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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 <b>OSA FOUNDATION</b>		A Employer identification number <b>72-1589724</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(312) 920-9490</b>
<b>351 W. HUBBARD STREET</b>	<b>600</b>	
City or town, state, and ZIP code <b>CHICAGO, IL 60054</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 7,120,700.</b>		

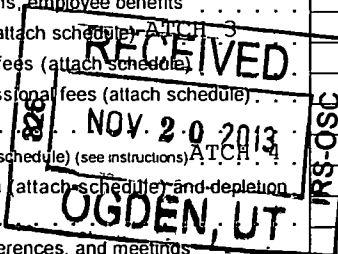
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		1,026,008.			
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		175,506.	175,506.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		626,319.			
b Gross sales price for all assets on line 6a <b>2,359,027.</b>					
7 Capital gain net income (from Part IV, line 2)			626,319.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2		666.			
12 Total Add lines 1 through 11		1,828,499.	801,825.		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		81.			
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		2,833.	33.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		51,609.	48,547.		3,050.
24 Total operating and administrative expenses. Add lines 13 through 23		54,523.	48,580.		3,050.
25 Contributions, gifts, grants paid		334,900.			334,900.
26 Total expenses and disbursements. Add lines 24 and 25		389,423.	48,580.	0	337,950.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,439,076.			
b Net investment income (if negative, enter -0-)			753,245.		
c Adjusted net income (if negative, enter -0-)					

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Revenue

Operating and Administrative Expenses



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 . . . . .	623,944.	1,082,826.	1,082,826.
	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 6	3,516,424.	3,680,407.	4,438,370.
	c	Investments - corporate bonds (attach schedule) ATCH 7	1,149,432.	1,117,833.	1,146,299.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 8	250,000.	389,377.	440,343.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 9)	12,214.	12,862.	12,862.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,552,014.	6,283,305.	7,120,700.	
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 ▶)			
23	Total liabilities (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here 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 . .	5,552,014.	6,283,305.	
	30	Total net assets or fund balances (see instructions) . . . . .	5,552,014.	6,283,305.	
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	5,552,014.	6,283,305.		

## 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	5,552,014.
2	Enter amount from Part I, line 27a . . . . .	2	1,439,076.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	6,991,090.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	707,785.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,283,305.

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	626,319.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			<b>3</b>	0	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

**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	313,547.	6,215,286.	0.050448
2010	280,222.	6,006,917.	0.046650
2009	276,254.	5,166,759.	0.053468
2008	265,051.	5,395,498.	0.049124
2007	150,000.	5,368,061.	0.027943
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.227633
<b>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</b>			<b>3</b> 0.045527
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 6,071,726.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 276,427.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 7,532.
<b>7 Add lines 5 and 6</b>			<b>7</b> 283,959.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 337,950.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,532.
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	7,532.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,532.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,022.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,150.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,172.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	114.
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	1,526.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,526. Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>WWW.THEOSAFFOUNDATION.ORG</b>				
14	The books are in care of <b>JACK AND ROBIN LAVIN</b> Telephone no <b>312-920-9490</b>			
Located at <b>351 W. HUBBARD STREET CHICAGO, IL</b> ZIP+4 <b>60054</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	
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	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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☒ Nob 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 ☒ No N/AOrganizations 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 ☒ Nob 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 ☒ Nob 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
ATCH 11		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 ☐

**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.	Expenses
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	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,473,881.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	690,308.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,164,189.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,164,189.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	92,463.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,071,726.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	303,586.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	303,586.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	7,532.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,532.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	296,054.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	296,054.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	296,054.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	337,950.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	337,950.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	7,532.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	330,418.

**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.

Form 990-PF (2012)

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				296,054.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			258,476.	-
b Total for prior years 20 10 20 09 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .				
b From 2008 . . . . .				
c From 2009 . . . . .				
d From 2010 . . . . .				
e From 2011 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 337,950.				
a Applied to 2011, but not more than line 2a . . . . .			258,476.	
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 . . . . .				79,474.
e Remaining amount distributed out of corpus . . . . .				
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 . . . . .				
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 . . . . .				216,580.
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) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .		0		
10 Analysis of line 9				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . .				
c Excess from 2010 . . . . .				
d Excess from 2011 . . . . .				
e Excess from 2012 . . . . .				

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

	Tax year				(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) )

ATTACHMENT 12

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year  ATCH 13				
<b>Total</b> .....			<b>3a</b>	334,900.
<b>b</b> Approved for future payment  NONE				
<b>Total</b> .....			<b>3b</b>	0

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	175,506.		
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 . . . . .	900099	666.				
8 Gain or (loss) from sales of assets other than inventory			18	626,319.		
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) . . . . .		666.		801,825.		
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					13	802,491.

(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) | 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 |       |    |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

11/11/13  
Date

► President  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
GREGG WIRTSCHORECK

Preparer's signature

Date 07 2013

Check <input type="checkbox"/> if self-employed
---

PTIN	P00979335
------	-----------

Firm's name **SHEPARD SCHWARTZ & HARRIS LLP**

Firm's address ► 123 N. WACKER DRIVE - 14TH FLOOR  
CHICAGO, IL

Firm's EIN ► 36-1220454

Phone no 312-726-8353

Form 990-PF (2012)

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization  
OSA FOUNDATION

Employer identification number

72-1589724

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 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 OSA FOUNDATION

Employer identification number  
72-1589724**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	JACK & ROBIN LAVIN  CHICAGO, IL 60054	\$ 1,025,586.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

72-1589724

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MARKETABLE SECURITIES ----- ----- -----	\$ 1,025,586.	12/21/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----

Name of organization OSA FOUNDATION

Employer identification number

72-1589724

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ARTHUR STREET K-1 DIVIDENDS & INTEREST	8,012.	8,012.
MORGAN STANLEY DIVIDENDS & INTEREST	171,879.	171,879.
URBAN PARTNERSHIP BANK CD INTEREST	4,827.	4,827.
MORGAN STANLEY - PURCHASED INTEREST	-6,995.	-6,995.
MORGAN STANLEY - FOREIGN TAXES	-2,217.	-2,217.
TOTAL	<u>175,506.</u>	<u>175,506.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
UNRELATED BUSINESS TAXABLE INCOME FROM ARTHUR STREET FUND IV, LP	666.
TOTALS	<u>666.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL 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>
LEGAL FILING FEES	81.			
TOTALS	<u>81.</u>			

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
2011 TAX DUE	2,000.	
2012 EST. TAX	800.	
FOREIGN TAXES	33.	33.
TOTALS	<u>2,833.</u>	<u>33.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	31,480.	31,480.	
DUES	1,965.		1,965.
CONFERENCE EXPENSE	825.		825.
WEB EXPENSES	260.		260.
FILING FEES	10.		
MISCELLANEOUS	2.		
OTHER K-1 DEDUCTIONS-ARTHUR ST	17,067.	17,067.	
TOTALS	51,609.	48,547.	3,050.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 5A	3,680,407.	4,438,370.
TOTALS	<u>3,680,407.</u>	<u>4,438,370.</u>

<b>OSA FOUNDATION</b>			
<b>EIN: 72-1589724</b>			
<b>990 PF; Part II; Line 10b and 10c</b>			
<b>2012</b>			
	<b>Ending Balance 12/31/12</b>		
<b>Description</b>	<b># Shares</b>	<b>Cost</b>	<b>FMV</b>
<b>Corporate Stock</b>			
Merrill Lynch Arthur Street Fund	385.000	403,470	400,785
Calvert Equity C	9,742.458	178,993	291,981
Blackrock FX Inc Val Opport	150.000	152,671	154,861
Akamai Technologies	441.000	6,284	18,041
BASF SE SP ADR	450.000	16,514	42,750
Canadian Natl Railway Co	640.000	25,481	58,246
CDN Pacific RY LTD New	580.000	21,382	58,940
DR Horton Inc	806.000	5,940	15,943
Ingersoll-Rand PLC SHS	1,280.000	-	61,389
Intercontinental Exchange Inc	189.000	10,116	23,400
Intuit Inc	572.000	13,733	34,020
Raymond James Fincl	500.000	8,480	19,265
Sally Beauty Hldgs Inc	40.000	354	943
Wabtec	70.000	2,369	6,128
Franklin Fltg RT DLY Accss Adv	27,636.868	250,000	252,325
Goldman Sachs High Yld Instl	18,388.896	109,279	134,423
Lord Abbett Sht Duration Inc	37,972.777	175,213	176,194
Templeton Global BD FD ADV	9,365.912	106,137	124,941
FPA Crescent FD Instl	9,176.234	244,070	268,772
IVA Worldwide I	16,308.340	253,118	259,303
Oppenheimer Developing Mkts	2,989.120	102,663	104,260
ACE LTD	55.000	3,920	4,389
AFLAC Incorporated	60.000	3,165	3,187
American Electric Power Co	111.000	3,958	4,737
American Express Co.	75.000	3,562	4,311
Ameriprise Fincl Inc	48.000	2,712	3,006
Anadarko Pete	42.000	3,217	3,121
Apple Inc	17.000	5,458	9,047
AT&T	90.000	2,709	3,034
Avalonbay Comm Inc	30.000	2,762	4,068
Boeing Co	48.000	3,086	3,617
Boston Properties Inc	35.000	2,783	3,703
Capital Once Financial Corp	74.000	4,421	4,287
Celgene Corp	36.000	2,262	2,825
Centurylink Inc	70.000	2,664	2,738
Chevron Corp	94.000	9,737	10,165
Citigroup Inc New	217.000	7,308	8,585
Comcast Corp (New) Class A	137.000	3,737	5,118
Conocophillips	145.000	7,279	8,409
Covidien PLC New	61.000	2,533	3,522
CVS Caremark Corp	167.000	5,885	8,074

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Deere & Co	31.000	2,496	2,679
Deutsche Telekom AG	160.000	1,790	1,818
Eaton Corp PLC SHS	38.000	1,963	2,059
Edison International	38.000	1,771	1,717
EMC Corp	85.000	2,106	2,150
EOG Resources	35.000	3,857	4,228
Exxon Mobil Corp	116.000	8,750	10,040
Fifth Third Bancorp Ohio	158.000	1,620	2,402
Freeport McMoran CP	118.000	4,067	4,036
General Electric Co	422.000	6,996	8,858
Gilead Science	57.000	2,733	4,187
Goldman Sachs Group Inc	33.000	4,579	4,209
Google Inc	8.000	4,859	5,659
Honeywell International Inc	57.000	3,303	3,618
Intl Business Machines Corp	29.000	3,436	5,555
Johnson & Johnson	98.000	5,813	6,870
JP Morgan Chase & Co	241.000	6,346	10,597
Keycorp New	291.000	2,181	2,450
Kraft Foods Group Inc	43.000	1,481	1,955
Lowes Companies Inc	67.000	1,896	2,380
Lyondellbasell NV CL-A	83.000	3,543	4,738
Macy's Inc	102.000	3,622	3,980
Merck & Co Inc New Com	226.000	8,250	9,252
Microsoft Corp	185.000	4,261	4,941
Mondelez Intl Inc Com	130.000	2,758	3,309
National Oilwell Varco Inc.	73.000	5,084	4,990
Natl Grid Transco PLC ADS	81.000	3,733	4,653
Nestle Spon ADR REP REG SHR	41.000	1,279	2,672
Nextera Energy Inc Com	71.000	4,556	4,912
Occidental Petroleum Corp De	109.000	7,772	8,350
Oracle Corp	135.000	4,132	4,498
PACCAR Inc	42.000	1,879	1,899
Pfizer Inc	410.000	5,828	10,283
Philip Morris Intl Inc	51.000	4,406	4,266
Phillips 66 Com	103.000	3,776	5,469
PNC Finl Svcs GP	72.000	3,399	4,198
Public Storage	23.000	3,327	3,334
Regions Financial Corp New	654.000	4,062	4,663
Rogers Comm Inc CL B	86.000	3,644	3,915
Schlumberger LTD	40.000	2,756	2,772
Sempra Energy	67.000	3,351	4,753
State Street Corp	62.000	2,647	2,915
Target Corporation	63.000	3,467	3,728
Thermo Fisher Scientific Inc	38.000	1,284	2,424
Time Warner Inc New	41.000	1,498	1,961
Travelers Companies	91.000	4,706	6,536
US Bancorp Com Neq	96.000	2,138	3,066
Unilever NV NY SH New	84.000	2,788	3,217

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Union Pacific Corp	48.000	2,978	6,035
United Technologies Corp	43.000	2,840	3,526
United Health GP Inc	119.000	4,722	6,455
Walt Disney Co Hldg Co	157.000	5,679	7,817
Wells Fargo & Co New	307.000	6,756	10,493
Agilent Technologies	153.000	3,082	6,264
Air Prod & Chem Inc.	52.000	4,541	4,369
Alleghany CP Delaware	15.000	5,456	5,031
American Express Co.	327.000	17,779	18,796
Ameriprise Fincl Inc	76.000	4,434	4,760
Bank of New York Mellon Corp	777.000	19,011	19,969
Bed Bath & Beyond Inc	169.000	6,230	9,449
Berkshire Hathaway CL-B New	172.000	12,240	15,428
Canadian Natural Resources LTD	302.000	10,199	8,719
Coca Cola Co	162.000	4,287	5,872
Costco Wholesale Corp New	204.000	12,899	20,141
CVS Caremark Corp	407.000	12,598	19,678
Devon Energy Corp New	167.000	14,443	8,691
Diageo PLC Spon ADR New	102.000	8,463	11,891
EOG Resources	160.000	13,134	19,326
Express Scripts Hldg Co Com	144.000	6,040	7,776
Google Inc	18.000	8,007	12,733
Harley Davidson Inc.	203.000	10,762	9,912
Hewlett Packard	116.000	3,743	1,653
Iron Mountain Inc	163.000	4,207	5,061
Loews Corp	343.000	15,746	13,977
Microsoft Corp	117.000	3,114	3,125
Monsanto Co New	72.000	5,336	6,815
Occidental Petroleum Corp De	183.000	11,138	14,020
Oracle Corp	87.000	2,434	2,899
Pfizer Inc	184.000	3,263	4,615
Philip Morris Intl Inc	73.000	3,476	6,106
Potash CP OF Saskatchewan Inc.	85.000	3,831	3,459
Progressive Corp Ohio	457.000	9,498	9,643
Texas Instruments	226.000	4,322	6,981
Transocean Ltd	44.000	3,491	1,965
Walt Disney Co Hldg Co	153.000	5,573	7,618
Wells Fargo & Co New	580.000	8,305	19,824
Allergan Inc.	35.000	3,263	3,211
Amazon Com Inc	46.000	9,474	11,540
Amer Intl GP Inc	188.000	6,594	6,636
Anheuser Busch Inbev SA	73.000	6,281	6,381
Apple Inc	39.000	5,549	20,755
ASML Holdings NV NY Reg New	110.000	5,385	7,083
Biogen IDEC Inc	27.000	3,152	3,952
Boeing Co	48.000	3,337	3,617
Borg Warner Inc	41.000	2,927	2,936
Bristol Myers Squibb Co	199.000	6,606	6,485

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Cameron Intl Corp	29.000	1,609	1,637
Cerner Corp	42.000	3,081	3,255
Coca Cola Co	268.000	9,299	9,715
Crown Castle Intl	114.000	6,306	8,226
Danaher Corporation	88.000	4,743	4,919
Discovery Communications Ser A	69.000	3,719	4,380
Edward Lifesciences Corp New	34.000	3,158	3,066
EMC Corp	233.000	4,422	5,895
EOG Resources	21.000	2,453	2,537
Express Scripts Hldg Co Com	115.000	6,512	6,210
Facebook Inc CL-A	71.000	2,288	1,890
Family Dollar Stores	97.000	5,826	6,151
FedEx Corp	33.000	3,002	3,027
General Electric Co	224.000	4,803	4,702
Gilead Science	42.000	3,094	3,085
Google Inc	14.000	8,004	9,903
Illumina Inc	97.000	4,651	5,392
Intl Business Machines Corp	28.000	5,560	5,363
Johnson & Johnson	57.000	4,131	3,996
Joy Global	90.000	7,222	5,740
Kinder Morgan Incorp	132.000	4,819	4,664
Kraft Foods Group Inc	89.000	3,898	4,047
Linkedin Corp	36.000	3,788	4,134
Microsoft Corp	413.000	11,543	11,031
Mondelez Intl Inc Com	160.000	4,105	4,073
Monsanto Co New	101.000	7,576	9,560
Nextera Energy Inc Com	58.000	4,085	4,013
O'Reilly Automotive Inc New	50.000	4,713	4,471
Pfizer Inc	205.000	4,709	5,141
Philip Morris Intl Inc	46.000	3,976	3,847
Precision Castparts Corp	45.000	5,949	8,524
Procter & Gamble	99.000	6,643	6,721
Qualcomm Inc	122.000	7,434	7,547
Range Resources Corp	119.000	6,682	7,477
Sandisk Corp	64.000	3,149	2,784
Schlumberger LTD	66.000	4,945	4,574
Sherwin Williams Company Ohio	22.000	3,102	3,384
Starbucks Corp Washington	161.000	5,909	8,634
Teradata Corp	48.000	3,305	2,971
The ADT Corporation Com	72.000	3,202	3,347
Unilever NV NY SH New	88.000	3,261	3,370
Union Pacific Corp	47.000	4,670	5,909
United Health GP Inc	44.000	1,643	2,387
VF Corporation	18.000	1,457	2,717
Verizon Communications	276.000	11,552	11,943
Vertex Pharmaceuticals	139.000	7,347	5,824
Aaron's Incorporated	129.000	2,540	3,648
Acuity Brands Inc.	87.000	3,459	5,892

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Affiliated Mgrs Group Inc.	71.000	5,820	9,241
Airgas Inc	30 000	2,490	2,739
Ametek Inc. New	163 000	3,764	6,124
Ansys Inc.	87.000	4,425	5,858
Aptargroup Inc.	96.000	3,647	4,581
Bio Rad Lab A	62.000	5,047	6,513
BlackBaud Inc	194 000	2,814	4,429
Carlisle Co Inc	104.000	3,583	6,111
Carmax Inc	120.000	2,883	4,505
Church & Dwight Co Inc.	73.000	3,249	3,911
City National Corp	99.000	4,104	4,902
Clarcor Inc.	101.000	4,664	4,826
Columbia Sportswear Co.	46.000	1,838	2,455
Copart Inc.	106.000	2,097	3,127
Cullen Frost Bankers Inc.	47.000	2,201	2,551
Dentsply International Inc.	197.000	6,217	7,803
Drill-Quip Inc.	38.000	1,830	2,776
Equifax Inc	113.000	3,543	6,116
Factset Research Systems Inc	42.000	3,833	3,698
Fair Isaac & Co Inc	137.000	3,094	5,758
Flir Systems Inc	145.000	3,805	3,236
Forest CY Enterprises A	249.000	2,034	4,021
Gentex Corp	294.000	6,782	5,542
Graco Inc	73.000	2,205	3,759
HCC Insurance Hldgs Inc	232.000	6,116	8,633
Henry Schein Inc	84 000	5,318	6,755
IDEX Corporation Delaware	154.000	5,023	7,166
Jack Henry & Assoc Inc	110.000	2,613	4,319
Jacobs Engineering Group Inc	139.000	4,799	5,917
JB Hunt Trans Serv	77.000	2,880	4,598
Kirby CP	129.000	4,367	7,984
LKQ Corporation	414.000	3,654	8,735
Markel Corp Holdings Co	25.000	9,262	10,835
Mettler Toledo Intl	21.000	2,981	4,059
Morningstar Inc.	141.000	4,322	8,859
O'Reilly Automotive Inc New	63.000	4,390	5,633
Oceaneering Intl Inc	72.000	2,677	3,873
Pall Corporation	44.000	1,910	2,651
Sally Beauty Hldgs Inc	301.000	4,485	7,095
SEI Investments Co	211.000	3,325	4,925
Solera Holdings Inc.	73.000	3,532	3,903
Transdigm Group Inc.	19.000	2,126	2,591
UMPQUA Holdings Corp	270.000	3,076	3,183
Varian Medical Sys Inc.	57.000	2,975	4,004
Verisk Analytics CL A	73.000	2,501	3,721
Wex Inc.	39.000	1,579	2,939
Wiley John & Son CL A	135.000	6,029	5,256
Allianz SE ADS	262.000	2,817	3,621

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Arcelormittal NY REG	60 000	1,204	1,048
ASML Holdings NV NY Reg New	14.000	771	901
AUST NZ BK NEW ADR	88.000	1,921	2,320
AXA ADS	63 000	857	1,148
Barclays PLC ADR	177.000	2,543	3,066
BASF SE SP ADR	22.000	1,885	2,090
Bayer AG SPON ADR	22.000	1,392	2,110
BNP Paribas	99.000	2,282	2,892
British Amer TOB SPON ADR	6.000	528	608
Canon Inc ADR New	53.000	2,323	2,078
Centrica PLC Spons ADR New	63.000	1,229	1,386
China Construction Bank Corp	102.000	1,371	1,656
Cnooc LTD ADS	6.000	1,097	1,320
Credit Suisse Group	85.000	1,994	2,088
ENI SPA Amer Dep Rcpt	81.000	3,502	3,980
Ericsson LM Tel ADR	184.000	1,808	1,858
Experian GP LTD ADR	58.000	574	931
GDF Suez-Spon ADR	38.000	1,164	800
Glaxosmithkline PLC ADS	17.000	731	739
Hitachi 10 Com New ADR	38.000	2,328	2,239
Honda Motor Company LTD ADR	78.000	2,505	2,881
HSBC Holdings PLC Spon ADR New	100.000	4,065	5,307
Hutchison Whampoa ADR	107.000	1,914	2,266
ING Groep NV ADR	153.000	1,034	1,452
Interconti Hotels GP PLC New	57.000	625	1,586
Intesa Sanpaolo S P.A. ADR	68.000	641	724
Mitsubishi UFJ Fincl Grp ADS	170 000	836	921
Nippon Telegraph & Telephone ADS	59.000	1,304	1,241
Nissan Mtr Co LTD SPND ADR	72.000	1,242	1,374
Orix Corp	26.000	1,240	1,473
Pearson PLC SP ADR	67.000	1,280	1,309
Prudential PLC ADR	68.000	1,444	1,941
Repsol SA Spon ADR	49.000	1,168	1,024
Rio Tinto PLC Spon ADR	38.000	1,796	2,207
Roche Holdings ADR	32.000	1,527	1,616
Royal Dutch Shell PLC	63.000	3,751	4,344
Sanofi ADR	100.000	3,659	4,738
Sberbank Russia Sponsored ADR	82.000	951	1,030
Schneider ELEC SA Unsp ADR	137.000	1,881	2,026
Societe Generale SP ADR	105.000	800	821
Sumitomo Corp Spon ADR	108.000	1,486	1,389
Sumitomo Mitsui Finl Group Inc.	485.000	2,998	3,560
Swedbank AB Spons ADR	41.000	605	812
Teva Pharmaceuticals ADR	14 000	570	523
Vodafone GP PLC ADS New	156.000	3,173	3,930
Zurich Insurance Grp LTD ADR	31.000	778	831
JP Morgan Intl Value SMA Fund	3,674.849	38,868	43,216
Abbott Laboratories	133 000	7,882	8,711

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Air Prod & Chem Inc.	49.000	4,357	4,117
Altria Group Inc.	274.000	5,761	8,614
American Express Co.	80.000	4,009	4,598
Apache Corp	37.000	4,617	2,904
Apple Inc	57.000	6,971	30,334
Arcos Dorados Hldgs Inc CL-A	104.000	2,387	1,244
Automatic Data Processing Inc	78 000	3,075	4,441
Blackrock Inc.	13 000	2,094	2,687
Caterpillar Inc.	89.000	6,317	7,975
Chevron Corp	166.000	14,085	17,951
Coca Cola Co	504.000	14,906	18,270
Conocophillips	204 000	10,562	11,830
Diageo PLC Spon ADR New	38.000	4,363	4,430
Estee Lauder Co Inc CL A	127.000	2,449	7,602
Exxon Mobil Corp	315 000	26,162	27,263
Franklin Resources Inc.	35.000	3,735	4,400
Freeport McMoran CP	157.000	7,151	5,369
General Electric Co	334.000	11,466	7,011
HSBC Holdings PLC Spon ADR New	100.000	5,081	5,307
Intel Corp	342.000	6,512	7,052
Intl Business Machines Corp	69.000	9,742	13,217
Intuitive Surgical Inc	8.000	2,424	3,923
Johnson & Johnson	177.000	11,133	12,408
JPMorgan Chase & Co	235 000	8,533	10,333
Kraft Foods Group Inc	36.000	1,221	1,637
Mc Donalds Corp	145 000	8,730	12,790
Merck & Co Inc New Com	105.000	2,833	4,299
Mondelez Intl Inc Com	110.000	2,301	2,800
Nestle Spon ADR REP REG SHR	217 000	9,741	14,142
News Corp LTD CL A	199.000	3,693	5,076
Novo Nordisk A/S ADR	44 000	3,169	7,181
Occidental Petroleum Corp De	126.000	9,742	9,653
Oracle Corp	132.000	3,563	4,398
Pepsico Inc NC	125.000	8,890	8,554
Philip Morris Intl Inc	259.000	12,351	21,663
Phillips 66 Com	110.000	3,407	5,841
Praxair Inc.	60.000	4,783	6,567
Procter & Gamble	174.000	11,621	11,813
Qualcomm Inc	103.000	4,418	6,372
Rio Tinto PLC Spon ADR	95.000	6,373	5,519
Roche Holdings ADR	126.000	5,597	6,363
Royal Dutch Shell PLC	163.000	10,312	11,239
Sabmiller PLC Spons ADR	53.000	2,170	2,480
Target Corporation	170.000	8,673	10,059
Texas Instruments	204.000	5,962	6,302
Time Warner Inc New	26.000	1,678	2,527
Total S A Spon ADR	222.000	13,917	11,546
United Techonologies Corp	106.000	7,668	8,693

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Walmart Stores Inc.	121 000	6,006	8,256
Walgreen Co.	141 000	4,743	5,218
Walt Disney Co Hldg Co	134.000	4,625	6,672
Xilinx Inc	57.000	1,878	2,044
ABB LTD	81.000	1,861	1,684
ADIDAS-Salomon AG Spons ADR	55 000	1,801	2,464
Amadeus IT Hldg SA Unspn ADR	62.000	1,102	1,599
America Movil SA DE CV ADR	83.000	2,265	1,921
Avago Tech	38.000	1,264	1,203
Baidu Inc ADS	27.000	2,813	2,708
Banco Bradesco S A New	154.000	2,775	2,675
BG Group PLC	129.000	2,976	2,156
BHP Billiton LTD	24.000	2,269	1,882
Brambles LTD Unspn ADR	157.000	2,174	2,487
British Amer TOB SPON ADR	24.000	1,970	2,430
British Sky Brdcstg Grp PLC	29.000	1,281	1,461
Bunzl PLC New	25.000	1,605	2,062
Canadian Natl Railway Co	16.000	1,171	1,456
Canon Inc ADR New	13.000	609	510
CAP Gemini SA ADR	53.000	1,334	1,173
Cenovus Energy Inc Com	21.000	751	704
Centrica PLC Spons ADR New	74.000	1,627	1,628
CGI Groupe Inc CL A	52.000	1,122	1,203
Cheung Kong Holdings ADR	129.000	1,962	2,002
China Mobile LTD	21.000	1,006	1,233
Cielo SA Sponsored ADR New	36.000	712	1,039
Cnooc LTD ADS	12.000	2,560	2,640
Coca Cola Amatil LTD Spon ADR	62.000	1,377	1,741
Coca Cola Hellenic Bottling	43.000	1,170	1,014
Compass Group PLC Spon ADR New	280.000	2,489	3,354
Denso Corp LTD	64.000	1,109	1,114
Deutsche Boerse AG Unspn	183.000	1,003	1,131
Ericsson LM TEL ADR CL B New	128.000	1,618	1,293
Fanuc Corporation Unsp ADR	56.000	1,434	1,740
Fomento Economico Mexicano	13.000	854	1,309
Fresenius Medical Care AG&Co	40.000	1,290	1,372
Galaxy Entmnt Grp Ltd Spon Adr	31.000	950	1,248
Gazprom O A O Spon ADR	108.000	1,469	1,051
Grupo Televisa S.A. Global Dep	106.000	2,395	2,817
Hutchison Whampoa ADR	75.000	1,753	1,588
Imperial Tobacco GP PLC SP ADR	41.000	2,624	3,177
Industrial & Coml Bk China ADR	157.000	2,186	2,273
Julius Baer Group LTD	264.000	2,270	1,861
Keppel Corp LTD ADR Sponsored	111.000	1,778	2,027
Kingfisher PLC Spons ADR New	185.000	1,535	1,709
Komatsu LTD Spon ADR New	55.000	1,716	1,414
L Oreal Co ADR	46.000	966	1,287
Nestle Spon ADR REP REG SHR	35.000	1,897	2,281

Description	Ending Balance 12/31/12		
	# Shares	Cost	FMV
Novartis AG ADR	24 000	1,342	1,519
Novo Nordisk A/S ADR	8.000	972	1,306
Pearson PLC SP ADR	52.000	984	1,016
Potash CP OF Saskatchewan Inc.	43.000	1,775	1,750
Publicis Groupe SA ADS	140 000	1,907	2,122
Reed Elsevier PLC Spons ADR	79.000	2,799	3,321
Roche Holdings ADR	59.000	2,327	2,980
Royal Dutch Shell PLC	29.000	2,005	2,056
SAP AG	48.000	2,834	3,858
Schneider ELEC SA Unsp ADR	98.000	1,163	1,449
Shire PLC ADR	13.000	1,075	1,198
Smith & Nephew PLC ADR	29.000	1,662	1,607
Suncor Energy Inc New Com	62.000	2,198	2,045
Swedbank AB Spons ADR	99 000	1,657	1,960
Syngenta AG ADR	33.000	2,053	2,666
Taiwan Smcnctr MFG CO LTD	111.000	1,423	1,905
Teva Pharmaceuticals ADR	74.000	3,608	2,763
Toyota Motor Corp ADR New	13.000	1,165	1,212
Transcanada Corp	42.000	1,616	1,987
Unilever NV NY SH New	59.000	1,811	2,260
Volkswagen AG Spons ADR	57.000	1,939	2,656
Volvo AB ADR B	96.000	1,615	1,312
Worletparsons LTD Unspn ADR	61.000	1,912	1,484
WPP PLC ADR	31.000	2,079	2,260
<b>Total Corporate Stock</b>		<b>3,680,407</b>	<b>4,438,370</b>
<b>Corporate Bonds</b>			
50,000 Goldman Sachs Group, 5.250%, Due 4/01/13		50,018	50,584
100,000 Comcast Corp, 5.300%, Due 1/15/14		101,670	104,918
50,000 Lincoln National Corp, 4.750%, Due 2/15/14		51,100	52,099
50,000 Merrill Lynch & Co, 5.000%, Due 1/15/15		51,881	53,415
50,000 Pitney Bowes Inc, 5.000%, Due 3/15/15		52,116	52,547
100,000 Exelon Corp, 4.900%, Due 6/15/15		102,519	108,853
50,000 JP Morgan Chase & Co, 5.150%, Due 10/01/15		52,382	54,957
100,000 American Express Credit, 5.300%, Due 12/02/15		103,830	112,622
50,000 Goldman Sachs Group, 6.150%, Due 4/1/18		54,799	58,738
50,000 KLA-Tencor Corp, 6.900%, Due 5/1/18		59,996	60,062
50,000 Alcoa Inc, 6.750%, Due 7/15/18		57,506	57,121
50,000 Dow Chemical Co, 8.550%, Due 5/15/19		66,231	67,504
50,000 Dell Inc, 5.875%, Due 6/15/19		59,614	57,656
50,000 Symantec Corp, 4.200%, Due 9/15/20		52,471	52,529
50,000 Best Buy Co Inc, 5.500%, Due 3/15/21		46,500	42,375
50,000 Berkshire Hathaway Inc, 3.750%, Due 8/15/21		51,775	55,078
25,000 Hewlett-Packard Co, 4.375%, Due 9/15/21		24,785	24,783
50,000 Verizon Communications, 3.500%, Due 11/1/21		52,739	54,701
25,000 Safeway Inc, 4.750%, Due 12/1/21		25,901	25,757
<b>Total Corporate Bonds</b>		<b>1,117,833</b>	<b>1,146,299</b>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 5A	1,117,833.	1,146,299.
TOTALS	<u>1,117,833.</u>	<u>1,146,299.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY MORTGAGE INC F	389,377.	440,343.
TOTALS	<u>389,377.</u>	<u>440,343.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM MORGAN STANLEY	12,862.	12,862.
TOTALS	<u>12,862.</u>	<u>12,862.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NONDEDUCTIBLE EXPENSES	498.
UNREALIZED GAIN ON CONTRIBUTED STOCK	707,287.
TOTAL	<u>707,785.</u>

OSA FOUNDATION

72-1589724

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
ROBIN LAVIN 351 W. HUBBARD STREET 600 CHICAGO, IL 60054	PRESIDENT & SECRETARY 30.00	0 0 0
JACK LAVIN 351 W. HUBBARD STREET 600 CHICAGO, IL 60054	VICE PRESIDENT & TREASURER 1.00	0 0 0
MITCHELL KENT 351 W. HUBBARD STREET 600 CHICAGO, IL 60054	DIRECTOR .50	0 0 0
	GRAND TOTALS	0

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBIN LAVIN  
JACK LAVIN

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BREAKTHROUGH NY 55 EXCHANGE PLACE, STE 503 NEW YORK, NY 10005	NONE PUBLIC	GENERAL OPERATING	10,000
NOBLE STREET CHARTER SCHOOLS 1010 N NOBLE STREET CHICAGO, IL 60622	NONE PUBLIC	CHICAGO BULLS CAMPUS, STAFF DEVELOPMENT	25,400
NIGHT MINISTRY- TLP ED. ASSIST. SCHOLAR 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	NONE PUBLIC	OSA FOUNDATION EDUCATIONAL ASSISTANCE SCHOLARS	5,000.
ASSOCIATED COLLEGES OF ILLINOIS 70 EAST LAKE STREET, STE 1418 CHICAGO, IL 60601	NONE PUBLIC	SUMMER ACADEMY, MUCHIN CAMPUS STUDENTS	10,000
AUSL 3400 N AUSTIN AVENUE CHICAGO, IL 60634	NONE PUBLIC	GENERAL OPERATING	20,000
SPARK PROGRAM 223 W JACKSON STE 600 CHICAGO, IL 60606	NONE PUBLIC	GENERAL OPERATING-CHICAGO	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NAMASTE CHARTER SCHOOL 3737 S PAULINA CHICAGO, IL 60609	NONE	PUBLIC	GENERAL OPERATING	25,000.
CHICAGO COALITION FOR HOMELESS 1325 SOUTH WABASH, STE 205 CHICAGO, IL 60605	NONE	PUBLIC	SCHOLARSHIP AND LAPTOP PROGRAM	7,000
YEAR UP CHICAGO 223 W JACKSON, STE 400 CHICAGO, IL 60606	NONE	PUBLIC	GENERAL OPERATING	25,000
KIPP CHICAGO 135 MAIN STREET, STE 1700 SAN FRANCISCO, CA 94105	NONE	PUBLIC	INSTRUCTIONAL TECHNOLOGY	20,000
ONE GOAL 215 W SUPERIOR, STE 700 CHICAGO, IL 60654	NONE	PUBLIC	GENERAL OPERATING	25,000.
GIRLS IN THE GAME- VARSITY SQUAD 1501 W RANDOLPH ST. CHICAGO, IL 60607	NONE	PUBLIC	TEEN PROGRAMING	30,000.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POSSE CHICAGO 111 WEST JACKSON BLVD, STE 1900 CHICAGO, IL 60604	NONE PUBLIC	GENERAL OPERATING	30,000
HEALTHY SCHOOLS CAMPAIGN 205 WEST MONROE, FOURTH FLOOR CHICAGO, IL 60606	NONE PUBLIC	GO FOR THE GOLD CAMPAIGN	25,000
COMPANIES THAT CARE 954 W WASHINGTON BLVD STE 430 CHICAGO, IL 60607	NONE PUBLIC	AIM HIGH PROGRAM	10,000
EDUCATORS FOR EXCELLENCE 333 W 39TH STREET, STE 703 NEW YORK, NY 10018	NONE PUBLIC	CHICAGO LAUNCH	10,000
LEARN CHARTER SCHOOL PO BOX 08328 CHICAGO, IL 60608	NONE PUBLIC	SMART TECHNOLOGY PILOT, NORTH CHICAGO CAMPUS	20,000
CHICAGO FOUNDATION FOR WOMEN 1 E WACKER DR., STE 1620 CHICAGO, IL 60601	NONE PUBLIC	GENERAL OPERATING	2,500

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

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

INTRINSIC SCHOOLS  
4517 N ARTESIAN  
CHICAGO, IL 60625

NONE  
PUBLIC

TECHNOLOGY PROGRAM

10,000

TOTAL CONTRIBUTIONS PAID

334,900

**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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					676.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					16,179.	
2,359,027.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1,768,486.					590,541.	
18,923.		MORGAN STANLEY CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES					18,923.	
TOTAL GAIN (LOSS) .....							<u>626,319.</u>	

Form **8868**

(Rev. January 2013)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **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 ☒ **X**
- 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

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

OSA FOUNDATION  
C/O JACK LAVIN

Employer identification number (EIN) or

72-1589724

Number, street, and room or suite no. If a P.O. box, see instructions

1 NORTH LASALLE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHICAGO, IL 60602

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

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 ► \_\_\_\_\_

Telephone No. ► \_\_\_\_\_ 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, 20 13, 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 \$	8,372.
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 \$	8,372.
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 \$	

**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)

JSA

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PAGE 1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions OSA FOUNDATION C/O JACK LAVIN	Enter filer's identifying number, see instructions Employer identification number (EIN) or  72-1589724
	Number, street, and room or suite no. If a P O box, see instructions 1 NORTH LASALLE	Social security number (SSN)  
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60602	

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-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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ▶ \_\_\_\_\_  
Telephone No ▶ \_\_\_\_\_ 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

- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension TAXPAYER REQUESTS ADDITIONAL TIME TO OBTAIN INFORMATION NECESSARY FOR FILING THE RETURN.

8a 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	8a \$	8,372.
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 and any amount paid previously with Form 8868	8b \$	8,372.
c <b>Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

Form 8868 (Rev 1-2013)