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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
A. FRANKLIN PILCHARD FOUNDATION

A Employer identification number
36-3723290

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
PO BOX 2690

B Telephone number
(847) 963-6762

City or town, state, and ZIP code
PALATINE, IL 60078-2690

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 ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 18,265,194.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	390,205.	390,205.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	269,115.			
b	Gross sales price for all assets on line 6a 6,453,281.				
7	Capital gain net income (from Part IV, line 2)		269,115.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total.** Add lines 1 through 11	659,320.	659,320.		
13	Compensation of officers, directors, trustees, etc	36,000.	5,998.		30,002.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	47,895.	12,000.		35,895.
c	Other professional fees STMT 3	97,418.	97,418.		0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	11,872.	11,872.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	193,185.	127,288.		65,897.
25	Contributions, gifts, grants paid	559,403.			559,403.
26	**Total expenses and disbursements.** Add lines 24 and 25	752,588.	127,288.		625,300.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-93,268.			
b	**Net investment income** (if negative, enter -0-)		532,032.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED SEP 11 2013

RECEIVED SEP 10 2013 OGDEN, UT IRS-OSC

G14

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

14140813 738075 AFP5 2012.04010 A. FRANKLIN PILCHARD FOUNDA AFP5___1

10

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,758.	5,010.	5,010.
	2	Savings and temporary cash investments		471,858.	471,858.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 316,900.			
		Less allowance for doubtful accounts ▶ 0.	395,800.	316,900.	316,900.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 5	9,854,032.	10,701,249.	10,701,249.
	c	Investments - corporate bonds STMT 6	6,727,232.	6,421,418.	6,421,418.
	11	Investments - land, buildings, and equipment basis ▶ 321,256.			
		Less accumulated depreciation ▶	321,256.	321,256.	321,256.
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ACCRUED INTEREST)	40,035.	27,503.	27,503.
	16	**Total assets** (to be completed by all filers)	17,340,113.	18,265,194.	18,265,194.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	1,369,532.	1,369,532.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	15,970,581.	16,895,662.	
	30	**Total net assets or fund balances**	17,340,113.	18,265,194.	
	31	**Total liabilities and net assets/fund balances**	17,340,113.	18,265,194.	

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	17,340,113.
2	Enter amount from Part I, line 27a	2	-93,268.
3	Other increases not included in line 2 (itemize) ▶ APPRECIATION OF INVESTMENTS	3	1,018,349.
4	Add lines 1, 2, and 3	4	18,265,194.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,265,194.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,453,281.		6,184,166.	269,115.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				269,115.

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 } 2 269,115.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,296,519.	17,182,445.	.075456
2010	1,203,739.	16,787,511.	.071704
2009	1,056,325.	16,164,671.	.065348
2008	1,126,433.	17,553,586.	.064171
2007	1,052,842.	19,887,004.	.052941

2	Total of line 1, column (d)	2	.329620
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	.065924
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,536,653.
5	Multiply line 4 by line 3	5	1,156,086.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,320.
7	Add lines 5 and 6	7	1,161,406.
8	Enter qualifying distributions from Part XII, line 4	8	1,400,300.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	5,320.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	5,320.
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	5,320.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,701.		
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	6,701.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,381.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	1,381.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ ROBERT C. PACILIO Telephone no ▶ (847)963-6762

Located at ▶ PO BOX 2690, PALATINE, IL ZIP+4 ▶ 60078-2690

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEVIN J. RYAN 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	PRESIDENT/DIRECTOR 5.00	18,000.	0.	0.
DONALD R. PAWELSKI 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	SECRETARY/DIRECTOR 1.00	18,000.	0.	0.
ROBERT C. PACILIO 508 N. PLUM GROVE ROAD PALATINE, IL 60067	TREASURER/DIRECTOR 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GLENVIEW STATE BANK 800 WAUKEGAN ROAD, GLENVIEW, IL 60025	INVESTMENT FEES	60,718.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GRANTING OF SCHOLARSHIP BASED ON FINANCIAL NEED AND SCHOLASTIC ABILITY	559,403.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

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12-05-12

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	17,803,709.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,803,709.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,803,709.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	267,056.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,536,653.
6	**Minimum investment return.** Enter 5% of line 5	6	876,833.

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	876,833.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,320.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,320.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	871,513.
4	Recoveries of amounts treated as qualifying distributions	4	700,000.
5	Add lines 3 and 4	5	1,571,513.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,571,513.

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	625,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule) SEE STATEMENT 7	3b	775,000.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,400,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	5,320.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,394,980.

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				1,571,513.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,388,003.	
b Total for prior years ____, ____, ____		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,400,300.				
a Applied to 2011, but not more than line 2a			1,388,003.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				12,297.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,559,216.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
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				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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

ROBERT C. PACILIO, 847-963-6762
PO BOX 2690, PALATINE, IL 600782690

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

APPLICATION FORMS AVAILABLE

c Any submission deadlines

OCTOBER 31

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

APPLICANTS MUST BE GRADUATING FROM ONE OF THE HIGH SCHOOLS PARTICIPATING IN THE SCHOLARSHIP PROGRAM.

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABBIE O'RYAN 11339 S. DRAKE AVE CHICAGO, IL 60655	NONE FOR ALL RECIPIENTS		ALL PAYMENTS MADE ARE SCHOLARSHIP PAYMENTS	8,000.
ADAM SAHS 10639 S. RIDGEWAY CHICAGO, IL 60655				6,989.
ANTHONY FRANCHETTI 2535 S. WALNUT ST. BLUE ISLAND, IL 60406				8,000.
ANTHONY ROSIAN 1700 W. 104TH PLACE CHICAGO, IL 60643				8,000.
LAYIA ANDERSON 5623 N NAGLE CHICAGO, IL 60646				8,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	559,403.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	390,205.	
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			14	269,115.	
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)		0.		659,320.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 659,320.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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12-05-12

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: Kevin K. Ayer | Date: 8/20/13 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT C. PACILIO	Robert C. Pacilio	8/20/13		P00843085

Firm's name ▶ MCCARTHY,PACILIO,OLIVA & CO., P.C. — Firm's EIN ▶ 36-3308801

Firm's address ▶ 508 N. PLUM GROVE ROAD PALATINE, IL 60067 — Phone no (847)963-8900

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	250,000 BD-NATIONAL RURAL UTILITIES	P	09/17/10	09/17/12
b	200,000 BD-GREATER ORLANDO AVIAT	P	10/01/10	10/01/12
c	250,000 BD-ONTARIO, CAN	P	11/19/10	11/19/12
d	250,000 BD-PRAXAIR, INC	P	11/15/10	11/15/12
e	250,000 BD-GENERAL DYNAMICS	P	12/07/10	12/07/12
f	250,000 BD-VERIZON, VA	P	12/10/10	12/10/12
g	300,000 BD-NY STATE REV	P	12/17/10	12/17/12
h	250,000 BD-CATERPILLAR	P	02/08/11	02/08/13
i	250,000 BD-PEPSICO	P	02/15/11	02/15/13
j	250,000 BD-HONEYWELL	P	03/01/11	03/01/13
k	5000 SHS-ABBVIE	P	06/01/08	03/07/13
l	250,000 BD-MILWAUKEE, WI	P	03/15/11	03/15/13
m	62,000 BD-YALE UNIVERSITY	P	03/15/11	03/15/13
n	200,000 BD-GLENDALE, WI	P	04/01/11	04/01/13
o	200,000 BD-MANITOBA, CAN	P	04/22/11	04/22/13

	(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	250,000.		250,000.	0.
b	200,000.		200,000.	0.
c	250,000.		250,000.	0.
d	250,000.		250,000.	0.
e	254,208.		254,208.	0.
f	252,823.		252,823.	0.
g	300,000.		300,000.	0.
h	250,000.		250,000.	0.
i	250,000.		250,000.	0.
j	250,000.		250,000.	0.
k	189,346.		125,449.	63,897.
l	258,526.		253,992.	4,534.
m	64,524.		64,524.	0.
n	200,000.		200,000.	0.
o	200,000.		200,000.	0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				63,897.
l				4,534.
m				0.
n				0.
o				0.

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

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

223591
05-01-12

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	250,000 BD-IBM	P	05/06/11	05/06/13
b	250,000 BD-ARKANSAS STATE	P	06/03/11	06/03/13
c	300,000 BD-MCDONALDS	P	06/03/11	06/03/13
d	250,000 BD-RACINE, WI	P	06/03/11	06/03/13
e	62,000 BD-YALE UNIVERSITY	P	06/03/11	06/03/13
f	250,000 BD-COLUMBUS, OH	P	06/17/11	06/17/13
g	5000 SHS-MICROSOFT	P	03/01/07	06/28/13
h	SEE SCHEDULE ATTACHED	P		
i	SEE SCHEDULE ATTACHED	P		
j	SEE SCHEDULE ATTACHED	P		
k	SEE SCHEDULE ATTACHED	P		
l	SEE SCHEDULE ATTACHED	P		
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	250,000.		250,000.	0.
b	250,000.		250,000.	0.
c	300,000.		300,000.	0.
d	250,000.		250,000.	0.
e	64,444.		64,444.	0.
f	250,000.		250,000.	0.
g	167,797.		45,358.	122,439.
h	160,855.		158,256.	2,599.
i	272,513.		254,360.	18,153.
j	19,458.		20,261.	-803.
k	266,166.		260,920.	5,246.
l	782,621.		729,571.	53,050.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				122,439.
h				2,599.
i				18,153.
j				-803.
k				5,246.
l				53,050.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	269,115.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Prepared for:
A FRANKLIN PILCHARD FOUNDATION
ATTN KEVIN J RYAN
STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account. 309-49675

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term								
200	3-D SYSTEMS CORP-DEL SYMBOL· DDD	08/20/12	41.71	8,341.98	01/17/13	63.27	12,653.73	4,311.75
2,000	CYPRESS SEMICONDUCTOR CORP SYMBOL· CY	11/26/12	9.91	19,819.10	03/21/13	11.17	22,341.41	2,522.31
300	GARMIN LTD SYMBOL· GRMN	02/01/13	38.59	11,576.85	02/20/13	35.00	10,499.76	-1,077.09
400	ISHARES 20 PLUS YEAR TREASURY BOND ETF SYMBOL· TLT	06/15/12	126.37	50,547.40	05/23/13	116.40	46,559.58	-3,987.82
4.7410	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	04/29/13	11.25	53.34	05/23/13	11.17	52.96	-0.38
4.2130	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	03/28/13	11.20	47.18	05/23/13	11.17	47.06	-0.12
4.5710	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	02/28/13	11.19	51.15	05/23/13	11.17	51.06	-0.09
3.8320	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	01/28/13	11.18	42.84	05/23/13	11.17	42.80	-0.03
5.3900	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	01/02/13	11.20	60.37	05/23/13	11.17	60.21	-0.16
8.2560	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	12/14/12	11.20	92.47	05/23/13	11.17	92.22	-0.25
4.7480	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	11/28/12	11.24	53.37	05/23/13	11.17	53.04	-0.33
4.8430	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	10/29/12	11.24	54.43	05/23/13	11.17	54.10	-0.33

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 309-49675

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
5.1370	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	09/28/12	11.26	57.84	05/23/13	11.17	57.38	-0.45
4.8190	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	08/28/12	11.22	54.07	05/23/13	11.17	53.83	-0.24
5.2030	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	07/30/12	11.22	58.38	05/23/13	11.17	58.12	-0.26
1.6620	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	06/28/12	11.18	18.58	05/23/13	11.17	18.56	-0.01
3,097.5340	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	06/15/12	11.18	34,630.43	05/23/13	11.17	34,599.45	-30.97
1,281.2300	MAINSTAY MARKETFIELD FUND CL I SYMBOL MFLDX	02/16/12	14.46	18,526.58	11/26/12	15.61	20,000.00	1,473.41
2,000	NORDION INC SYMBOL. NDZ	02/01/13	7.09	14,170.04	04/24/13	6.78	13,559.89	-610.15
	Short Term Subtotal			**158,256.40**			**160,855.16**	**2,598.79**
Long Term								
2,329.9160	BLACKROCK GLOBAL ALLOCATION FD INC INSTL CL SYMBOL MALOX	12/31/09	17.96	41,845.29	05/23/13	21.46	50,000.00	8,154.71
1,500	HATTERAS FINANCIAL CORP SYMBOL HTS	02/25/11	29.39	44,079.00	12/14/12	25.40	38,097.73	-5,981.27
500	ISHARES IBOXX $ HIGH YIELD CORPORATE BOND ETF SYMBOL HYG	08/23/11	85.66	42,829.95	01/15/13	94.23	47,114.69	4,284.74
3,921.5690	PIMCO ALL ASSET P SYMBOL. PALPX	12/31/09	11.49	45,058.83	05/23/13	12.75	50,000.00	4,941.17
300	SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX SYMBOL. XLU	11/07/11	34.92	10,475.22	06/26/13	37.30	11,190.05	714.82

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 309-49675

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
700	SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX SYMBOL: XLU	08/17/11	32.96	23,071.95	06/26/13	37.30	26,110.11	3,038.15
3,703.7040	TEMPLETON GLOBAL BOND FUND ADVISOR CL SYMBOL: TGBAX	12/31/09	12.69	47,000.00	05/23/13	13.50	50,000.00	2,999.99
	Long Term Subtotal			**254,360.24**			**272,512.58**	**18,152.31**
Report Total				**412,616.64**			**433,367.74**	**20,751.10**

Realized Gains or Losses

Short Term	2,599
Long Term	18,152
Term Unknown	N/A

Short Term includes assets held 12 months or less.
Long Term includes assets held longer than 12 months + 1 day

Prepared for
A FRANKLIN PILCHARD FOUNDATIO
FOUNDATION (SAGE)
ATTN KEVIN J RYAN
STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 300-64413

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term								
18	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND ETF SYMBOL LQD	06/03/13	117.17	2,109.04	06/11/13	115.82	2,084.72	-24.32
63	ISHARES U S PREFERRED STOCK ETF SYMBOL PFF	06/03/13	39.92	2,514.95	06/11/13	39 40	2,482.21	-32.74
229	VANGUARD FTSE EMERGING MARKETS ETF FTSE EMERGING INDEX SYMBOL. VWO	06/03/13	42.26	9,677.36	06/11/13	39.95	9,147.50	-529.85
119	WISDOMTREE TR EMERGING MARKETS LOCAL DEBT FD SYMBOL· ELD	06/03/13	50.08	5,959.51	06/11/13	48.27	5,743.60	-215.90
	Short Term Subtotal			**20,260.86**			**19,458.03**	**-802.81**
Report Total				**20,260.86**			**19,458.03**	**-802.81**

Realized Gains or Losses

Short Term	-803
Long Term	N/A
Term Unknown	N/A

Short Term includes assets held 12 months or less.
Long Term includes assets held longer than 12 months + 1 day

Prepared on· July 17, 2013

Prepared for:
A FRANKLIN PILCHARD FOUNDATIO
ATTN KEVIN J RYAN
STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account: 300-64416

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term								
300	3-D SYSTEMS CORP-DEL SYMBOL. DDD	08/20/12	41.70	12,509.97	01/17/13	63.26	18,977.60	6,467.63
1,500	DIEBOLD INC SYMBOL DBD	01/11/13	30.70	46,043.25	01/24/13	29.92	44,882.74	-1,160.51
500	GARMIN LTD SYMBOL: GRMN	02/01/13	38.59	19,294.75	02/20/13	35.00	17,499.60	-1,795.15
400	ISHARES 20 PLUS YEAR TREASURY BOND ETF SYMBOL. TLT	06/15/12	126.44	50,575.40	05/28/13	114.37	45,747.60	-4,827.80
9.1830	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	04/29/13	11.25	103.31	05/23/13	11.17	102.57	-0.73
8.1570	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	03/28/13	11.20	91.36	05/23/13	11.17	91.11	-0.24
8.8570	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	02/28/13	11.19	99.11	05/23/13	11.17	98.93	-0.17
7.4200	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	01/28/13	11.18	82.96	05/23/13	11.17	82.88	-0.07
10.4460	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	01/02/13	11.20	116.99	05/23/13	11.17	116.68	-0.30
15.9940	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	12/14/12	11.20	179.13	05/23/13	11.17	178.65	-0.47
9.1950	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	11/28/12	11.24	103.35	05/23/13	11.17	102.71	-0.64
9.3780	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	10/29/12	11.24	105.41	05/23/13	11.17	104.75	-0.65

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account· 300-64416

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
13.3070	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	09/28/12	11.26	149.84	05/23/13	11.17	148.64	-1.20
16.2350	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	08/28/12	11.22	182.16	05/23/13	11.17	181.34	-0.81
17.5270	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	07/30/12	11.22	196.65	05/23/13	11.17	195.78	-0.87
13.6940	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	06/28/12	11.18	153.10	05/23/13	11.17	152.96	-0.13
3,145.6450	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	06/15/12	11.18	35,168.31	05/23/13	11.17	35,136.86	-31.45
11.7590	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	05/29/12	11.17	131.35	05/23/13	11.17	131.35	0.00
3,000	KKR & CO L P DEL COM UNITS SYMBOL: KKR	09/06/12	14.32	42,953 46	03/06/13	18.81	56,431.73	13,478.27
4,000	KNIGHTSBRIDGE TANKERS LTD SYMBOL. VLCCF	04/02/13	7.88	31,500.06	06/10/13	6.37	25,461.50	-6,038.56
3,000	NORDION INC SYMBOL. NDZ	02/01/13	7.06	21,179.70	04/24/13	6.78	20,339.84	-839.86
	Short Term Subtotal			**260,919.62**			**266,165.82**	**5,246.29**
Long Term								
3,000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY	07/12/11	18.09	54,267.00	12/14/12	14.30	42,902.03	-11,364.97
4,659.8320	BLACKROCK GLOBAL ALLOCATION FD INC INSTL CL SYMBOL: MALOX	12/29/09	18.04	84,063.37	05/23/13	21.46	100,000.00	15,936.62

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 300-64416

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
100,000	GOLDMAN SACHS GROUP INC CALL 3.000% DUE 10/29/2018 WR/NR CUSIP. 38143UNS6	10/27/10	100.00	100,000.00	10/29/12	100.00	100,000.00	0 00
2,000	HATTERAS FINANCIAL CORP SYMBOL· HTS	02/25/11	29.37	58,739.93	12/14/12	25.39	50,778.86	-7,961.07
600	ISHARES U S PREFERRED STOCK ETF SYMBOL. PFF	07/26/10	38.99	23,394.00	05/13/13	40.98	24,587.50	1,193.50
4,452.3600	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	08/16/11	11 23	50,000.00	09/06/12	11.23	50,000.00	0.00
13.7080	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	04/30/12	11.20	153.53	05/23/13	11.17	153.12	-0.41
12.0190	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	03/28/12	11.17	134.25	05/23/13	11.17	134.25	0.00
12.6170	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	02/28/12	11.20	141.31	05/23/13	11.17	140.93	-0.37
11.7520	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	01/30/12	11.19	131.51	05/23/13	11.17	131.27	-0.24
16.1040	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	01/03/12	11.13	179.24	05/23/13	11.17	179.88	0.64
31.2080	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	12/09/11	11.12	347.03	05/23/13	11.17	348.59	1.56
14.1460	IVY FDS INC LTD-TERM BD FD CL I SYMBOL· ILTIX	11/28/11	11.14	157.59	05/23/13	11.17	158.01	0.42
13.5370	IVY FDS INC LTD-TERM BD FD CL I SYMBOL. ILTIX	10/28/11	11.13	150.67	05/23/13	11.17	151.21	0.53

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 300-64416

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
13.4100	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	09/28/11	11.14	149.39	05/23/13	11.17	149.79	0.39
5.1380	IVY FDS INC LTD-TERM BD FD CL I SYMBOL ILTIX	08/29/11	11.20	57.55	05/23/13	11.17	57.39	-0.15
2,671.4160	IVY FDS INC LTD-TERM BD FD CL I SYMBOL: ILTIX	08/16/11	11.23	30,000.00	05/23/13	11.17	29,839.72	-160.28
12,836.9700	LEUTHOLD FDS INC ASSET ALLOCATIO FD SYMBOL. LAALX	05/11/09	7.76	99,573.98	05/23/13	10.94	140,436.45	40,862.47
2,800	LEUTHOLD FDS INC ASSET ALLOCATIO FD SYMBOL. LAALX	06/19/07	11.22	31,407.08	05/23/13	10.94	30,632.00	-775.08
1,500	SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX SYMBOL XLU	11/07/11	34.92	52,377.00	06/26/13	37.28	55,919.78	3,542.77
1,500	SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX SYMBOL: XLU	07/12/11	33.68	50,517.00	06/26/13	37.28	55,919.78	5,402.77
7,407.4070	TEMPLETON GLOBAL BOND FUND ADVISOR CL SYMBOL· TGBAX	12/29/09	12.64	93,629.62	05/23/13	13.50	100,000.00	6,370.37
	Long Term Subtotal			**729,571.05**			**782,620.56**	**53,049.47**

Schedule of Realized Gains and Losses

From 07/01/2012 through 06/30/2013
As of July 16, 2013
For Account 300-64416

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Report Total				**990,490.67**			**1,048,786.38**	**58,295.76**

Realized Gains or Losses	
Short Term	5,246
Long Term	53,049
Term Unknown	N/A

Short Term includes assets held 12 months or less.
Long Term includes assets held longer than 12 months + 1 day

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRENT DREVALAS 302 BIRCH AVE GENOA, IL 60135				6,171.
CALVIN BEACH 33560 E PINE CIRCLE GENOA, IL 60135				6,940.
MATTHEW BIRTELL 663 KNOLLS STREET DEKALB, IL 60115				4,143.
CHEUK LAW 4020 S. ALBANY AVE CHICAGO, IL 60632				7,850.
ALEX BRAVO 8120 S. KEATING CHICAGO, IL 60652				5,200.
KENTRELL BROWN 376 HOXIE ST. CALUMET CITY, IL, IL 60409				7,277.
CHRISTOPHER JACOBSON 409 FOREST VIEW GENOA, IL 60135				1,118.
CONNIE TO 1251 W. ARGYLE CHICAGO, IL 60640				6,018.
CRYSTAL WOHEAD 20 W 325 S. FRONTAGE RD LEMONT, IL 60439				8,000.
DEYANIRA CHACON 645 E. LINCOLN AVE DES PLAINES, IL 60018				8,000.
Total from continuation sheets				520,414.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ISRAEL FLORES 2828 W 102ND ST EVERGREEN PARK, IL 60805				8,000.
ELIZABETH MCINERNEY 775 DARSHA ROAD NEW LENOX, IL 60451				7,606.
EMMA HAYES 10324 S. TALMAN CHICAGO, IL 60655				8,000.
ESMA ALEGOZ 1821 N. ANDOA LN MT. PROSPECT, IL 60056				5,665.
ALEXANDER GARCIA 9307 S. 54TH CT. OAK LAWN, IL 60453				4,605.
FRANK GENTILE 454 MACKINAW AVE CALUMENT CITY, IL 60409				7,935.
GRACE WILLIAMSON 1713 W. 105TH ST. CHICAGO, IL 60643				8,000.
GUYSHEENA GIBSON 4934 W. AUGUSTA CHICAGO, IL 60651				8,000.
STEPHANIE GOLDBERG 2001 CASTLESHIRE DR WOODSTOCK, IL 60098				5,344.
IQRA ADAM EBRAHIM 6531 N. KEDZIE CHICAGO, IL 60645				8,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IVAN GARCIA 2166 N. WESTMORELAND DR PALATINE, IL 60074				8,000.
JANET VARGAS 2283 MAGNOLIA ST. DES PLAINES, IL 60018				6,546.
JESSICA DEL RE 649 N. EISENHOWER AVE PALATINE, IL 60074				5,889.
CHRISTOPHER JACKSON 1272 EAGLE CREST DR LEMONT, IL 60439				2,251.
JOHN HAMBURG 30 BURRIS CT. PALOS HEIGHTS, IL 60463				8,000.
JORDAN CLIFFORD 942 PEAR TREE LANE WHEELING, IL 60090				5,861.
KAITLYN SMENTEK 2805 W. BURR OAK AVE BLUE ISLAND, IL 60406				4,965.
KAROLINA SALAIZA 9389 BAY COLONY APT 1W DES PLAINES, IL 60016				4.
KATHLEEN CONNOLLY 19906 RYAN COURT MOKENA, IL 60448				8,000.
KATIE BURKE 9801 S. HOMAN EVERGREEN PARK, IL 60805				8,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KEVIN GOFFARD 14317 MCCARTHY ROAD LEMONT, IL 60639				6,276.
KEVIN MCNALLY 6236 W. 157TH ST. OAK FOREST, IL 60452				8,000.
KRISTA HAAS 807 TANGLEWOOD DR WHEELING, IL 60090				4,863.
KRISTEN WITEK 426 BUCKTHORN TERR BUFFALO GROVE, IL 60087				5,019.
TESS KELLEY 307 W HARRIS AVE LA GRANGE , IL 60525				8,000.
AMBER KOOKEN 808 N 11TH ST DEKALB, IL 60115				2,634.
LAUREN ADAMS 1547 N. CLYBOURN APT D CHICAGO, IL 60610				8,000.
LACOB KVASNICKA 1510 ELMWOOD AVE DEKALB, IL 60115				8,000.
MARIANA MAGALA 2342 W. RICE ST. CHICAGO, IL 60622				8,131.
MARY KOBIERNICKI 9756 BRANDT AVE OAK LAWN, IL 60453				8,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MATTHEW GIERMAK 11884 GOLDEN GATE DRIVE MOKENA, IL 60448				391.
MAX WHITING 747 WASHINGTON ST WOODSTOCK, IL 60098				7,212.
MEAGAN GRAVELLE PO BOX 142 GENOA, IL 60135				5,599.
DANIELLE MARCHAN 14740 SUNSET CT OAK FOREST, IL 60452				8,000.
HARRY MCCARTHY 3541 W 98TH ST EVERGREEN PARK, IL 60805				8,000.
MICHAEL ANDRASCO 10410 S. ALBANY AVENUE CHICAGO, IL 60655				8,000.
MICHAEL BERGER 10353 S. ARTESIAN CHICAGO, IL 60655				8,000.
MICHAEL BRAGG 10101 S. KILDARE OAK LAWN, IL 60453				8,000.
JACOB MORRELL 4324 DEYO AVE BROOKFIELD, IL 60513				8,000.
MICHAEL KENNY 10905 S. PULASKI CHICAGO, IL 60655				8,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRENDAN OMALLEY 50 EAST 16TH ST. CHICAGO, IL 60616				5,519.
NATALIE GANNON 10541 S. KEELER OAK LAWN, IL 60453				8,000.
NATHAN DULCEAK 320 S. MAIN ST. KINGSTON, IL 60145				79.
NICHOLAS TRYBUL 4205 EBERLY AVE. BROOKFIELD, IL 60513				8,000.
NICOLE CHOWEWA 1215 FREEMAN RD HOFFMAN ESTATES, IL 60192				8,000.
ALYSSA PARHAM 2943 N DAWSON CHICAGO, IL 60618				8,000.
PATRICK REGAN 1750 W SUPERIOR APT 1 CHICAGO, IL 60622				8,000.
PATRYCJA KALWAJTYS 3618 N. NEWCASTLE CHICAGO, IL 60634				6,780.
PAYMENTS ATTRIBUTABLE TO PRIOR YEARS				32,151.
ADAM RATNER 7529 WILSON TERRACE MORTON GROVE, IL 60053				6,574.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RUBEN ESPARZA 2608 GROVE ST BLUE ISLAND, IL 60406				8,000.
RYAN MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				3,276.
SABRINA SMOOT 3928 W. 81ST PL CHICAGO, IL 60652				4,758.
AUTUMN REGAN-STEINBERG 12332 S LOVELAND ALSIP, IL 60803				5,245.
SARAH MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				8,000.
MILDA SAWICKI 713 MCCARTHY RD LEMONT, IL 60439				8,000.
SEAN MCLAUGHLIN 8943 BIRCH LANE HICKORY HILLS, IL 60457				8,000.
SHANNON LYLES 2118 W. RANDOLPH ST. CHICAGO, IL 60612				8,000.
TERRENCE MCMAHON 10435 S. AVERS AVENUE CHICAGO, IL 60655				8,000.
LUKE SCHUMACHER 12677 NORTHWOODS DR GENOA, IL 60135				8,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TREVOR HANSON 229 S. GENOA ST GENOA, IL 60135				8,000.
WILLIAM MCGIVERN 10131 S. TURNER EVERGREEN PARK, IL 60805				8,000.
WINGCHI LAU 3144 S. MAY ST CHICAGO, IL 60608				1,997.
GABRIELA VALCHEVA 1709 E LONG VALLEY DR PALATINE, IL 60074				2,999.
CYNTHIA VELAZQUEZ 760 W DEMPSTER ST MT. PROSPECT, IL 60056				2,865.
JOSE VELAZQUEZ 760 W DEMPSTER ST MT. PROSPECT, IL 60056				2,708.
REBECCA WEIL 915 RIVER RD KINGSTON, IL 60146				7,950.
Total from continuation sheets				

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CRESENT PORK, INC.	31,664.	0.	31,664.
GLENVIEW STATE BANK	335,528.	0.	335,528.
GLENVIEW STATE BANK-PREMIUM AMORTIZATION	-126,920.	0.	-126,920.
RBC DAIN RAUSCHER	149,933.	0.	149,933.
TOTAL TO FM 990-PF, PART I, LN 4	390,205.	0.	390,205.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MPO & CO., 508 N. PLUM GROVE RD., PALATINE, IL 60067	47,895.	12,000.		35,895.
TO FORM 990-PF, PG 1, LN 16B	47,895.	12,000.		35,895.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST MANAGEMENT FEES:	0.	0.		0.
GLENVIEW STATE BANK, GLENVIEW, IL	60,718.	60,718.		0.
RBC CAPITAL MARKETS, OAKBROOK, IL	36,700.	36,700.		0.
TO FORM 990-PF, PG 1, LN 16C	97,418.	97,418.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	124.	124.		0.
FARM EXPENSES	11,748.	11,748.		0.
TO FORM 990-PF, PG 1, LN 23	11,872.	11,872.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
12000 SHS-GENERAL ELECTRIC	278,280.	278,280.
4000 SHS-JOHNSON&JOHNSON	343,440.	343,440.
4000 SHS-PROCTOR&GAMBLE	307,960.	307,960.
5000 SHS-WALGREEN	221,000.	221,000.
15000/10000 SHS-MICROSOFT	345,450.	345,450.
8000 SHS- PFIZER INC	224,080.	224,080.
4800 SHS-PEPSICO	392,592.	392,592.
17000 SHS-CISCO SYSTEMS	413,695.	413,695.
4000 SHS-AUTOMATIC DATA PROCESSING	275,440.	275,440.
9000 SHS-TEXAS INSTRUMENTS	313,650.	313,650.
8000 SHS-SYSCO	273,280.	273,280.
6000 SHS-STARBUCKS	393,060.	393,060.
4000/4800 SHS-STRYKER	310,464.	310,464.
4000 SHS-CATERPILLAR	329,960.	329,960.
2000 SHS-FEDEX	197,160.	197,160.
400 SHS-GOOGLE	352,148.	352,148.
4000 SHS-MCDONALD'S	396,000.	396,000.
9000 SHS-AT&T	318,600.	318,600.
5000 SHS-ABBOTT LABS	174,400.	174,400.
1000/5000 SHS-CME GROUP	379,750.	379,750.
2700 SHS-CHEVRON	319,518.	319,518.
6000 SHS-EMERSON ELECTRIC	327,240.	327,240.
3000 SHS-MONSANTO	296,400.	296,400.
3400 SHS-EXXON MOBIL	307,190.	307,190.
13186/21640 SHS-HENDERSON GLOBAL	162,302.	162,302.
12184/17724 SHS-TEMPLETON GLOBAL BD	228,815.	228,815.
15590/11676 SHS-BLACKROCK GLOBAL	241,805.	241,805.
3216/3459 SHS-FIRST EAGLE GLOBAL	176,278.	176,278.
16764/18931 SHS-PIMCO FDS	226,978.	226,978.
18926/15078 SHS-HENDERSON FDS	113,085.	113,085.
21877/10293 SHS-TEMPLETON GLOBAL	132,888.	132,888.
8937/7034 SHS-BLACKROCK GLOBAL	145,664.	145,664.
2376/2557 SHS-FIRST EAGLE GLOBAL	130,268.	130,268.

10776/8221 SHS-PIMCO FUNDS	98,569.	98,569.
320/545 SHS-APPLE COMPUTER	216,109.	216,109.
5196/7373 SHS-FIRST TR HIGH INC	129,478.	129,478.
2000 SHS-POWERSHARES EXCHANGE CEF	49,300.	49,300.
600/272 SHS-ISHARES TR S&P PFD	10,684.	10,684.
400 SHS-POWERSHARES EXCHANGE CEF	9,860.	9,860.
5000 SHS-INTEL	121,150.	121,150.
400/210 SHS-ISHARES TRUST BARCLAYS	22,565.	22,565.
500/102 SHS-ISHARES IBOXX	9,270.	9,270.
5000 SHS-NUVEEN FLOATING RATE	63,000.	63,000.
400/220 SHS-ISHARES TRUST BARCLAYS	22,550.	22,550.
638 SHS-ISHARES CORE S&P 500 ETF	102,641.	102,641.
1072 SHS-ISHARES TRUST RUSSELL 2000 IND FD	103,984.	103,984.
1062 SHS-PROSHARES ULTRA RUSSELL 2000 ETF	63,614.	63,614.
816 SHS-PROSHARES ULTRA S&P 500 ETF	62,612.	62,612.
500 SHS-3-D SYSTEMS	21,950.	21,950.
5250 SHS-THORNBURG INV TR	103,787.	103,787.
3457 SHS-MAINSTAY MARKETFIELD FUND	58,887.	58,887.
500 SHS-3-D SYSTEMS	21,950.	21,950.
5394 SHS-MAINSTAY MARKETFIELD FUND	91,857.	91,857.
587 SHS-ISHARES S&P500 VALUE	44,477.	44,477.
529 SHS-ISHARES TRUST S&P 100 INDEX	38,062.	38,062.
377 SHS-SPDR S&P 500 ETF	60,478.	60,478.
357 SHS-ISHARES MSCI EAFE INDEX FD	20,456.	20,456.
267 SHS-VANGUARD FTSE EMER MKTS	10,358.	10,358.
647 SHS-WISDOM TREE HEDGED EQUITY	29,510.	29,510.
135 SHS-WISDOM TREE EMERGING MKT	6,485.	6,485.
.1 SHS-FIRST TR HIGH INC	2.	2.
93 SHS-ISHARES TRUST IBOXX	10,569.	10,569.
458 SHS-ISHARES BARCLAYS MBS BOND FD	48,195.	48,195.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,701,249.	10,701,249.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL PRIME OBLIGATION FUND	456,621.	456,621.
50,000 BD-ROYAL BANK CANADA	49,925.	49,925.
250M/300M BD-IBM	307,503.	307,503.
100,000 CD-UNION BANK	100,210.	100,210.
300,000 BD-CISCO SYSTEMS	309,825.	309,825.
250,000 BD-SHEBOYGAN WISC	252,433.	252,433.
250,000/126,000 BD-YALE UNIVERSITY	129,794.	129,794.
250,000 BD-PORT SEATTLE	251,782.	251,782.
250,000 BD-TOYOTA MOTOR	252,587.	252,587.
200,000 BD-WILLIAMSON CTY	201,470.	201,470.
250,000 BD-AT&T	248,857.	248,857.
300,000 BD-AMERICAN EXPRESS	311,178.	311,178.
300,000 BD-BOEING CAPITAL	308,292.	308,292.

220,000 BD-BRILLION WISC	219,558.	219,558.
300,000 BD-CLARENCE CANYON MO	297,990.	297,990.
225,000 BD-GENERAL ELECTRIC	226,967.	226,967.
200,000 BD-GEORGIA POWER	198,286.	198,286.
325,000 BD-INTEL	333,313.	333,313.
250,000 BD-JEFFERSON OH	247,670.	247,670.
200,000 BD-LAKOTA OH	205,694.	205,694.
250,000 BD-LYNBROOK NEW YORK	253,628.	253,628.
245,000 BD-MADISON, WISC	253,548.	253,548.
250,000 BD-NEW LONDON WISC	251,340.	251,340.
200,000 BD-SAN BUENAVENTURA CA	200,948.	200,948.
300,000 BD-UNIV OF ALABAMA	301,464.	301,464.
250,000 BD-WISCONSIN STATE	250,535.	250,535.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,421,418.	6,421,418.

FORM 990-PF EXPLANATION OF CASH SET-ASIDE STATEMENT 7
PART XII, LINE 3B

THE FOUNDATION GIVES SCHOLARSHIPS UP TO $8,000. PER YEAR FOR FOUR YEARS. THE AMOUNTS SET ASIDE ARE
FOR THE REMAINING AMOUNT OF THE SCHOLARSHIPS THAT HAVE BEEN AWARDED.