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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

HONEYBEE FOUNDATION

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

939 TOWER RD.

Room/suite

City or town, state, and ZIP code

WINNETKA, IL 60093

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 312,201. (Part I, column (d) must be on cash basis)

A Employer identification number

36-7391521

B Telephone number

847 446-2564

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		5,728.	5,728.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		47,089.			
b Gross sales price for all assets on line 6a		284,444.			
7 Capital gain net income (from Part IV, line 2)			47,089.		
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		52,817.	52,817.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		1,738.	1,738.		0.
17 Interest					
18 Taxes		59.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		59.	0.		59.
24 Total operating and administrative expenses. Add lines 13 through 23		1,856.	1,738.		59.
25 Contributions, gifts, grants paid		15,765.			15,765.
26 Total expenses and disbursements. Add lines 24 and 25		17,621.	1,738.		15,824.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		35,196.			
b Net investment income (if negative, enter -0-)			51,079.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,493.	987.	987.
	2 Savings and temporary cash investments	6,773.	5,147.	5,147.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	15,744.	15,744.	19,172.
	b Investments - corporate stock STMT 7	163,005.	191,108.	215,605.
	c Investments - corporate bonds STMT 8	64,231.	73,456.	71,290.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	251,246.	286,442.	312,201.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	251,246.	286,442.	
	30 Total net assets or fund balances	251,246.	286,442.	
	31 Total liabilities and net assets/fund balances	251,246.	286,442.	

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	251,246.
2 Enter amount from Part I, line 27a	2	35,196.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	286,442.
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	286,442.

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 SHORT TERM-SEE ATTACHED SCHEDULE	P		
b LONG TERM-SEE ATTACHED SCHEDULE	P		
c SPDR GOLD TRUST-28 SHARES	P		
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 76,566.		71,641.	4,925.
b 203,376.		163,623.	39,753.
c 4,502.		2,091.	2,411.
d			
e			

(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			4,925.
b			39,753.
c			2,411.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	47,089.
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	13,914.	291,495.	.047733
2010	13,765.	298,604.	.046098
2009	14,160.	284,074.	.049846
2008	17,204.	278,276.	.061824
2007	14,428.	349,251.	.041311

2 Total of line 1, column (d)	2	.246812
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	.049362
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	305,767.
5 Multiply line 4 by line 3	5	15,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	511.
7 Add lines 5 and 6	7	15,604.
8 Enter qualifying distributions from Part XII, line 4	8	15,824.

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)		1	511.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	511.
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	511.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	160.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	900.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,060.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	549.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 549. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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

N/A

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MELISSA MIZEL Telephone no. ► 847 446-2564 Located at ► 939 TOWER ROAD,, WINNETKA, IL ZIP+4 ► 60093			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	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

Form 990-PF (2012)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELISSA MIZEL 939 TOWER ROAD WINNETKA, IL 60093	TRUSTEE 10.00	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

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	298,628.
b	Average of monthly cash balances	1b	11,795.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	310,423.
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	310,423.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,656.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	305,767.
6	Minimum investment return. Enter 5% of line 5	6	15,288.

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	15,288.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	511.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	511.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,777.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,777.
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	14,777.

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	15,824.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,824.
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	511.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,313.

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)

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				14,777.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			14,537.	
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: ▶ \$ 15,824.				
a Applied to 2011, but not more than line 2a			14,537.	
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				1,287.
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				13,490.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCION INTERNATIONAL, P. O. BOX 290564 CHARLESTOWN, MA 02129	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 1325 S. WABASH 2ND FLOOR CHICAGO, IL 60605	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES ;LISTTOTAL 550	540.
AMERICAN FRIENDS OF NEVE SHALOM 45 W 36TH STREET, 10TH FLOOR NEW YORK, NY 10138	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES ;LISTTOTAL 0	360.
AMERICAN JEWISH WORLD SERVICES 45 W 36TH STREET, 10TH FLOOR NEW YORK, NY 10138	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES ;LISTTOTAL 550	540.
AMERICANS FOR PEACE NOW 1101 14TH STREET NW, 6TH FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES	200.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	15,765.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
AMNESTY INTERNATIONAL USA P. O. BOX 96756 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	540.
ANGELIC ORGANICS LEARNING CENTER/CSA LEARNING CENTER 1547 ROCKTON ROAD CALEDONIA, IL 61011	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	360.
BEND THE ARC (JEWISH FUND FOR JUSTICE) 330 7TH AVE. 19TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES	360.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY NEW YORK, NY 10012	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	1,000.
CHICAGO FOUNDATION FOR WOMEN 230 WEST SUPERIOR STREET, 4TH FLOOR CHICAGO, IL 60610	N/A	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	500.
CHICAGO PUBLIC RADIO WBEZ 848 EAST GRAND AVENUE CHICAGO, IL 60611	N/A	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	500.
CHILDREN'S DEFENSE FUND P. O. BOX 96833 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	180.
FEEDING AMERICA DONATION PROCESSING CENTER//PO BOX 8929 TOPEKA, KS 66608	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	500.
FINCA INTERNATIONAL INC P. O. BOX 98048 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
FREE PRESS ACTION FUND 100 MAIN STREET P. O. BOX 28 NORTHAMPTON, MA 01061	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	250.
Total from continuation sheets				13,765.

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
FRIENDS OF THE EARTH 1717 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	150.
GLOBAL EXCHANGE 2017 MISSION STREET #303 SAN FRANCISCO, CA 94110	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	150.
GREATER CHICAGO FOOD DEPOSITORY 4501 SOUTH TRIPP AVENUE CHICAGO, IL 60680	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	540.
GREEN AMERICA P.O. BOX 109 UPPER FAIRMOUNT, MD 21867	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	100.
HUMAN RIGHTS CAMPAIGN FOUNDATION	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	250.
HUMAN RIGHTS WATCH 350 5TH AVE 34TH FL NEW YORK, NY 10118	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES ;LISTTOTAL 550	540.
INSPIRATION CORPORATION 4554 NORTH BROADWAY SUITE 207 CHICAGO, IL 60640	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
INTERNATIONAL RESCUE COMMITTEE P. O. BOX 5058 HAGERSTOWN, MD 21741	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	180.
LEGAL MOMENTUM 395 HUDSON STREET NEW YORK, NY 10014	N/A	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	360.
MARJORIE KOVLER CENTER 1331 W ALBION AVENUE CHICAGO, IL 60626	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	360.
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
NATURAL RESOURCES DEFENSE COUNCIL P. O. BOX 1830 MERRIFIELD, VA 22116	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	180.
NEW ISRAEL FUND P. O. BOX 91588 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES	540.
OCEANA ADVOCACY RESOURCES 2501 M STREET NW, SUITE 300 WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	250.
OUR TIME THEATRE COMPANY 307 WEST 38TH STREET SUITE 1710 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	FOR LITERARY PURPOSES	400.
OXFAM AMERICA P. O. BOX 1745 BOSTON, MA 02105	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
PACIFICA FOUNDATION 2390 CHAMPLAIN STREET NW, 2ND FL WASHINGTON, DC 20009	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	180.
PEACE ACTION EDUCATION FUND 1100 WAYNE AVENUE SUITE 1020 SILVER SPRING, MD 20910	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	300.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 2000 M STREET NW #400 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	180.
PLANNED PARENTHOOD P. O. BOX 97166 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	150.
PROJECT VOTE SMART ONE COMMON GROUND PHILIPSBURG, MT 59858	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	360.
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
RESIST 259 ELM STREET #201 SOMERVILLE, MA 02144	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	540.
SAN MIGUEL SCHOOLS 1940 WEST 48TH STREET CHICAGO, IL 60609	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	150.
SHALVA 1610 W. HIGHLAND #9 CHICAGO, IL 60660	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES	515.
T'RUAH(RABBIS FOR HUMAN RIGHTS) 333-7TH AVENUE 13TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	FOR RELIGIOUS PURPOSES	180.
TECHNOSERVE 49 DAY STREET NORWALK, CT 06854	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
THE CENTER FOR PUBLIC INTEGRITY 910 17TH STREET NW, 7TH FLOOR WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	FOR CIVIC PURPOSES	200.
THE GLOBAL FUND FOR WOMEN 1375 SUTTER STREET #400 SAN FRANCISCO, CA 94109	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
THE HESPERIAN FOUNDATION 1919 ADDISON STREET SUITE 304 BERKELEY, CA 94704	N/A	PUBLIC CHARITY	FOR POVERTY PURPOSES	360.
THE STUDENT CONSERVATION ASSOCIATION P. O. BOX 550 CHARLESTOWN, NH 03603	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	100.
THE TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY, 4TH FLOOR SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	FOR ENVIRONMENTAL PURPOSES	100.
Total from continuation sheets				

36-7391521

3 Grants and Contributions Paid During the Year (Continuation)

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTORS BANK & TRUST	5,728.	0.	5,728.
TOTAL TO FM 990-PF, PART I, LN 4	5,728.	0.	5,728.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,738.	1,738.		0.
TO FORM 990-PF, PG 1, LN 16C	1,738.	1,738.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE ANNUAL REPORT FILING FEE	15.	0.		0.
FEDERAL TAXES	44.	0.		0.
TO FORM 990-PF, PG 1, LN 18	59.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	59.	0.		59.
TO FORM 990-PF, PG 1, LN 23	59.	0.		59.

FOOTNOTES

STATEMENT 5

ALL OF THE GRANTS AND CONTRIBUTIONS LISTED IN PART XV,
FORM 990-PF WERE MADE FOR RELIGIOUS, CHARITABLE,
SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSE OF EACH
DONEE ORGANIZATION.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		15,744.	19,172.
TOTAL U.S. GOVERNMENT OBLIGATIONS			15,744.	19,172.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			15,744.	19,172.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	191,108.	215,605.
FOREIGN EQUITIES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	191,108.	215,605.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	73,456.	71,290.
TOTAL TO FORM 990-PF, PART II, LINE 10C	73,456.	71,290.

HoneyBee Foundation - Portfolio Value

As of 6/30/2013

2/4/2014

Page 1

Security	Shares	Price	Cost Basis	Pre-Tax Gain	<i>Market Value</i> Balance
Bond					
AT & T 5 625% 6/15/16	5,000 000	1 119	5,743 50	-149 50	5,594 00
Calvert Social 2% 12/15/17	2,000 000	1 000	2,000 00	0 00	2,000 00
General Mills 5 7% 2/15/17	8,000 000	1 133	9,496 56	-436 56	9,060 00
Hershey Co 4 85% 8/15/15	10,000 000	1 084	11,333 50	-492 50	10,841 00
kraft Foods Inc 5 375%	100 000	112 170	11,901 35	-684 35	11,217 00
Massachusetts Ser D 4%	100 000	98 640	10,243 60	-379 60	9,864 00
Morgan Stanley Mtn 6% 4/2	10,000 000	1 072	10,925 10	-205 10	10,720 00
PNC Bank 6 875% 4/1/18	10,000 000	1 199	11,812 20	181 40	11,993 60
TOTAL Bond			73,455 81	-2,166 21	71,289 60
Stock					
Boston Common US Equity	7,559 276	28 130	187,923 60	24,718 83	212,642 43
Strats-PG Ser 2006	50 000	20 870	1,250 00	-206 50	1,043 50
US Bancorp Pfd Ser G	70 000	27 410	1,934 10	-15 40	1,918 70
TOTAL Stock			191,107 68	24,496 95	215,604 63
US Government					
US TSY NT INDX 2 375%	17,296 500	1 108	15,744 45	3,427 85	19,172 30
TOTAL US Government			15,744 45	3,427 85	19,172 30
TOTAL Investments			280,307 96	25,758 57	306,066 53

Honeybee Foundation-Capital Gains

7/1/2012 Through 6/30/2013

11/12/2013

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM						
IL Tool Works	20.000	12/21/2011	7/6/2012	1,039.26	922.72	116.54
Sysco Corp	30.000	8/17/2011	7/20/2012	867.82	882.81	-14.99
Blackrock Inc	12.000	12/14/2011	9/17/2012	2,119.24	2,059.45	59.79
Kraft Foods Inc	15.000	12/20/2011	10/5/2012	487.82	548.07	-60.25
Kraft Foods Group	0.670	10/5/2012	10/22/2012	31.17	22.83	8.34
Google Inc	2.000	1/26/2012	10/23/2012	1,475.20	1,169.76	305.44
Visa Inc CL A	5.000	12/20/2011	11/5/2012	690.36	480.19	210.17
Deere and Company	10.000	9/6/2012	11/23/2012	859.11	755.74	103.37
Gilead Sciences Inc	15.000	1/25/2012	11/23/2012	1,117.08	708.57	408.51
Pepsico	10.000	12/20/2011	12/3/2012	686.58	650.38	36.20
Aflac Inc	45.000	9/17/2012	12/31/2012	2,408.54	2,188.99	219.55
Altera Corp	20.000	4/25/2012	12/31/2012	689.98	720.51	-30.53
Altera Corp	30.000	5/29/2012	12/31/2012	1,034.97	1,007.87	27.10
Baxter Intl	30.000	12/19/2012	12/31/2012	1,977.25	1,978.58	-1.33
BG Group PLC	90.000	1/6/2012	12/31/2012	1,455.44	2,018.13	-562.69
BG Group PLC	45.000	2/27/2012	12/31/2012	727.72	1,064.48	-336.76
BG Group PLC	35.000	4/25/2012	12/31/2012	566.01	797.30	-231.29
BG Group PLC	30.000	11/13/2012	12/31/2012	485.15	508.86	-23.71
Bristol Myers Squibb	30.000	9/19/2012	12/31/2012	965.67	998.82	-33.15
CH Robinson Worldwide	15.000	7/6/2012	12/31/2012	948.43	903.90	44.53
CH Robinson Worldwide	10.000	7/27/2012	12/31/2012	632.28	561.06	71.22
Check Point Software Tech	10.000	6/25/2012	12/31/2012	472.39	505.97	-33.58
Check Point Software Tech	15.000	10/23/2012	12/31/2012	708.58	616.73	91.85
Cognizant Technology	15.000	5/24/2012	12/31/2012	1,093.92	916.62	177.30
Cognizant Technology	10.000	6/25/2012	12/31/2012	729.28	599.63	129.65
Cree Inc	25.000	4/24/2012	12/31/2012	843.23	757.89	85.34
Express Scripts Holding	35.000	7/18/2012	12/31/2012	1,863.35	1,983.93	-120.58
Express Scripts Holding	10.000	7/20/2012	12/31/2012	532.39	577.90	-45.51
Express Scripts Holding	15.000	11/23/2012	12/31/2012	798.58	779.02	19.56
First Republic Bank	65.000	3/29/2012	12/31/2012	2,145.80	2,107.79	38.01
Gilead Sciences Inc	5.000	1/25/2012	12/31/2012	361.29	236.19	125.10
Johnson & Johnson	10.000	8/7/2012	12/31/2012	699.98	682.59	17.39
Kraft Foods Group	26.000	10/5/2012	12/31/2012	1,169.23	885.88	283.35
Lowes Companies Inc	35.000	9/5/2012	12/31/2012	1,229.52	993.98	235.54
Lowes Companies Inc	35.000	11/23/2012	12/31/2012	1,229.52	1,184.14	45.38
Merck & Co	55.000	7/6/2012	12/31/2012	2,267.60	2,298.33	-30.73
Merck & Co	15.000	7/20/2012	12/31/2012	618.44	663.30	-44.86
Merck & Co	10.000	8/7/2012	12/31/2012	412.29	436.50	-24.21
Microsoft	15.000	11/5/2012	12/31/2012	401.69	429.96	-28.27
Mondelez International	80.000	10/5/2012	12/31/2012	2,029.15	1,692.97	336.18
Morgan Stanley	50.000	3/29/2012	12/31/2012	942.98	1,043.82	-100.84
Morgan Stanley	60.000	5/4/2012	12/31/2012	1,131.57	1,059.55	72.02
National Oilwell Varco	10.000	4/25/2012	12/31/2012	670.59	779.10	-108.51
Parker Hannifin Co	10.000	2/27/2012	12/31/2012	847.45	896.30	-48.85
Parker Hannifin Co	6.000	11/23/2012	12/31/2012	508.47	484.95	23.52
Priceline.Com	2.000	9/27/2012	12/31/2012	1,212.24	1,263.03	-50.79
Priceline.Com	1.000	10/4/2012	12/31/2012	606.12	623.83	-17.71
Priceline.Com	2.000	12/19/2012	12/31/2012	1,212.24	1,229.19	-16.95
Roche Holdings	45.000	1/6/2012	12/31/2012	2,305.57	1,954.34	351.23
Roche Holdings	25.000	1/25/2012	12/31/2012	1,280.87	1,093.95	186.92
Roche Holdings	20.000	5/4/2012	12/31/2012	1,024.70	922.23	102.47
VF Corp	12.000	2/28/2012	12/31/2012	1,753.16	1,725.39	27.77
Grainger W W Inc	1.000	11/23/2012	12/31/2012	199.14	190.74	8.40
Boston Common US Equity F..	767.353	12/28/2012	6/13/2013	22,000.00	19,076.40	2,923.60
TOTAL SHORT TERM				76,566.41	71,641.16	4,925.25
LONG TERM						
Automatic Data Processing	40.000	11/8/2010	7/6/2012	2,218.39	1,807.49	410.90
PNC Financial	15.000	4/28/2010	7/18/2012	913.96	1,038.85	-124.89
Sysco Corp	15.000	12/8/2009	7/20/2012	433.91	421.32	12.59
EMERSON ELECTRIC CO	5.000	4/7/2008	7/27/2012	225.70	270.39	-44.69
Nike Inc-B	10.000	10/5/2009	8/7/2012	921.06	646.78	274.28
Noble Corporation	30.000	1/14/2010	8/7/2012	1,074.44	1,323.24	-248.80
Noble Corporation	3.000	11/12/2010	8/7/2012	107.44	111.41	-3.97
Noble Corporation	7.000	11/15/2010	8/7/2012	250.70	261.57	-10.87
Home Depot	15.000	3/22/2010	9/5/2012	848.03	488.31	359.72
AT&T	5.000	9/9/2010	9/19/2012	186.23	136.77	49.46

Honeybee Foundation-Capital Gains

7/1/2012 Through 6/30/2013

11/12/2013

Page 2

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
AT&T	15.000	9/6/2011	9/19/2012	558.68	429.07	129.61
Kraft Foods Inc	65 000	11/8/2010	10/5/2012	2,113.87	2,053.61	60.26
IBM INTL GP 5 05% 10/22/12	20,000.000	12/17/2008	10/22/2012	20,000.00	20,821.80	-821.80
Visa Inc CL A	5.000	7/22/2011	11/5/2012	690.36	445.75	244.61
Home Depot	15 000	3/22/2010	11/23/2012	943.94	488.31	455.63
Pepsico	30.000	9/26/2011	12/3/2012	2,059.75	1,839.37	220.38
Pepsico	15.000	9/30/2011	12/3/2012	1,029.88	942.36	87.52
Hospira Incorporated	40.000	3/30/2011	12/19/2012	1,268.96	2,165.75	-896.79
Mc Cormick & Co	4.000	9/16/2010	12/19/2012	257.65	163.60	94.05
Time Warner Cable	10.000	5/12/2010	12/19/2012	943.18	494.71	448.47
Novartis AG	18.000	4/12/2011	12/19/2012	1,137.81	906.32	231.49
Altera Corp	40 000	12/14/2011	12/31/2012	1,379.96	1,391.96	-12.00
AON Corp	40 000	6/10/2011	12/31/2012	2,263.94	2,075.59	188.35
Apache Corp	5.000	4/30/2009	12/31/2012	391.34	360.60	30.74
Apple Inc	12.000	4/30/2009	12/31/2012	6,151.90	1,532.79	4,619.11
Apple Inc	5.000	6/17/2009	12/31/2012	2,563.29	680.99	1,882.30
Apple Inc	1.000	12/8/2009	12/31/2012	512.66	198.29	314.37
Apple Inc	4 000	3/16/2011	12/31/2012	2,050.63	1,404.31	646.32
Aptargroup Inc	10.000	10/18/2010	12/31/2012	475.69	471.69	4.00
Aptargroup Inc	25.000	12/15/2010	12/31/2012	1,189.21	1,176.74	12.47
AT&T	75.000	8/13/2010	12/31/2012	2,519.19	2,023.91	495.28
BB&T Corp	35 000	9/9/2009	12/31/2012	1,021.28	920.36	100.92
BB&T Corp	35 000	10/9/2009	12/31/2012	1,021.28	925.76	95.52
Check Point Software Tech	35.000	1/28/2011	12/31/2012	1,653.36	1,597.30	56.06
Colgate Palmolive	5.000	4/30/2009	12/31/2012	522.54	292.65	229.89
Colgate Palmolive	4.000	8/17/2010	12/31/2012	418.03	308.37	109.66
Cree Inc	15.000	2/8/2010	12/31/2012	505.94	900.56	-394.62
Cree Inc	15.000	6/16/2010	12/31/2012	505.94	964.44	-458.50
Cummins Inc.	20.000	7/22/2009	12/31/2012	2,141.70	729.84	1,411.86
Deere and Company	15.000	3/13/2009	12/31/2012	1,299.57	434.63	864.94
Deere and Company	10.000	4/17/2009	12/31/2012	866.38	394.55	471.83
Deere and Company	5.000	4/30/2009	12/31/2012	433.19	208.51	224.68
East West Bancorp	30.000	9/16/2010	12/31/2012	644.98	497.74	147.24
East West Bancorp	70.000	9/17/2010	12/31/2012	1,504.96	1,171.34	333.62
EMC Corp Mass	85 000	9/12/2011	12/31/2012	2,145.35	1,868.22	277.13
EMERSON ELECTRIC CO	10.000	4/7/2008	12/31/2012	525.58	540.77	-15.19
EMERSON ELECTRIC CO	15.000	4/30/2009	12/31/2012	788.37	512.23	276.14
EMERSON ELECTRIC CO	20.000	12/1/2011	12/31/2012	1,051.16	981.27	69.89
EOG Resources Inc	10.000	1/28/2011	12/31/2012	1,213.87	996.35	217.52
EOG Resources Inc	10.000	12/21/2011	12/31/2012	1,213.87	976.88	236.99
Franklin Resources	20.000	8/11/2009	12/31/2012	2,543.34	1,851.76	691.58
Franklin Resources	10 000	12/1/2011	12/31/2012	1,271.67	941.88	329.79
Gilead Sciences Inc	50.000	7/22/2011	12/31/2012	3,612.92	2,090.44	1,522.48
Google Inc	4.000	8/11/2009	12/31/2012	2,820.33	1,807.28	1,013.05
Google Inc	3.000	8/19/2009	12/31/2012	2,115.25	1,375.10	740.15
Google Inc	2.000	7/8/2011	12/31/2012	1,410.17	1,063.38	346.79
Home Depot	35.000	3/22/2010	12/31/2012	2,139.14	1,139.38	999.76
Johnson & Johnson	15.000	10/2/2008	12/31/2012	1,049.97	1,021.50	28.47
Johnson & Johnson	10.000	4/30/2009	12/31/2012	699.98	519.20	180.78
Johnson & Johnson	15 000	8/31/2010	12/31/2012	1,049.97	870.85	179.12
Johnson & Johnson	10.000	6/6/2011	12/31/2012	699.98	667.34	32.64
JP Morgan Chase	25 000	8/20/2008	12/31/2012	1,093.98	951.44	142.54
JP Morgan Chase	25.000	11/14/2008	12/31/2012	1,093.98	913.35	180.63
JP Morgan Chase	10 000	4/30/2009	12/31/2012	437.59	339.90	97.69
JP Morgan Chase	20.000	9/6/2011	12/31/2012	875.18	753.43	121.75
Mc Cormick & Co	31 000	9/16/2010	12/31/2012	1,970.31	1,267.87	702.44
Metlife Inc	50 000	3/16/2011	12/31/2012	1,635.46	2,289.30	-653.84
Metlife Inc	25.000	9/16/2011	12/31/2012	817.73	755.87	61.86
Microsoft	15.000	4/30/2009	12/31/2012	401.69	305.70	95.99
Microsoft	10.000	9/28/2009	12/31/2012	267.79	259.10	8.69
Microsoft	15.000	5/12/2010	12/31/2012	401.69	419.31	-17.62
Microsoft	35.000	11/8/2010	12/31/2012	937.28	949.40	-12.12
Microsoft	50.000	3/16/2011	12/31/2012	1,338.97	1,284.03	54.94
National Oilwell Varco	30.000	3/24/2011	12/31/2012	2,011.76	2,371.16	-359.40
Nordstrom Inc	15.000	9/23/2011	12/31/2012	765.73	727.64	38.09
Nordstrom Inc	20.000	9/30/2011	12/31/2012	1,020.97	961.73	59.24
Novo-Nordisk	10.000	6/6/2011	12/31/2012	1,621.06	1,251.66	369.40
Oracle Corp	60.000	10/28/2011	12/31/2012	2,007.55	1,960.59	46.96
Oracle Corp	35 000	12/1/2011	12/31/2012	1,171.07	1,046.10	124.97
Oracle Corp	40 000	12/20/2011	12/31/2012	1,338.37	1,164.71	173.66
Oracle Corp	25 000	12/29/2011	12/31/2012	836.48	647.16	189.32
PNC Financial	35.000	12/8/2009	12/31/2012	2,024.00	1,875.10	148.90

Honeybee Foundation-Capital Gains

7/1/2012 Through 6/30/2013

11/12/2013

Page 3

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
PNC Financial	10.000	6/30/2011	12/31/2012	578.29	579.34	-1.05
Proctor & Gamble	5.000	4/30/2009	12/31/2012	338.67	246.95	91.72
Proctor & Gamble	5.000	9/28/2009	12/31/2012	338.67	287.99	50.68
Qualcomm Inc	35.000	3/19/2009	12/31/2012	2,147.55	1,320.01	827.54
Qualcomm Inc	5.000	4/30/2009	12/31/2012	306.79	212.00	94.79
Qualcomm Inc	5.000	8/19/2009	12/31/2012	306.79	228.22	78.57
Qualcomm Inc	12.000	2/11/2011	12/31/2012	736.30	672.24	64.06
Qualcomm Inc	3.000	2/14/2011	12/31/2012	184.08	168.21	15.87
Qualcomm Inc	15.000	6/30/2011	12/31/2012	920.38	823.67	96.71
Spectra Energy Corp	80.000	7/25/2011	12/31/2012	2,163.15	2,184.26	-21.11
Spectra Energy Corp	30.000	12/1/2011	12/31/2012	811.18	862.04	-50.86
Statoil ASA-SPON ADR	150.000	5/26/2010	12/31/2012	3,713.92	2,968.07	745.85
Statoil ASA-SPON ADR	10.000	2/14/2011	12/31/2012	247.59	238.82	8.77
Sysco Corp	55.000	12/8/2009	12/31/2012	1,735.21	1,544.85	190.36
Disney (The Walt) Company	35.000	6/18/2008	12/31/2012	1,737.01	1,187.01	550.00
Disney (The Walt) Company	10.000	11/10/2008	12/31/2012	496.29	218.00	278.29
Disney (The Walt) Company	25.000	8/19/2009	12/31/2012	1,240.72	642.19	598.53
Disney (The Walt) Company	10.000	9/28/2009	12/31/2012	496.29	282.18	214.11
Time Warner Cable	40.000	6/17/2009	12/31/2012	3,843.90	1,240.23	2,603.67
Time Warner Cable	9.000	5/12/2010	12/31/2012	864.88	445.24	419.64
Visa Inc CL A	20.000	7/22/2011	12/31/2012	2,991.33	1,783.02	1,208.31
Vodafone Group PLC ADR E ..	130.000	6/6/2011	12/31/2012	3,242.12	3,468.17	-226.05
Waters Corp	25.000	12/23/2011	12/31/2012	2,181.95	1,852.34	329.61
WGL Holdings Inc	20.000	3/19/2009	12/31/2012	782.57	644.92	137.65
WGL Holdings Inc	10.000	4/30/2009	12/31/2012	391.29	311.10	80.19
WGL Holdings Inc	30.000	6/19/2009	12/31/2012	1,173.86	955.69	218.17
WGL Holdings Inc	25.000	9/9/2010	12/31/2012	978.22	915.41	62.81
Grainger W W Inc	1.000	4/30/2009	12/31/2012	199.14	85.15	113.99
Zimmer Holdings	35.000	3/30/2010	12/31/2012	2,323.21	2,023.96	299.25
Zimmer Holdings	10.000	6/10/2011	12/31/2012	663.78	648.09	15.69
Nike Inc-B	10.000	10/5/2009	12/31/2012	512.68	323.39	189.29
Nike Inc-B	10.000	10/5/2009	12/31/2012	512.58	323.39	189.19
Novartis AG	25.000	4/12/2011	12/31/2012	1,574.46	1,258.78	315.68
Novartis AG	10.000	6/6/2011	12/31/2012	629.78	637.13	-7.35
Novartis AG	15.000	7/22/2011	12/31/2012	944.68	932.63	12.05
Hewlett-Packard Co 4.5% 3/1..	10,000.000	3/23/2010	3/1/2013	10,000.00	10,767.35	-767.35
TOTAL LONG TERM				172,949.77	142,920.12	30,029.65
SUPER LONG TERM						
Praxair Inc	12.000	7/17/2006	7/18/2012	1,286.61	657.48	629.13
3M Co	10.000	9/8/2004	12/31/2012	928.28	828.00	100.28
3M Co	30.000	7/17/2006	12/31/2012	2,784.83	2,178.30	606.53
Apache Corp	25.000	9/8/2004	12/31/2012	1,956.70	1,153.75	802.95
Apache Corp	10.000	7/17/2006	12/31/2012	782.68	690.20	92.48
Colgate Palmolive	6.000	7/17/2006	12/31/2012	627.05	369.90	257.15
Colgate Palmolive	10.000	12/27/2007	12/31/2012	1,045.08	790.24	254.84
Costco Wholesale Corp	20.000	12/19/2006	12/31/2012	1,966.35	1,047.95	918.40
Johnson & Johnson	10.000	12/19/2006	12/31/2012	699.98	662.10	37.88
JP Morgan Chase-D	57.000	7/11/2006	12/31/2012	2,494.27	2,426.49	67.78
Microsoft	55.000	7/17/2006	12/31/2012	1,472.87	1,251.25	221.62
Parker Hannifin Co	2.000	6/23/2006	12/31/2012	169.49	98.95	70.54
Parker Hannifin Co	10.000	7/17/2006	12/31/2012	847.45	499.07	348.38
Praxair Inc	10.000	9/8/2004	12/31/2012	1,098.37	416.50	681.87
Praxair Inc	23.000	7/17/2006	12/31/2012	2,526.24	1,260.17	1,266.07
Proctor & Gamble	20.000	3/17/2006	12/31/2012	1,354.67	1,203.05	151.62
Proctor & Gamble	40.000	7/17/2006	12/31/2012	2,709.33	2,276.00	433.33
Proctor & Gamble	25.000	11/27/2007	12/31/2012	1,693.33	1,828.80	-135.47
Grainger W W Inc	20.000	9/3/2004	12/31/2012	3,982.71	1,065.00	2,917.71
TOTAL SUPER LONG TERM				30,426.29	20,703.20	9,723.09
OVERALL TOTAL				279,942.47	235,264.48	44,677.99

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 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HONEYBEE FOUNDATION	Employer identification number (EIN) or 36-7391521
	Number, street, and room or suite no. If a P.O. box, see instructions. 939 TOWER RD.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINNETKA, IL 60093	

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

MELISSA MIZEL

- The books are in the care of ► **939 TOWER ROAD, - WINNETKA, IL 60093**

Telephone No. ► **847 446-2564**

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 **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**.

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	\$	1,060.
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	\$	160.
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	\$	900.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)