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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

08/01, 2012, and ending

07/31, 2013

Name of foundation **THE MANAAKI FOUNDATION PASCALE KICHLER,
WILLIAM A. GEE IV P18224009**A Employer identification number
27-1371242

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

Room/suite

B Telephone number (see instructions)

10 S DEARBORN IL1-0117**866- 888-5157**

City or town, state, and ZIP code

CHICAGO, IL 60603

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) **\$ 11,058,660.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

E If private foundation status was terminated

under section 507(b)(1)(A), check here ☐

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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
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	244,838.	239,804.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	349,218.			
b Gross sales price for all assets on line 6a	4,458,810.			
7 Capital gain net income (from Part IV, line 2)		349,218.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	594,056.	589,022.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	67,602.	67,602.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	587.	587.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	25.			25.
24 Total operating and administrative expenses. Add lines 13 through 23	68,214.	68,189.		25.
25 Contributions, gifts, grants paid	500,230.			500,230.
26 Total expenses and disbursements. Add lines 24 and 25	568,444.	68,189.		500,255.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	25,612.			
b Net investment income (if negative, enter -0-)		520,833.		
c Adjusted net income (if negative, enter -0-)				

FEB 19 2014
FEB 19 2014
FEB 19 2014

SCANNED FEB 27 2014

P 12 W

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	298,532.	347,519.	347,519.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	5,874,002.	4,192,436.	4,930,868.
	c	Investments - corporate bonds (attach schedule)	3,813,941.	2,748,555.	2,791,007.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)		2,723,040.	2,989,266.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,986,475.	10,011,550.	11,058,660.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
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	9,986,475.	10,011,550.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	9,986,475.	10,011,550.	
31	Total liabilities and net assets/fund balances (see instructions)	9,986,475.	10,011,550.		

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	9,986,475.
2	Enter amount from Part I, line 27a	2	25,612.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4	Add lines 1, 2, and 3	4	10,012,090.
5	Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	5	540.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,011,550.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,458,810.		4,109,592.	349,218.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			349,218.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	349,218.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	518,762.	10,319,168.	0.050272
2010	222,190.	10,527,019.	0.021107
2009	110,879.	9,806,081.	0.011307
2008			
2007			

2 Total of line 1, column (d)	2	0.082686
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.027562
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,794,756.
5 Multiply line 4 by line 3	5	297,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,208.
7 Add lines 5 and 6	7	302,733.
8 Enter qualifying distributions from Part XII, line 4	8	500,255.

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		1	5,208.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	5,208.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	5,208.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,320.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 9,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	11,320.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	6,112.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 5,208. Refunded ☒ 904.		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>JP MORGAN CHASE BANK, NA</u> Telephone no <u>(866) 888-5157</u> Located at <u>10 S DEARBORN ST., IL 1-0117, CHICAGO, IL</u> ZIP+4 <u>60603</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No 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 <u></u>				

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)?		
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?		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 <u></u>		
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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM A GEE, IV 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR, PRESID 2	-0-	-0-	-0-
SUSAN CROTHERS GEE 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR, SECRET 1			
PASCALE KICHLER 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR 1			

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

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	10,624,629.
b	Average of monthly cash balances	1b	334,514.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,959,143.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,959,143.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,794,756.
6	Minimum investment return. Enter 5% of line 5	6	539,738.

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	539,738.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,208.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,208.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	534,530.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	534,530.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	534,530.

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	500,255.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	500,255.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,208.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	495,047.

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				534,530.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			495,073.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 500,255.				
a Applied to 2011, but not more than line 2a			495,073.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				5,182.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				529,348.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

4942(j)(3) or

4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 SEE ATTACHED SCHEDULE FOR DETAILS	NONE	PUBLIC	PROGRAM SUPPORT	500,230.
Total			▶ 3a	500,230.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	244,838.	
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			18	349,218.	
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)				594,056.	
13 Total. Add line 12, columns (b), (d), and (e)				594,056.	

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

[illegible]

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust

THE MANAAKI FOUNDATION PASCALE KICHLER,

Employer identification number

27-1371242

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	53,753.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	53,753.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					20,288.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	275,177.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss) Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	295,465.

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

Schedule D (Form 1041) 2012

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Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		53,753.
14	Net long-term gain or (loss):			
a	Total for year	14a		295,465.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		32,447.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		349,218.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0092

2012

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

Name of estate or trust

Employer identification number

THE MANAAKI FOUNDATION PASCALE KICHLER,

27-1371242

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	53,753.00
--	-----------

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

THE MANAAKI FOUNDATION PASCALE KICHLER,

27-1371242

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 105000. BARC BREN EAFE 08	08/12/2011	08/29/2012	107,934.00	105,000.00	2,934.00
373. SPDR GOLD TRUST	03/24/2010	10/01/2012	64,493.00	39,892.00	24,601.00
100000. HSBC MARKET PLUS S	08/11/2011	10/12/2012	119,500.00	100,000.00	19,500.00
19765.85 JPMORGAN US REAL	03/24/2010	10/15/2012	356,576.00	284,488.00	72,088.00
6594.749 JPMORGAN HIGH YIE	04/22/2010	10/15/2012	53,681.00	53,286.00	395.00
115000. BNP BREN ASIA BASK	05/11/2011	11/16/2012	108,400.00	115,000.00	-6,600.00
110000. HSBC BREN EAFE 11	11/04/2011	11/21/2012	111,115.00	110,000.00	1,115.00
85000. DB 95% PPN FX BASKE	07/29/2011	02/01/2013	80,750.00	86,121.00	-5,371.00
110000. GS BREN SPX 05/15/	04/27/2012	05/15/2013	124,344.00	110,000.00	14,344.00
115000. GS BREN SPX 5/22/1	05/04/2012	05/22/2013	127,880.00	115,000.00	12,880.00
4527.066 ABERDEEN ASIA PAC JAPAN	03/24/2010	07/10/2013	51,609.00	48,702.00	2,907.00
35077.995 BLACKROCK FDS HI INSTL*	12/02/2011	07/10/2013	280,975.00	257,472.00	23,503.00
958.126 CALVERT SOCIAL INV I	12/02/2011	07/10/2013	45,243.00	36,457.00	8,786.00
26952.871 DOUBLELINE TOTAL	03/02/2012	07/10/2013	295,134.00	302,563.00	-7,429.00
22142.817 HARBOR HIGH YIEL - INS	12/02/2011	07/10/2013	240,471.00	237,814.00	2,657.00
1227. ISHARES TR S & P MID INDEX FD	02/02/2011	07/10/2013	146,722.00	114,822.00	31,900.00
10402.19 JPM INFLATION MGD SEL	05/19/2011	07/10/2013	108,391.00	109,743.00	-1,352.00
59799.107 JPMORGAN HIGH YI FUND	04/22/2010	07/10/2013	481,383.00	480,174.00	1,209.00
1573. SPDR TR UNIT SER 1	06/22/2011	07/10/2013	259,389.00	202,077.00	57,312.00
547. SPDR GOLD TRUST	03/24/2010	07/10/2013	66,347.00	58,501.00	7,846.00
57541.152 VANGUARD FXD INC TM CORP*	12/12/2011	07/10/2013	559,875.00	578,268.00	-18,393.00
110000. BARC BRENT CBEN 07	07/20/2012	07/31/2013	125,345.00	110,000.00	15,345.00
100000. UBS CONT BUFF EQ S	07/13/2012	07/31/2013	115,000.00	100,000.00	15,000.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 275,177.00

Schedule D-1 (Form 1041) 2012

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	244,838.	239,804.
	-----	-----
TOTAL	244,838.	239,804.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-NOT SUBJE	67,602.	67,602.
TOTALS	67,602.	67,602.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	281.	281.
FOREIGN TAXES ON NONQUALIFIED	306.	306.
	-----	-----
TOTALS	587.	587.
	=====	=====

THE MANAAKI FOUNDATION PASCALE KICHLER,

27-1371242

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	10.	10.
ATTORNEY GENERAL FEE	15.	15.
TOTALS	----- 25. =====	----- 25. =====

THE MANAAKI FOUNDATION PASCALE KICHLER,
FORM 990PF, PART XV - LINES 2a - 2d
=====

27-1371242

RECIPIENT NAME:

JP MORGAN CHASE BANK, NA

ADDRESS:

2200 ROSS AVENUE, 5TH FLOOR

DALLAS, TX 75201-2787

RECIPIENT'S PHONE NUMBER: 214-965-2910

FORM, INFORMATION AND MATERIALS:

CALL FOR APPLICATION FORM

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO RESTRICTIONS, BUT INCLUDE A COPY OF IRS TAX

EXEMPT DETERMINATION LETTER

STATEMENT 5

MUSEUM OF SCIENCE AND INDUSTRY	57TH & LAKE SHORE DR	CHICAGO, IL 60637	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
NAPERVILLE SUNRISE FOUNDATION	P O BOX 5586	NAPERVILLE, IL 60567	NONE	PUBLIC	PROGRAM SUPPORT	\$ 15,000
NATURAL RESOURCES DEFENSE COUNCIL	20 N WACKER DRIVE, SUITE 1600	CHICAGO, IL 60606	NONE	PUBLIC	PROGRAM SUPPORT	\$ 11,000
OAK PARK RIVER FOREST SOCCER CLUB, INC	848 LAKE STREET	OAK PARK, IL 60305	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
OAK PARK RIVER FOREST COMMUNITY FOUNDATION	1049 LAKE STREET, SUITE 204	OAK PARK, IL 60305	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
OAK PARK RIVER FOREST FOOD PANTRY	848 LAKE STREET	OAK PARK, IL 60305	NONE	PUBLIC	PROGRAM SUPPORT	\$ 15,000
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC	434 WESR 33RD ST	NEW YORK, NY 10271	NONE	PUBLIC	PROGRAM SUPPORT	\$ 10,000
PLANNED PARENTHOOD OF WISCONSIN, INC	302 JACKSON STREET	MILWAUKEE, WI 53202	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
SEVEN GENERATIONS AHEAD	642 S LOMBARD	OAK PARK, IL 60304	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
SHARE YOUR SOLES FOUNDATION, INC	5623 W 115TH ST	ALSIP, IL 60803	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
SHEDD AQUARIUM SOCIETY	1200 S LAKE SHORE DR	CHICAGO, IL 60605	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
SIERRA CLUB FOUNDATION	70 E LAKE STREET, SUITE 1500	CHICAGO, IL 60601	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
THE CARTER CENTER, INC	ONE COPENHILL, 453 FREEDOM PARKWAY	ATLANTA, GA 30307	NONE	PUBLIC	PROGRAM SUPPORT	\$ 50,000
THE WEST COOK YMCA	255 S MARION STREET	OAK PARK, IL 60302	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
THIRD COAST INTERNATIONAL AUDIO FESTIVAL	848 E GRAND AVE, SUITE 400	CHICAGO, IL 60611	NONE	PUBLIC	PROGRAM SUPPORT	\$ 30,000
UNIVERSITY OF CHICAGO	5801 SOUTH ELLIS AVE, SUITE 402	CHICAGO, IL 60637	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
VANAEVHU - CHILDREN OF THE SOIL	807 DAVIS STREET	EVANSTON, IL 60201	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
WINDOW TO THE WORLD	5400 N ST LOUIS AVE	CHICAGO, IL 60625	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
WOMENS GLOBAL EDUCATION PROJECT	P O BOX 617613	CHICAGO, IL 60661	NONE	PUBLIC	PROGRAM SUPPORT	\$ 10,000
					TOTAL	\$ 500,230

PART XV, LINE 3 B: APPROVED FOR FUTURE PAYMENT

CARTER CENTER, INC	ONE COPENHILL, 453 FREEDOM PARKWAY	ATLANTA, GA 30307	NONE	PUBLIC	PROGRAM SUPPORT	\$ 50,000
CHICAGO METRO HISTORY	60 WEST WALTON STREET	CHICAGO, IL 60610	NONE	PUBLIC	PROGRAM SUPPORT	\$ 5,000
CHICAGO PUBLIC MEDIA	848 EAST GRAND AVENUE	CHICAGO, IL 60611	NONE	PUBLIC	PROGRAM SUPPORT	\$ 200,000
DOCTORS WITHOUT BORDERS	333 7TH AVE, 2ND FL	NEW YORK, NY 10001	NONE	PUBLIC	PROGRAM SUPPORT	\$ 10,000
FOUNDATION FOR NATIONAL PROGRESS	222 SUTTER ST, 6TH FL	SAN FRANCISCO, CA 94108	NONE	PUBLIC	PROGRAM SUPPORT	\$ 50,000
GREEN AMERICA	1612 K STREET NW, SUITE 600	WASHINGTON, DC 20006	NONE	PUBLIC	PROGRAM SUPPORT	\$ 20,000
INSTITUTE OF CULTURAL AFFAIRS	166 N HUMPHREY, 1N	OAK PARK, IL 60302	NONE	PUBLIC	PROGRAM SUPPORT	\$ 2,000
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCATION & CONSERVATION	1595 SPRING HILL ROAD, SUITE 550	VIENNA, VA 22182	NONE	PUBLIC	PROGRAM SUPPORT	\$ 20,000
					TOTAL	\$ 357,000



THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Account Summary

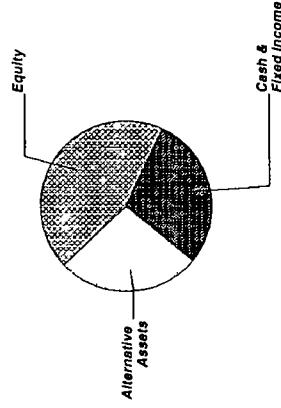
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	3,643,362.83	4,930,867.68	1,287,504.85	67,065.08	44%
Alternative Assets	3,192,637.22	2,989,265.96	(203,371.26)	3,383.83	27%
Cash & Fixed Income	3,963,446.89	3,138,526.08	(824,920.81)	99,412.12	29%
Market Value	\$10,799,446.94	\$11,058,659.72	\$259,212.78	\$169,861.03	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	7,793.86	1,769.19	(6,024.67)
Market Value	\$7,793.86	\$1,769.19	(\$6,024.67)

Asset Allocation



PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	10,799,446.94	10,873,781.62
Withdrawals & Fees	(41,502.06)	(520,287.17)
Net Additions/Withdrawals	(\$41,502.06)	(\$520,287.17)
Income	27,783.32	122,346.95
Change In Investment Value	272,931.52	582,818.32
Ending Market Value	\$11,058,659.72	\$11,058,659.72
Accruals	--	--
Market Value with Accruals	--	--

INCOME

	Current Period Value	Year-to-Date Value
	0.00	0.00
	\$0.00	\$0.00
	\$0.00	\$0.00
	1,769.19	1,769.19
	\$1,769.19	\$1,769.19

J.P.Morgan



THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	13,389 19	102,848 74
Interest Income	7 21	63 37
Original Issue Discount	178 78	1,196 21
Taxable Income	\$13,575.18	\$104,108.32
Tax-Exempt Income	14,208 14	18,238 63
Tax-Exempt Income	\$14,208.14	\$18,238.63

Cost Summary	Cost
Equity	4,192,436 14
Cash & Fixed Income	3,096,073 32
Total	\$7,288,509.46

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		4,200 50
ST Realized Gain/Loss	18,653 60	18,653 60
LT Realized Gain/Loss	139,291 35	161,144 21
Realized Gain/Loss	\$157,944.95	\$183,998.31
Unrealized Gain/Loss		\$813,962.65

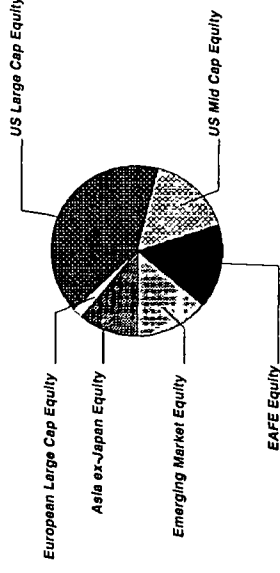


THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,913,569 33	2,014,929 87	101,360 54	18%
US Mid Cap Equity	667,821 00	785,963 93	118,142 93	7%
EAFE Equity	547,409 52	803,424 68	256,015 16	7%
European Large Cap Equity	121,173 20	126,635 70	5,462 50	1%
Asia ex-Japan Equity	393,389 78	578,044 07	184,654 29	5%
Emerging Market Equity	0 00	621,869 43	621,869 43	6%
Total Value	\$3,643,362.83	\$4,930,867.68	\$1,287,504.85	44%

Asset Categories



Equity as a percentage of your portfolio - 44 %

Market Value/Cost	Current Period Value
Market Value	4,930,867 68
Tax Cost	4,192,436 14
Unrealized Gain/Loss	738,431 54
Estimated Annual Income	67,065 08
Yield	1 36 %

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Note P indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BNP CONT BUFF EQ SPX 10/30/13 80% CONTIN BARRIER- 4 15%CPN 15% CAP INITIAL LEVEL-10/12/12 SPX 1428 59 05574L-AV-0	112 70	135,000 000	152,148 86	135,000 00	17,148 86		
CALVERT EQUITY PORTFOLIO - I 131618-79-5 CEYI X	47 83	15,074 083	720,993 39	573,568 87	147,424 52	602 96	0 08%
P PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	34 87	12,714 581	443,357 44	438,396 51	4,960 93	10,387 81	2 34%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	168 71	3,308 000	558,092 68	415,779 54	142,313 14	11,028 87	1 98%
UBS CONT BUFF EQ SPX 10/23/13 80 35% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-10/05/12 SPX 1460 93 902674-LU-2	112 27	125,000 000	140,337 50	125,000 00	15,337 50		
Total US Large Cap Equity			\$2,014,929.87	\$1,687,744.92	\$327,184.95	\$22,019.64	1.09%
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	44 58	5,060 741	225,607 83	218,472 20	7,135 63	1,963 56	0 87%

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	123.02	4,555,000	560,356.10	394,540.19	165,815.91	7,720.72	1.38%
Total US Mid Cap Equity			\$785,963.93	\$613,012.39	\$172,951.54	\$9,684.28	1.23%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	35.46	9,790,571	347,173.65	239,024.75	108,148.90	2,878.42	0.83%
BNP BREN MXEA 02/20/14 10%BUFFER-2XLEV- 6 1%CAP 12 2%MAXRTRN INITIAL LEVEL-2/1/13 MXEA 1697 38 05574L-EY-0	103.57	115,000,000	119,107.38	115,000.00	4,107.38		
CULLEN INTER HIGH DIVID-I 230001-70-3 CIHI X	10.49	21,314,361	223,587.65	218,472.20	5,115.45	5,243.33	2.35%
GS BREN EAFE 12/04/13 10%BUFFER-2 XLEV- 8 37%CAP 16 74%MAXRTRN INITIAL LEVEL-11/16/12 SX5E 2427 32 UKX 5605 59 TPX 751 34 38141G-JG-0	113.56	100,000,000	113,556.00	100,000.00	13,556.00		
Total EAFE Equity			\$803,424.68	\$672,496.95	\$130,927.73	\$8,121.75	1.01%

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	110 12	115,000 000	126,635 70	115,000 00	11,635 70		

Asia ex-Japan Equity							
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	55 89	4,024 000	224,901 36	218,939 40	5,961 96	4,253 36	1 89%
MATTHEWS ASIA DIVIDEND-INV 577125-10-7 MAPI X	15 54	22,724 756	353,142 71	285,860 73	67,281 98	14,293 87	4 05%
Total Asia ex-Japan Equity			\$578,044.07	\$504,800.13	\$73,243.94	\$18,547.23	3.21%

Emerging Market Equity							
ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	39 01	8,651 000	337,475 51	326,291 50	11,184 01	6,652 61	1 97%
OPPENHEIMER DEVELOPING MKT-Y 683974-50-5 ODVY X	34 72	8,191 069	284,393 92	273,090 25	11,303 67	2,039 57	0 72%
Total Emerging Market Equity			\$621,869.43	\$599,381.75	\$22,487.68	\$8,692.18	1.40%

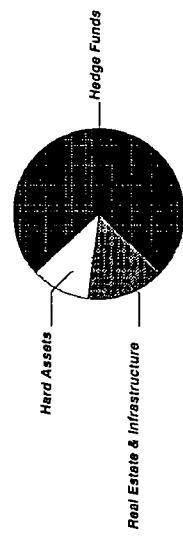
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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	2,222,348.93	2,233,147.34	10,798.41	20%
Real Estate & Infrastructure	589,661.62	447,706.92	(141,954.70)	4%
Hard Assets	380,626.67	308,411.70	(72,214.97)	3%
Total Value	\$3,192,637.22	\$2,989,265.96	(\$203,371.26)	27%



Alternative Assets as a percentage of your portfolio - 27 %



THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Note P indicates position adjusted for Pending Trade Activity

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GLOBAL ACCESS HEDGE FUND LTD CLASS A LEAD SERIES 2009 N/O Client 47799K-91-1	1,221.23	928.178	1,133,516.37	1,000,000.00
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS E NEW ISSUES INELIGIBLE N/O Client 43098A-99-3	1,231.42 6/28/13	892.978	1,099,630.97	1,000,000.00
Total Hedge Funds			\$2,233,147.34	\$2,000,000.00

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THE MANAAKI FOUNDATION - CORP ACCT. X18224505
For the Period 7/1/13 to 7/31/13

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div.	Yield
Real Estate & Infrastructure						
TORTOISE MLP & PIPELINE-INS 56166Y-40-4 TORI X	30,027 29	387,352 07		447,706 92	2,672 42	0 60 %

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BREN COMMODITY BSKT 11/21/13 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 1 85%LEV, 20%BUFFER, 27 75%MAXRTN 11/18/11 06738K-ZN-4	102 27	110,000 000	112,497 00	110,000 00

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC PARTICIPATING GOLD NOTE				
10/09/13	74 11	115,000 000	85,226 50	115,000 00
LNKD TO GOLDLNP				
85%BARRIER, 17 50%MAXRTN				
9/28/12, INITIAL STRIKE 1776 00				
06741T-HL-4				
P PIMCO COMMODITYPL STRAT-P				
72201P-16-7 PCLP	10 58	10,462 023	110,688 20	110,688 20
Total Hard Assets			\$308,411.70	\$335,688.20

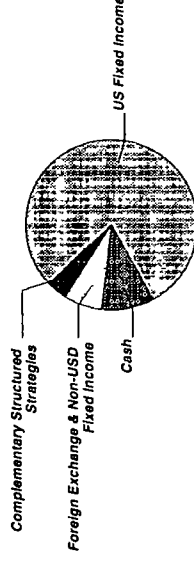


THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	259,511.87	347,518.59	88,006.72	3%
US Fixed Income	3,377,174.82	2,464,517.40	(912,657.42)	23%
Complementary Structured Strategies	79,322.00	79,228.50	(93.50)	1%
Foreign Exchange & Non-USD Fixed Income	247,438.20	247,261.59	(176.61)	2%
Total Value	\$3,963,446.89	\$3,138,526.08	(\$824,920.81)	29%

Market Value/Cost	Current Period Value
Market Value	3,138,526.08
Tax Cost	3,096,073.32
Unrealized Gain/Loss	42,452.76
Estimated Annual Income	99,412.12
Accrued Interest	1,769.19
Yield	3.16%



Cash & Fixed Income as a percentage of your portfolio - 29 %

SUMMARY BY MATURITY

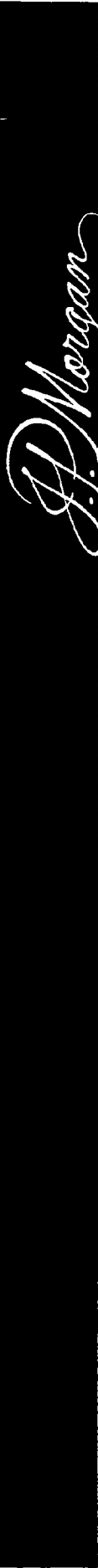
Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	3,138,526.08	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	347,518.59	10%
International Bonds	247,261.59	7%
Mutual Funds	2,464,517.40	81%
Complementary Structure	79,228.50	2%
Total Value	\$3,138,526.08	100%

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

Note O - Bonds purchased at a discount show accretion

¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	568,894 99	568,894 99	568,894 99		170 65 8 43	0 03% ¹
COST OF PENDING PURCHASES	1 00	(221,376 40)	(221,376 40)	(221,376 40)			
Total Cash			\$347,518 59	\$347,518 59	\$0.00	\$170.65 \$8.43	0.05%
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	11 04	25,190 02	278,097 78	270,540 77	7,557 01	16,071 23	5 78%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 96	29,824 00	326,871 02	331,221 12	(4,350 10)	17,655 80	5 40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 91	60,185 18	656,620 31	655,416 61	1,203 70	7,041 66 481 48	1 07%
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10 46	20,906 53	218,682 28	220,563 87	(1,881 59)	2,801 47 167 25	1 28%
JPM TR I FLOAT RATE INC FD FUND 2808 48121L-51-0	10 06	31,772 17	319,627 98	305,012 78	14,615 20	14,837 60 1,112 03	4 64%

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THE MANAAKI FOUNDATION - CORP ACCT X18224505
For the Period 7/1/13 to 7/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5	14.04	27,545.13	386,733.58	382,326.36	4,407.22	14,213.28	3.68%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.13	34,180.13	277,884.45	250,882.15	27,002.30	17,295.14	6.22%
Total US Fixed Income			\$2,464,517.40	\$2,415,963.66	\$48,553.74	\$89,916.18 \$1,760.76	3.65%

Complementary Structured Strategies

O BARC 93% PPN CURRENCY BASKET 9/13/13
LINKED TO 3 CURRENCY BSKTS
50% 35% & 15% WEIGHT, UNCAPPED
9/9/11
06738K-UP-4

93 21 85,000 00 79,228 50 88,604 24 (9,375 74)
85,000 00

Foreign Exchange & Non-USD Fixed Income

DREYFUS EMG MKT DEBT LOC C-I
261980-49-4
14 00 17,661 54 247,261 59 243,986 83 3,274 76 9,325 29 3 77 %

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