO CO NEW COM	100	12/21/2012	9,202
MOTOROLA SOLUTIONS INC	9	12/21/2012	490
MYLAN INC	720	12/21/2012	20,048
NEWELL RUBBERMAID INC COM	740	12/21/2012	16,191
NOBLE ENERGY INC COM	190	12/21/2012	19,390
ORACLE CORP COM	1,370	12/21/2012	45,936
ORACLE CORP COM	1,280	12/21/2012	42,918
ORACLE CORP COM	980	12/21/2012	32,859
PHILIP MORRIS INTL COM STK NPV	100	12/21/2012	8,393
PHILIP MORRIS INTL COM STK NPV	320	12/21/2012	26,858
PHILIP MORRIS INTL COM STK NPV	430	12/21/2012	36,090
PHILIP MORRIS INTL COM STK NPV	119	12/21/2012	9,988
PHILLIPS 66 COM	610	12/21/2012	31,812
PHILLIPS 66 COM	220	12/21/2012	11,473
PHILLIPS 66 COM	36	12/21/2012	1,877
PHILLIPS 66 COM	215	12/21/2012	11,212
PHILLIPS 66 COM	50	12/21/2012	2,608
PROCTER & GAMBLE COM NPV	1	12/21/2012	47
PROCTER & GAMBLE COM NPV	95	12/21/2012	6,295
PROCTER & GAMBLE COM NPV	95	12/21/2012	6,286
PUB STORAGE COM	270	12/21/2012	39,320
RAYTHEON CO USD0 01	200	12/21/2012	11,748
REGIONS FINL CORP NEW COM	1,930	12/21/2012	13,539
REYNOLDS AMERICAN INC COM	440	12/21/2012	18,333
SCHLUMBERGER LTD COM COM	77	12/21/2012	5,320
SCHLUMBERGER LTD COM COM	180	12/21/2012	12,521
SIGMA-ALDRICH CORP COM	140	12/21/2012	10,275
SMUCKER J M CO COM NEW COM NEW	8	12/21/2012	666
SMUCKER J M CO COM NEW COM NEW	1	12/21/2012	81
SMUCKER J M CO COM NEW COM NEW	100	12/21/2012	8,675
SMUCKER J M CO COM NEW COM NEW	10	12/21/2012	900
SMUCKER J M CO COM NEW COM NEW	8	12/21/2012	732
SMUCKER J M CO COM NEW COM NEW	12	12/21/2012	1,033

Schedule B, Part 1
Contributions

Security Gifted	Shares	Date of Gift	FMV
STATE STR CORP COM	960	12/21/2012	44,587
TENET HEALTHCARE CORP COM NEW .	157	12/21/2012	5,070
TERADATA CORP DEL COM STK	10	12/21/2012	620
TEXAS INSTRUMENTS INC COM	850	12/21/2012	26,184
TEXAS INSTRUMENTS INC COM	1,560	12/21/2012	48,056
THERMO FISHER CORP	200	12/21/2012	12,788
TIME WARNER INC USD0.01	390	12/21/2012	18,545
TIME WARNER INC USD0.01	533	12/21/2012	25,360
TIME WARNER INC USD0 01	510	12/21/2012	24,251
TIME WARNER INC USD0 01	67	12/21/2012	3,170
TRAVELERS COS INC COM STK	200	12/21/2012	14,507
TRAVELERS COS INC COM STK	190	12/21/2012	13,782
UNITED TECHNOLOGIES CORP COM	400	12/21/2012	32,986
UNITEDHEALTH GROUP INC COM	1,280	12/21/2012	70,131
US BANCORP	740	12/21/2012	23,998
V F CORP COM	50	12/21/2012	7,477
VALERO ENERGY CORP COM STK NEW	140	12/21/2012	4,732
VISA INC COM CL A STK	60	12/21/2012	9,056
VISA INC COM CL A STK	80	12/21/2012	12,074
VISA INC COM CL A STK	40	12/21/2012	6,037
WALT DISNEY CO	1,450	12/21/2012	72,529
WATERS CORP COM	20	12/21/2012	1,769
WELLS FARGO & CO NEW COM STK	2,690	12/21/2012	93,235
WHIRLPOOL CORP COM	100	12/21/2012	10,125
XILINX INC COM	100	12/21/2012	3,594
YUM BRANDS INC COM	400	12/21/2012	25,930
ZIMMER HLDGS INC COM	100	12/21/2012	6,744
			<u>6,354,065</u>

**Part I, Line
Contributions**

Security Gifted	Shares	Date of Gift	FMV
Discover Financial Services	1,421	3/13/2012	44,762
McDonalds Corp	833	3/13/2012	80,659
Novellus Sys Inc	140	3/23/2012	7,009
Gap Inc	200	3/13/2012	5,351
Yum Brands Inc	100	3/23/2012	7,118
Fortune Brands Home & Sec Inc	300	3/23/2012	6,519
Stanley Black & Decker Inc	220	3/23/2012	17,459
TJX Cos Inc New	1,480	3/23/2012	58,519
Williams Co Inc	360	3/23/2012	11,142
Apple Inc	230	3/23/2012	140,591
Time Warner Cable Inc	124	3/23/2012	10,105
Mastercard Inc Cl A	100	3/23/2012	43,318
Mattel Inc	530	3/23/2012	18,247
CVS Caremark Corp Stk	334	3/23/2012	15,230
National Oilwell Varco	500	3/23/2012	39,563
Torchmark Corp	285	3/23/2012	14,391
EBAY Inc	970	3/23/2012	36,826
Coach Inc	130	3/23/2012	10,276
Verisign Inc	170	3/23/2012	6,537
EMC Corp	860	3/23/2012	25,508
Grainger W W Inc	20	3/23/2012	4,400
Sara Lee Corp	1,570	3/23/2012	34,006
Mead Johnson Nutrition	91	3/23/2012	7,528
LSI Corp Stk	1,520	3/23/2012	13,346
Wpx Energy Inc Shs	120	3/23/2012	2,320
Union Pac Corp	870	3/23/2012	96,540
Bed Bath Beyond Inc	130	3/23/2012	8,804
Autodesk Inc	510	3/23/2012	21,548
Avalonbay Cmnty REIT	210	3/23/2012	29,296
Ross Stores Inc	560	3/23/2012	32,936
Philip Morris Intl	100	3/23/2012	8,797
Big Lots Inc	60	3/23/2012	2,800
Medco Health Solutions Inc	200	3/23/2012	13,862
KLA-Tencor Corp	350	3/23/2012	19,051
Honeywell Intl Inc Stk	100	3/23/2012	6,165
Intercontinentalexchange Inc	90	3/23/2012	12,424
Comcast Corp New-Cl A	339	3/23/2012	10,262
Waters Corp	100	3/23/2012	9,366
Eqty Resdntl	200	3/23/2012	12,202
Cbs Corp New Cl B	530	3/23/2012	17,185
O Reilly Automotive Inc	320	3/23/2012	29,166
Unitedhealth Group Inc	410	3/23/2012	22,501
Tesla Corp	8,887	4/18/2012	285,628
ALTRIA GROUP INC COM	100	6/29/2012	3,507
AMERICAN EXPRESS CO	540	6/29/2012	31,485
AMERICAN EXPRESS CO	120	6/29/2012	6,997
APPLE INC COM STK	120	6/29/2012	73,090
BALL CORP COM	200	6/29/2012	8,088
BEAM INC	300	6/29/2012	18,164
BSTN PTYS INC	180	6/29/2012	19,720
COLGATE-PALMOLIVE CO COM	200	6/29/2012	20,828
DEERE & CO COM	280	6/29/2012	22,445
DR PEPPER SNAPPLE GROUP INC COM STK	470	6/29/2012	20,384
DUKE ENERGY CORP NEW COM STK	166	6/29/2012	10,807
DUKE ENERGY CORP NEW COM STK	33	6/29/2012	2,148
EBAY INC COM USD0 001	560	6/29/2012	22,700

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Contributions

Security Gifted	Shares	Date of Gift	FMV
EBAY INC COM USD0 001	1,200	6/29/2012	48,642
EXPEDIA INC DEL COM NEW	250	6/29/2012	11,858
EXXON MOBIL CORP COM	100	6/29/2012	8,377
EXXON MOBIL CORP COM	200	6/29/2012	16,754
EXXON MOBIL CORP COM	1,000	6/29/2012	83,770
EXXON MOBIL CORP COM	300	6/29/2012	25,131
EXXON MOBIL CORP COM	100	6/29/2012	8,377
FAMILY DLR STORES INC COM	100	6/29/2012	6,999
GILEAD SCIENCES INC	200	6/29/2012	10,238
HOME DEPOT INC COM	590	6/29/2012	30,680
HOME DEPOT INC COM	100	6/29/2012	5,200
INTUIT COM	90	6/29/2012	5,175
KRAFT FOODS INC CL A	68	6/29/2012	2,647
KRAFT FOODS INC CL A	69	6/29/2012	2,686
KRAFT FOODS INC CL A	69	6/29/2012	2,686
KRAFT FOODS INC CL A	69	6/29/2012	2,686
LENNAR CORP CL A CL A	100	6/29/2012	3,145
LORILLARD INC COM STK	56	6/29/2012	7,624
LORILLARD INC COM STK	113	6/29/2012	15,384
M & T BK CORP COM	200	6/29/2012	16,726
MASCO CORP COM	770	6/29/2012	10,799
MCKESSON CORP	310	6/29/2012	29,083
MERCK & CO INC NEW COM	345	6/29/2012	14,454
MERCK & CO INC NEW COM	115	6/29/2012	4,818
NEXTERA ENERGY INC COM	200	6/29/2012	13,596
NISOURCE INC COM	660	6/29/2012	16,190
NORFOLK SOUTHN CORP COM	100	6/29/2012	7,209
PHILIP MORRIS INTL COM STK NPV	440	6/29/2012	39,646
PPG IND INC COM	340	6/29/2012	35,459
RED HAT INC COM	110	6/29/2012	5,746
REYNOLDS AMERICAN INC COM	360	6/29/2012	16,420
SHERWIN-WILLIAMS CO COM	120	6/29/2012	15,630
SHERWIN-WILLIAMS CO COM	90	6/29/2012	11,723
SUNOCO INC COM	260	6/29/2012	12,461
TIME WARNER INC USD0.01	980	6/29/2012	37,465
TRAVELERS COS INC COM STK	200	6/29/2012	12,649
UNION PAC CORP COM	160	6/29/2012	18,786
UNITEDHEALTH GROUP INC COM	80	6/29/2012	4,488
VENTAS INC REIT	360	6/29/2012	22,919
WALT DISNEY CO	200	6/29/2012	9,593
WALT DISNEY CO	200	6/29/2012	9,593
WALT DISNEY CO	800	6/29/2012	38,372
WALT DISNEY CO	100	6/29/2012	4,797
WALT DISNEY CO	100	6/29/2012	4,797
WALT DISNEY CO	200	6/29/2012	9,593
WYNDHAM WORLDWIDE CORP COM STK	150	6/29/2012	7,878
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMERIPRISE FINL INC COM	20	9/28/2012	1,130
AMGEN INC COM	132	9/28/2012	11,416
AT&T INC COM	300	9/28/2012	11,397
AT&T INC COM	100	9/28/2012	3,799
AT&T INC COM	98	9/28/2012	3,708
AT&T INC COM	33	9/28/2012	1,236

Part I, Line 1
Contributions

Security Gifted	Shares	Date of Gift	FMV
BAXTER INTL INC COM	300	9/28/2012	18,284
CABOT OIL & GAS CORP COM	280	9/28/2012	12,351
CENTURYLINK INC COM	288	9/28/2012	11,461
CENTURYLINK INC COM	144	9/28/2012	5,748
CF INDS HLDGS INC COM	40	9/28/2012	8,801
CHEVRON CORP COM	58	9/28/2012	6,779
CHEVRON CORP COM	58	9/28/2012	6,779
COMCAST CORP NEW-CL A	1,960	9/28/2012	70,932
COMCAST CORP NEW-CL A	1,840	9/28/2012	66,590
COMCAST CORP NEW-CL A	1,050	9/28/2012	38,000
CONSTELLATION BRANDS INC CL A CL A	430	9/28/2012	14,700
COSTCO WHOLESALE CORP NEW COM	100	9/28/2012	9,935
DOVER CORP COM	200	9/28/2012	11,658
EXPRESS SCRIPTS HLDG CO COM	180	9/28/2012	11,649
FMC CORP COM (NEW)	100	9/28/2012	5,500
FRKLN RES INC COM	160	9/28/2012	20,121
GANNETT INC COM	550	9/28/2012	9,969
GAP INC COM	660	9/28/2012	24,067
GAP INC COM	100	9/28/2012	3,647
GILEAD SCIENCES INC	200	9/28/2012	13,993
GOOGLE INC CL A CL A	50	9/28/2012	37,907
HOME DEPOT INC COM	820	9/28/2012	50,090
HOME DEPOT INC COM	790	9/28/2012	48,257
HOME DEPOT INC COM	620	9/28/2012	37,873
HONEYWELL INTL INC COM STK	100	9/28/2012	6,131
HONEYWELL INTL INC COM STK	100	9/28/2012	6,131
LENNAR CORP CL A CL A	250	9/28/2012	9,068
LENNAR CORP CL A CL A	80	9/28/2012	2,902
MARATHON PETE CORP COM	225	9/28/2012	12,353
MARATHON PETE CORP COM	215	9/28/2012	11,804
MARATHON PETE CORP COM	135	9/28/2012	7,412
MERCK & CO INC NEW COM	669	9/28/2012	30,482
MERCK & CO INC NEW COM	346	9/28/2012	15,751
MERCK & CO INC NEW COM	58	9/28/2012	2,628
MERCK & CO INC NEW COM	58	9/28/2012	2,628
MOODYS CORP COM	320	9/28/2012	14,294
ORACLE CORP COM	300	9/28/2012	9,563
PALL CORP COM	70	9/28/2012	4,505
PHILLIPS 66 COM	420	9/28/2012	19,196
PHILLIPS 66 COM	215	9/28/2012	9,827
PNC FINANCIAL SERVICES GROUP COM STK	620	9/28/2012	39,985
PPG IND INC COM	50	9/28/2012	5,776
PROCTER & GAMBLE COM NPV	94	9/28/2012	6,499
PULTE GROUP INC	900	9/28/2012	14,508
SALESFORCE COM INC COM STK	220	9/28/2012	34,247
SMUCKER J M CO COM NEW COM NEW	50	9/28/2012	4,359
SPRINT NEXTEL CORP	2,580	9/28/2012	12,977
TARGET CORP COM STK	100	9/28/2012	6,324
TARGET CORP COM STK	100	9/28/2012	6,324
TESORO CORP	290	9/28/2012	12,326
US BANCORP	1,140	9/28/2012	39,045
VERISIGN INC COM	230	9/28/2012	11,275
WALT DISNEY CO	1,240	9/28/2012	64,722
SANOFI	832	12/19/2012	39,104
VISA	196	12/19/2012	29,399
VODAPHONE	1,071	12/19/2012	27,219

**Part I, Line
Contributions**

Security Gifted	Shares	Date of Gift	FMV
AFLAC INC COM	100	12/21/2012	5,382
AGILENT TECHNOLOGIES INC COM	170	12/21/2012	6,966
AIR PROD & CHEM INC COM	100	12/21/2012	8,467
ALLSTATE CORP COM	1,280	12/21/2012	51,514
AMAZON COM INC COM	150	12/21/2012	38,735
AMAZON COM INC COM	90	12/21/2012	23,241
AMAZON COM INC COM	150	12/21/2012	38,735
AMERICAN TOWER CORP	260	12/21/2012	19,988
AMERICAN TOWER CORP	170	12/21/2012	13,069
AMERIPRISE FINL INC COM	20	12/21/2012	1,254
AMERISOURCEBERGEN CORP COM	260	12/21/2012	11,296
AMPHENOL CORP NEW CL A	410	12/21/2012	26,513
ANADARKO PETRO CORP COM	150	12/21/2012	11,252
ANADARKO PETRO CORP COM	470	12/21/2012	35,255
ANALOG DEVICES INC COM	200	12/21/2012	8,398
ANALOG DEVICES INC COM	440	12/21/2012	18,476
APARTMENT INVT & MGMT CO CL A	280	12/21/2012	7,494
AT&T INC COM	33	12/21/2012	1,097
AT&T INC COM	99	12/21/2012	3,354
BALL CORP COM	240	12/21/2012	10,787
BANK OF AMERICA CORP	9,130	12/21/2012	102,713
BAXTER INTL INC COM	100	12/21/2012	6,691
BOEING CO COM	100	12/21/2012	7,604
BOEING CO COM	100	12/21/2012	7,604
BOEING CO COM	670	12/21/2012	50,950
BROWN-FORMAN INC CL B NON-VTG COM	330	12/21/2012	20,849
CBS CORP NEW CL B	990	12/21/2012	37,085
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	7	12/21/2012	269
CENTURYLINK INC COM	13	12/21/2012	528
CMS ENERGY CORP COM	560	12/21/2012	13,672
COCA-COLA ENTERPRISES INC NEW COM	300	12/21/2012	9,503
COLGATE-PALMOLIVE CO COM	50	12/21/2012	5,249
COMCAST CORP NEW-CL A	3	12/21/2012	112
COMCAST CORP NEW-CL A	970	12/21/2012	36,162
COMCAST CORP NEW-CL A	460	12/21/2012	17,149
COSTCO WHOLESALE CORP NEW COM	350	12/21/2012	34,776
DANAHER CORP COM	600	12/21/2012	33,576
DAVITA HEALTHCARE PARTNERS INC COM	240	12/21/2012	26,676
DEERE & CO COM	160	12/21/2012	13,762
DEERE & CO COM	110	12/21/2012	9,462
DIRECTV COM COM	1,030	12/21/2012	51,747
DISCOVER FINL SVCS COM STK	5	12/21/2012	194
DOMINION RES INC VA NEW COM	200	12/21/2012	10,353
DOVER CORP COM	250	12/21/2012	16,170
DR PEPPER SNAPPLE GROUP INC COM STK	100	12/21/2012	4,462

Part I, Line 1
Contributions

Security Gifted	Shares	Date of Gift	FMV
DTE ENERGY CO COM	410	12/21/2012	24,947
DUKE ENERGY CORP NEW COM NEW COM N	1	12/21/2012	42
DUKE ENERGY CORP NEW COM NEW COM N	33	12/21/2012	2,146
EMC CORP COM	890	12/21/2012	22,717
EMERSON ELECTRIC CO COM	200	12/21/2012	10,556
EOG RESOURCES INC COM	50	12/21/2012	6,172
EOG RESOURCES INC COM	200	12/21/2012	24,688
EOG RESOURCES INC COM	210	12/21/2012	25,922
EXXON MOBIL CORP COM	200	12/21/2012	17,412
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EXXON MOBIL CORP COM	170	12/21/2012	14,831
EXXON MOBIL CORP COM	100	12/21/2012	8,706
EXXON MOBIL CORP COM	300	12/21/2012	26,088
FEDEX CORP COM	100	12/21/2012	9,237
FLOWSERVE CORP COM	20	12/21/2012	2,889
FORD MTR CO DEL COM PAR \$0.01 COM PAR	2	12/21/2012	24
GENERAL DYNAMICS CORP COM	200	12/21/2012	13,953
GENERAL MILLS INC COM	200	12/21/2012	8,202
GENUINE PARTS CO COM	380	12/21/2012	24,130
GILEAD SCIENCES INC	440	12/21/2012	31,992
GILEAD SCIENCES INC	560	12/21/2012	40,718
GOOGLE INC CL A CL A	20	12/21/2012	14,227
H J HEINZ	100	12/21/2012	5,844
HCP INC COM REIT	450	12/21/2012	20,221
HEALTH CARE REIT INC COM	300	12/21/2012	18,128
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HOME DEPOT INC COM	140	12/21/2012	8,608
HOME DEPOT INC COM	470	12/21/2012	28,898
HONEYWELL INTL INC COM STK	550	12/21/2012	35,170
HONEYWELL INTL INC COM STK	610	12/21/2012	39,006
ILL TOOL WKS INC COM	200	12/21/2012	12,214
INTERNATIONAL BUSINESS MACHS CORP CC	250	12/21/2012	48,231
INTERNATIONAL BUSINESS MACHS CORP CC	540	12/21/2012	104,180
INTERPUBLIC GROUP COMPANIES INC COM	7	12/21/2012	77
INTL FLAVORS & FRAGRANCES INC COM	180	12/21/2012	12,018
INTUIT COM	570	12/21/2012	34,793
INVESCO LTD COM STK USD0 10	330	12/21/2012	8,657
JPMORGAN CHASE & CO COM	930	12/21/2012	40,794
KELLOGG CO COM USD0.25	100	12/21/2012	5,607
KELLOGG CO COM USD0.25	100	12/21/2012	5,607
KRAFT FOODS GROUP INC COM	23	12/21/2012	1,049
KROGER CO COM	100	12/21/2012	2,637
LIFE TECHNOLOGIES CORP COM STK	270	12/21/2012	13,567
LIFE TECHNOLOGIES CORP COM STK	128	12/21/2012	6,460
LOWES COS INC COM	600	12/21/2012	21,078
LOWES COS INC COM	770	12/21/2012	27,050

**Part I, Line
Contributions**

Security Gifted	Shares	Date of Gift	FMV
MACYS INC COM STK	4	12/21/2012	150
MARATHON OIL CORP COM	450	12/21/2012	13,853
MARATHON PETE CORP COM	30	12/21/2012	1,871
MARATHON PETE CORP COM	55	12/21/2012	3,431
MC DONALDS CORP COM	460	12/21/2012	41,122
MC DONALDS CORP COM	120	12/21/2012	10,727
MCGRAW-HILL COS COM USD1	640	12/21/2012	34,624
MCKESSON CORP	100	12/21/2012	9,766
MCKESSON CORP	90	12/21/2012	8,790
MEADWESTVACO CORP COM	200	12/21/2012	6,283
MERCK & CO INC NEW COM	1	12/21/2012	37
MERCK & CO INC NEW COM	0	12/21/2012	14
MERCK & CO INC NEW COM	207	12/21/2012	8,588
MICROCHIP TECHNOLOGY INC COM	440	12/21/2012	14,231
MONSANTO CO NEW COM	100	12/21/2012	9,202
MOTOROLA SOLUTIONS INC	9	12/21/2012	490
MYLAN INC	720	12/21/2012	20,048
NEWELL RUBBERMAID INC COM	740	12/21/2012	16,191
NOBLE ENERGY INC COM	190	12/21/2012	19,390
ORACLE CORP COM	1,370	12/21/2012	45,936
ORACLE CORP COM	1,280	12/21/2012	42,918
ORACLE CORP COM	980	12/21/2012	32,859
PHILIP MORRIS INTL COM STK NPV	100	12/21/2012	8,393
PHILIP MORRIS INTL COM STK NPV	320	12/21/2012	26,858
PHILIP MORRIS INTL COM STK NPV	430	12/21/2012	36,090
PHILIP MORRIS INTL COM STK NPV	119	12/21/2012	9,988
PHILLIPS 66 COM	610	12/21/2012	31,812
PHILLIPS 66 COM	220	12/21/2012	11,473
PHILLIPS 66 COM	36	12/21/2012	1,877
PHILLIPS 66 COM	215	12/21/2012	11,212
PHILLIPS 66 COM	50	12/21/2012	2,608
PROCTER & GAMBLE COM NPV	1	12/21/2012	47
PROCTER & GAMBLE COM NPV	95	12/21/2012	6,295
PROCTER & GAMBLE COM NPV	95	12/21/2012	6,286
PUB STORAGE COM	270	12/21/2012	39,320
RAYTHEON CO USD0 01	200	12/21/2012	11,748
REGIONS FINL CORP NEW COM	1,930	12/21/2012	13,539
REYNOLDS AMERICAN INC COM	440	12/21/2012	18,333
SCHLUMBERGER LTD COM COM	77	12/21/2012	5,320
SCHLUMBERGER LTD COM COM	180	12/21/2012	12,521
SIGMA-ALDRICH CORP COM	140	12/21/2012	10,275
SMUCKER J M CO COM NEW COM NEW	8	12/21/2012	666
SMUCKER J M CO COM NEW COM NEW	1	12/21/2012	81
SMUCKER J M CO COM NEW COM NEW	100	12/21/2012	8,675
SMUCKER J M CO COM NEW COM NEW	10	12/21/2012	900
SMUCKER J M CO COM NEW COM NEW	8	12/21/2012	732
SMUCKER J M CO COM NEW COM NEW	12	12/21/2012	1,033

Part I, Line 1
Contributions

Security Gifted	Shares	Date of Gift	FMV
STATE STR CORP COM	960	12/21/2012	44,587
TENET HEALTHCARE CORP COM NEW .	157	12/21/2012	5,070
TERADATA CORP DEL COM STK	10	12/21/2012	620
TEXAS INSTRUMENTS INC COM	850	12/21/2012	26,184
TEXAS INSTRUMENTS INC COM	1,560	12/21/2012	48,056
THERMO FISHER CORP	200	12/21/2012	12,788
TIME WARNER INC USD0 01	390	12/21/2012	18,545
TIME WARNER INC USD0 01	533	12/21/2012	25,360
TIME WARNER INC USD0.01	510	12/21/2012	24,251
TIME WARNER INC USD0 01	67	12/21/2012	3,170
TRAVELERS COS INC COM STK	200	12/21/2012	14,507
TRAVELERS COS INC COM STK	190	12/21/2012	13,782
UNITED TECHNOLOGIES CORP COM	400	12/21/2012	32,986
UNITEDHEALTH GROUP INC COM	1,280	12/21/2012	70,131
US BANCORP	740	12/21/2012	23,998
V F CORP COM	50	12/21/2012	7,477
VALERO ENERGY CORP COM STK NEW	140	12/21/2012	4,732
VISA INC COM CL A STK	60	12/21/2012	9,056
VISA INC COM CL A STK	80	12/21/2012	12,074
VISA INC COM CL A STK	40	12/21/2012	6,037
WALT DISNEY CO	1,450	12/21/2012	72,529
WATERS CORP COM	20	12/21/2012	1,769
WELLS FARGO & CO NEW COM STK	2,690	12/21/2012	93,235
WHIRLPOOL CORP COM	100	12/21/2012	10,125
XILINX INC COM	100	12/21/2012	3,594
YUM BRANDS INC COM	400	12/21/2012	25,930
ZIMMER HLDGS INC COM	100	12/21/2012	6,744

Total Contributions to Foundations

\$ 6,354,065

	(a) Revenue and Expense per <u>Books</u>	(b) Net Investment <u>Income</u>	(d) Disbursements for charitable <u>Purposes</u>
<u>Part I, Line 18 Taxes</u>			
Federal Tax	\$ 91,294		
Total Tax	<u>\$ 91,294</u>		

<u>Part 1, Line 19 Depreciation</u>	
<u>Asset</u>	
Office Furniture	\$ 21
Computers	\$ 178
Office Equipment	\$ 47
Total Depreciation	<u>\$ 246</u>

<u>Part 1, Line 23 Other Expenses</u>			
Charitable Investigation	\$ 5,009		\$ 5,009
Foreign Taxes	\$ 1,103		\$ 1,103
Licenses/Filing Fees	\$ 30		\$ 30
Office Supplies	\$ 561		\$ 561
Miscellaneous	\$ 88,939	\$ 89,355	\$ (416)
Total Other Expenses	<u>\$ 95,642</u>	<u>\$ 89,355</u>	<u>\$ 6,288</u>

Part II, Line 10b

Investments - Corporate Stock

	Beginning of Year		End of Year	
	<u>Book Value</u>		<u>Book Value</u>	<u>Fair Market Value</u>
NT S&P 500 ACCOUNT	\$ 10,338,797	\$	9,018,013	\$ 14,519,470
T. ROWE PRICE JAPAN FUND	\$ 101,746	\$	102,973	\$ 110,240
VAN KEMPEN EMERGING MARKET FUND	\$ 570,392	\$	574,329	\$ 554,397
VANGUARD ENERGY	\$ 527,484	\$	549,304	\$ 551,150
WELLS FARGO ACCOUNT	\$ 4,494,129	\$	103,124	\$ 1,426,018
SEGALL BRYANT	\$ -	\$	7,291,223	\$ 8,013,598
	<u>\$ 16,032,548</u>	<u>\$</u>	<u>17,638,966</u>	<u>\$ 25,174,873</u>

Other Assets

Dividend in Transit	\$ 5	\$	11	\$ 11
Prudential Capital Partners IV	\$ -	\$	33,259	\$ 29,038
	<u>\$ 5</u>	<u>\$</u>	<u>33,270</u>	<u>\$ 29,049</u>

<u>Organization</u>	<u>City, State</u>	<u>Amount</u>
Academy for Urban School Leadership	Chicago, IL	25,000
Alexian Brothers Bonaventure House	Chicago, IL	5,000
Allendale Shelter Association	Lake Villa, IL	1,500
Alzheimer's Association	Chicago, IL	25,000
Amate House	Chicago, IL	1,000
American Cancer Society (Corpus Christi Branch)	Corpus Christi, TX	300
American Cancer Society (Illinois Division)	Chicago, IL	2,000
American Jewish Committee (NY Region)	New York, NY	1,000
American RSD Hope	Harrison, ME	500
Angels' Place	Pittsburgh, PA	750
Arden Shore Child & Family Services	Waukegan, IL	4,000
Big Shoulders Fund	Chicago, IL	183,450
Boys & Girls Club of Lake County	Waukegan, IL	5,000
Boys Hope Girls Hope of Illinois	Wilmette, IL	2,000
Brain Trauma Foundation	New York, NY	300
Camp Blue Sky Foundation	Charlotte, NC	8,000
Camp Hope	Lake Forest, IL	500
The Carter Center	Atlanta, GA	5,000
Catholic Charities of Lake County	Waukegan, IL	75,100
Catholic Relief Services	Baltimore, MD	7,000
Chicago Cares	Chicago, IL	2,000
Chicago Children's Advocacy Center	Chicago, IL	5,000
Church of St. Mary	Lake Forest, IL	61,370
City of Hope	Chicago, IL	2,500
Common Hope	St. Paul, MN	2,000
Conway Farms Golf Club Foundation	Lake Forest, IL	400
Cornell University	Ithaca, NY	16,667
CROYA Foundation	Lake Forest, IL	500
Daniel Murphy Scholarship Foundation	Chicago, IL	3,500
Deborah's Place	Chicago, IL	20,000
De Paul University	Chicago, IL	25,000
Dream Associates/I Have a Dream Foundation	North Chicago, IL	500
Eastside College Prep	East Palo Alto, CA	250
Ellie Burns Foundation	Lake Forest, IL	5,000
Els for Autism	Jupiter, FL	250
Equestrian Connection	Lake Forest, IL	1,000
Erasing the Distance	Chicago, IL	1,500

Evanston Community Foundation	Evanston, IL	500
Family Focus	Chicago, IL	1,000
Foundation Fighting Blindness	Libertyville, IL	1,000
Foundation for Tomorrow	Charlotte, NC	300
Fr. Gary Graf Center	Waukegan, IL	5,000
Friends of Lake Forest Library	Lake Forest, IL	300
Friends of Lake Forest Parks & Recreation	Lake Forest, IL	300
Gorton Community Center	Lake Forest, IL	350
Great Lakes Adaptive Sports Association	Lake Forest, IL	2,500
Greater Chicago Food Depository	Chicago, IL	1,000
Habitat for Humanity of Lake County	Waukegan, IL	1,500
Harold Eisenberg Foundation	Highland Park, IL	250
Harvard Business School	Boston, MA	5,000
HealthReach Incorporated	Waukegan, IL	11,000
Holy Family Food Pantry	Waukegan, IL	5,000
Horizons School	Birmingham, AL	250
ICSC Foundation	New York, NY	250
Illinois Holocaust Museum & Education Center	Skokie, IL	1,000
I-Plus	North Chicago, IL	500
Jeremy Bloom's Wish of a Lifetime	Denver, CO	300
Jewish Council for Youth Services	Chicago, IL	250
JDRF (Illinois Chapter)	Chicago, IL	1,000
Lake County Community Foundation	Waukegan, IL	4,000
Lake Forest College	Lake Forest, IL	2,500
LF LB Senior Citizens Foundation	Lake Forest, IL	300
Lake Forest Open Lands & Center for Conservation Leadership	Lake Forest, IL	3,500
Lake Forest Preservation Foundation	Lake Forest, IL	300
Lambs Farm	Libertyville, IL	5,000
Lewa Wildlife Conservancy	Mill Valley, CA	250
Link Unlimited	Chicago, IL	1,000
Little Brothers - Friends of the Elderly	Chicago, IL	500
Loyola Academy	Wilmette, IL	50,000
Loyola University	Chicago, IL	100,000
Lurie Children's Hospital of Chicago	Chicago, IL	400,000
March to the Top of Africa	Malibu, CA	1,000
Marine Corps Scholarship Foundation	Alexandria, VA	3,000
Mayo Clinic Foundation	Rochester, MN	6,000
Melanoma Research Foundation	Washington, DC	1,000
Mercy Housing Lakefront	Chicago, IL	25,000
Merit School of Music	Chicago, IL	5,000
Midtown Educational Foundation	Chicago, IL	1,000

Mikey Czech Foundation	New Canaan, CT	1,500
Misericordia	Chicago, IL	3,200
Mothers Trust Foundation	Lake Forest, IL	2,500
National Immigrant Justice Center	Chicago, IL	75,000
National Multiple Sclerosis Society (CO/WY Chapter)	Denver, CO	500
The Nature Conservancy	Arlington, VA	3,500
North Chicago Community Partners	Lake Bluff, IL	25,000
North Shore United Way	Chicago, IL	2,000
Northwestern Lake Forest Hospital Foundation	Lake Forest, IL	5,000
Northwestern Memorial Foundation	Chicago, IL	100,000
Orphans of the Storm	Deerfield, IL	500
PADS of Lake County	North Chicago, IL	7,500
Partnership to Educate and Advance Kids	Chicago, IL	7,250
Perspectives Charter School	Chicago, IL	1,000
Ravinia Festival	Highland Park, IL	500
Rev. Robert McLaughlin Faith Foundation	Park Ridge, IL	500
The Ridges Sanctuary	Baileys Harbor, WI	300
Salute, Inc.	Palatine, IL	500
Salvation Army (Metropolitan Division)	Chicago, IL	500
San Miguel Schools	Chicago, IL	20,000
School of St. Mary	Lake Forest, IL	2,500
Skin of Steel/National Melanoma Tissue Repository	Glenview, IL	1,000
Society of the Sacred Heart	St. Louis, MO	250
St. John Berchmans	Chicago, IL	41,500
St. Jude Children's Research Hospital	Memphis, TN	750
St. Martin de Porres High School	Waukegan, IL	20,000
TBDA (Tick-Borne Disease Alliance)	New York, NY	5,000
TPAN (Test Positive Aware Network)	Chicago, IL	1,000
Trust for the National Mall	Washington, DC	750
The Trust for Public Land	San Francisco, CA	2,000
UJA Federation of New York	New York, NY	25,000
Desert Community Foundation	Palm Desert, CA	500
Waukegan Public Library	Waukegan, IL	2,000
WTTW	Chicago, IL	300
YMCA of Metropolitan Chicago	Chicago, IL	5,000
TOTAL		1,512,037

<u>Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Cost Basis</u>	<u>Gain (Loss)</u>
Segall Bryant	P	VAR	VAR	1,536,633	1,525,663	- 10,970
Segall Bryant	P	VAR	VAR	602,727	601,057	1,670
Segall Bryant	P	VAR	VAR	5,491,471	1,809,192	3,682,280
Delta Air Lines 4.95% 5.23.19	P	VAR	VAR	469	507	(38)
Segall Bryant WHMT	P	VAR	VAR	79,067	85,132	(6,064)
LT Capital Gain Distributions	P	VAR	VAR	10,870		10,870
				7,721,238	4,021,550	3,699,688