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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 SEP 1, 2012 , and ending AUG 31, 2013

Name of foundation: POLK FAMILY CHARITABLE TRUST

A Employer identification number: 36-3332896

Number and street (or P O box number if mail is not delivered to street address): 333 NORTH MICHIGAN AVE, SUITE

Room/suite: 510

B Telephone number: 312-641-5765

City or town, state, and ZIP code: CHICAGO, IL 60601

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,135,372.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,243.	21,243.		STATEMENT 1
	4 Dividends and interest from securities	88,184.	88,184.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,555.			
	b Gross sales price for all assets on line 6a 476,875.				
	7 Capital gain net income (from Part IV, line 2)		10,555.		
	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	-10,363.	-10,363.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	109,619.	109,619.		
Operating and Administrative Expenses	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 STMT 4	2,750.	0.		2,750.
	c Other professional fees STMT 5	13,138.	0.		13,138.
	17 Interest				
	18 Taxes STMT 6	1,336.	386.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,036.	0.		3,036.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,260.	386.		18,924.
	25 Contributions, gifts, grants paid	241,250.			241,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	261,510.	386.		260,174.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-151,891.			
	b **Net investment income** (if negative, enter -0-)		109,233.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12400430 130191 104020-001 2012.05080 POLK FAMILY CHARITABLE TRUS 104020-1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,014.		
	2 Savings and temporary cash investments	133,639.	143,979.	143,979.
	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			
	b Investments - corporate stock STMT 8	1,968,212.	2,085,408.	2,428,935.
	c Investments - corporate bonds STMT 9	513,672.	235,910.	215,210.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	476,157.	475,506.	347,248.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,092,694.	2,940,803.	3,135,372.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,092,694.	2,940,803.	
	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			
	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**	3,092,694.	2,940,803.	
	31 **Total liabilities and net assets/fund balances**	3,092,694.	2,940,803.	

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	3,092,694.
2	Enter amount from Part I, line 27a	2	-151,891.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,940,803.
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	2,940,803.

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	SEE ATTACHED	P	VARIOUS	
b	SEE ATTACHED	P	VARIOUS	
c	CAMPBELL STRATEGIC ALLOCATION FUND	P	VARIOUS	
d	CAMPBELL STRATEGIC ALLOCATION FUND	P	VARIOUS	
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	207,580.		199,923.	7,657.
b	258,055.		266,397.	-8,342.
c	2,091.			2,091.
d	9,149.			9,149.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				7,657.
b				-8,342.
c				2,091.
d				9,149.
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 10,555.

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	256,803.	2,997,581.	.085670
2010	240,952.	3,075,907.	.078335
2009	242,026.	2,971,758.	.081442
2008	250,947.	2,855,020.	.087897
2007	242,230.	3,765,494.	.064329

2	**Total** of line 1, column (d)	2	.397673
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	.079535
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,125,772.
5	Multiply line 4 by line 3	5	248,608.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,092.
7	Add lines 5 and 6	7	249,700.
8	Enter qualifying distributions from Part XII, line 4	8	260,174.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,092.
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	1,092.
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	1,092.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,160.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,100.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,260.
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	1,168.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,168. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ IRIS KRIEG Telephone no. ▶312-641-5765

Located at ▶333 NORTH MICHIGAN AVE. SUITE #510, CHICAGO, IL ZIP+4 ▶60601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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 | 5b |

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? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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	2,599,901.
b	Average of monthly cash balances		1b	236,698.
c	Fair market value of all other assets		1c	336,774.
d	**Total** (add lines 1a, b, and c)		1d	3,173,373.
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	3,173,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	47,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,125,772.
6	**Minimum investment return** Enter 5% of line 5		6	156,289.

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	156,289.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,092.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,092.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	155,197.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	155,197.
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	155,197.

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	260,174.
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	260,174.
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	1,092.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	259,082.

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				155,197.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 58,335.				
b From 2008 110,650.				
c From 2009 95,702.				
d From 2010 89,821.				
e From 2011 109,224.				
f **Total** of lines 3a through e	463,732.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 260,174.				
a Applied to 2011, but not more than line 2a			0.	
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				155,197.
e Remaining amount distributed out of corpus	104,977.			
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	568,709.			
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				0.
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	58,335.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	510,374.			
10 Analysis of line 9:				
a Excess from 2008 110,650.				
b Excess from 2009 95,702.				
c Excess from 2010 89,821.				
d Excess from 2011 109,224.				
e Excess from 2012 104,977.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
100 CLUB OF ARIZONA 5033 N. 19TH AVE, SUITE 123 PHOENIX, AZ 85015-3203	NONE	CHARITABLE	GRANT AWARD	500.
98.7 WFMT 5400 N ST LOUIS AVE CHICAGO, IL 60625	NONE	CHARITABLE	GRANT AWARD	400.
AMERICAN HEART ASSOCIATION 4301 N FAIRFAX DRIVE, SUITE 530 ARLINGTON, VA 22203	NONE	CHARITABLE	GRANT AWARD	2,500.
ANSHE EMET SYNAGOGUE 3751 NORTH BROADWAY CHICAGO, IL 60613	NONE	CHARITABLE	GRANT AWARD	5,000.
ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVE CHICAGO, IL 60603	NONE	CHARITABLE	GRANT AWARD	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	241,250.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,243.	
4 Dividends and interest from securities			14	88,184.	
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			14	-10,363.	
8 Gain or (loss) from sales of assets other than inventory			18	10,555.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		109,619.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	109,619.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Linda L. Cutler Date: 5/24/14 Title: OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL L. DEMARCO		5/1/14		P00736471

Firm's name ▶ DEMARCO, KINNAMAN, LEWIS & CO. Firm's EIN ▶ 36-4458862

Firm's address ▶ 300 KNIGHTSBRIDGE PARKWAY, STE 350 LINCOLNSHIRE, IL 60069 Phone no. (847) 415-1313

Form **990-PF** (2012)

223622
12-05-12

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
ARTIS PHILHARMONIC 5833 PELICAN BAY BLVD NAPLES, FL 34108	NONE	CHARITABLE	GRANT AWARD	10,000.
ASPIRITECH NFP 1950 SHERIDAN ROAD, SUITE 200 HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	350.
ATKINSON MEMORIAL CHURCH 710 SIXTH STREET OREGON CITY, OR 97045	NONE	CHARITABLE	GRANT AWARD	500.
AZ FRATERNAL ORDER OF POLICE FOUNDATION 6401 S TUCSON BLVD TUCSON, AZ 85706	NONE	CHARITABLE	GRANT AWARD	2,500.
B612 FOUNDATION 2440 W. EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94840	NONE	CHARITABLE	GRANT AWARD	250.
BOULDER BALLET 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
BOULDER COMMUNITY HOSPITAL FOUNDATION 1155 ALPINE BOULDER, CO 80304	NONE	CHARITABLE	GRANT AWARD	1,000.
BOULDER ENSEMBLE THEATER COMPANY 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
BOULDER HISTORY MUSEUM 1206 EUCLID AVENUE BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
BOULDER INTERNATIONAL FILM FESTIVAL 1906 13TH STREET, SUITE 301 BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
Total from continuation sheets				230,350.

223631
05-01-12

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
BOULDER JEWISH COMMUNITY FOUNDATION 3800 KALMIA AVENUE BOULDER, CO 80301	NONE	CHARITABLE	GRANT AWARD	750.
BOULDER PARKS & RECREATION FOUNDATION PO BOX 20935 BOULDER, CO 80308	NONE	CHARITABLE	GRANT AWARD	500.
BOULDER ROTARY CLUB 5390 MANHATTAN CIRCLE, SUITE 101 BOULDER, CO 80303	NONE	CHARITABLE	GRANT AWARD	500.
CANADIAN OPERA CO INC 12 FOUNTAIN PLAZA, SUITE 800 BUFFALO, NY 14202-2292	NONE	CHARITABLE	GRANT AWARD	5,000.
CANCER WELLNESS CENTER 215 REVERE DRIVE NORTHBROOK, IL 60062	NONE	CHARITABLE	GRANT AWARD	1,500.
CASCADIA BEHAVIOR HEALTHCARE, INC. PO BOX 8459 PORTLAND, OR 97207	NONE	CHARITABLE	GRANT AWARD	1,000.
CENTER FOR RESOURCE CONSERVATION 2639 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	250.
CHAZEN MUSEUM OF ART 750 UNIVERSITY AVENUE MADISON, WI 53706	NONE	CHARITABLE	GRANT AWARD	2,000.
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W. WASHINGTON BLVD CHICAGO, IL 60607	NONE	CHARITABLE	GRANT AWARD	5,000.
CHILDREN'S HEART FOUNDATION PO BOX 244 LIBERTYVILLE, IL 60045	NONE	CHARITABLE	GRANT AWARD	1,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHURCH OF CHRIST C/O LANDON WEEKS 3404 CONSOLIDATION BELLINGHAM, WA 98225	NONE	CHARITABLE	GRANT AWARD	2,500.
CLACKAMAS COUNTY FRIENDS OF THE LIBRARY 16201 SE MCLAUGHLIN BLVD OAK GROVE, OR 97267	NONE	CHARITABLE	GRANT AWARD	1,400.
COLORADO CHAUTAUQUA ASSOCIATION 900 BASELINE ROAD BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
COLORADO MUSIC FESTIVAL 900 BASELINE ROAD BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
CONCERNS OF POLICE SURVIVORS PO BOX 3199 CAMDENTON , MD 65020	NONE	CHARITABLE	GRANT AWARD	1,000.
CROSSROADS FUND 3411 W. DIVERSEY AVE CHICAGO, IL 60647	NONE	CHARITABLE	GRANT AWARD	2,250.
DAIRY CENTER FOR THE ARTS 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	3,000.
E TOWN 1535 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
EAST FOUNDATION 633 N ST. CLAIR STREET, SUITE 2600 CHICAGO, IL 60611	NONE	CHARITABLE	GRANT AWARD	1,000.
EVANS SCHOLARS FOUNDATION ONE BRIAR ROAD GOLF, IL 60029	NONE	CHARITABLE	GRANT AWARD	10,500.
Total from continuation sheets				

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05-01-12

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
FAMILY NETWORK, INC. 330 LAUREL DRIVE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	500.
FAMILY SERVICE OF GLENCOE 675 VILLAGE COURT GLENCOE, IL 60022-1613	NONE	CHARITABLE	GRANT AWARD	500.
FAMILY SERVICES OF SOUTH LAKE COUNTY 777 CENTRAL AVENUE, SUITE #17 HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	500.
FILM ACTION OREGON 4122 NE SANDY BLVD PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	1,300.
FORNEY MUSEUM OF TRANSPORTATION 4303 BRIGHTON BOULEVARD BUILDING #1 DENVER, CO 80216	NONE	CHARITABLE	GRANT AWARD	10,500.
FREQUENT FLYERS 3022 E. STERLING CIRCLE BOULDER, CO 80301	NONE	CHARITABLE	GRANT AWARD	500.
FRIENDS OF THE MULTNOMAH COUNTY LIBRARY 919 SW TAYLOR, SUITE 220 PORTLAND, OR 97205	NONE	CHARITABLE	GRANT AWARD	750.
GROWING GARDENS OF BOULDER COUNTY 3198N BROADWAY BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
HENRY M. JACKSON FOUNDATION 6720A ROCKLEDGE DRIVE, SUITE 10C BETHESDA, MD 20817	NONE	CHARITABLE	GRANT AWARD	6,000.
HISTORIC BOULDER, INC. 1123 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOWARD BROWN HEALTH CENTER 4025 N. SHERIDAN ROAD CHICAGO, IL 60613	NONE	CHARITABLE	GRANT AWARD	9,250.
ILLINOIS HOLOCAUST MUSEUM & EDUCATION CTR 9603 WOODS DRIVE SKOKIE, IL 60077	NONE	CHARITABLE	GRANT AWARD	500.
IMAGINE! FOUNDATION 1400 DIXON STREET LAFAYETTE, CO 80026	NONE	CHARITABLE	GRANT AWARD	1,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD, SUITE 102 OCEANSIDE, CA 92057	NONE	CHARITABLE	GRANT AWARD	300.
ISRAEL SPORTS FOR THE DISABLED 901 S. PLYMOUTH CT. #805 CHICAGO, IL 60605	NONE	CHARITABLE	GRANT AWARD	1,500.
JANUS YOUTH PROGRAMS 707 NE COUCH PORTLAND, OR 97232	NONE	CHARITABLE	GRANT AWARD	500.
JEWISH CHILD & FAMILY SERVICES 216 W. JACKSON BLVD., SUITE 800 CHICAGO, IL 60606	NONE	CHARITABLE	GRANT AWARD	40,000.
JEWISH COUNCIL FOR YOUTH SERVICES 180 W. WASHINGTON, #1100 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	500.
JEWISH COUNCIL ON URBAN AFFAIRS 610 S MICHIGAN SUITE 400 CHICAGO, IL 60605	NONE	CHARITABLE	GRANT AWARD	250.
JOHN G. SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	CHARITABLE	GRANT AWARD	1,750.
Total from continuation sheets				

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05-01-12

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
JUDICIAL WATCH 425 THIRD STREET, SW SUITE 800 WASHINGTON D.C. DC 20024	NONE	CHARITABLE	GRANT AWARD	500.
LOCAL THEATER COMPANY 1630A THIRTIETH STREET, SUITE 171 BOULDER, CO 80301	NONE	CHARITABLE	GRANT AWARD	1,000.
LURIE CHILDREN'S FOUNDATION 225 E CHICAGO AVE BOX 4 CHICAGO, IL 60611	NONE	CHARITABLE	GRANT AWARD	500.
MACCABI USA/SPORTS FOR ISRAEL 1926 ARCH STREET, 4R PHILADELPHIA, PA 19103	NONE	CHARITABLE	GRANT AWARD	1,750.
MORIAH CONGREGATION 200 TAUB DRIVE DEERFIELD, IL 60015	NONE	CHARITABLE	GRANT AWARD	1,500.
NA'AMAT USA 8707 N. SKOKIE BOULEVARD, SUITE 222 SKOKIE, IL 60077	NONE	CHARITABLE	GRANT AWARD	1,500.
NAT LAW ENFORCEMENT OFFICERS MEM FUND 901 E STREET NW SUITE 100 WASHINGTON, DC 20004	NONE	CHARITABLE	GRANT AWARD	1,000.
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT, RI 028411213	NONE	CHARITABLE	GRANT AWARD	6,200.
NORTH SHORE UNITED WAY PO BOX 2103 NORTHBROOK, IL 60065	NONE	CHARITABLE	GRANT AWARD	250.
NORTH SUBURBAN SYNAGOGUE BETH EL 1175 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	2,500.
Total from continuation sheets				

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05-01-12

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
NS AUX. OF JEWISH CHILD & FAMILY SERVICES 969 BOB-O-LINK HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	1,000.
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 60062	NONE	CHARITABLE	GRANT AWARD	2,500.
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 600621830	NONE	CHARITABLE	GRANT AWARD	4,500.
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 600621830	NONE	CHARITABLE	GRANT AWARD	400.
PARENTING PLACE 1235 PINE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
PARLANDO SCHOOL FOR THE ARTS THE DAIRY CENTER 2590 WALNUT STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	500.
PHOENIX LAW ENFORCEMENT ASSOCIATION 1102 WEST ADAMS STREET PHOENIX, AZ 85007	NONE	CHARITABLE	GRANT AWARD	1,000.
PORTLAND STATE UNIVERSITY DEPT. OF MATHEMATICAL SCIENCE PO BOX 751 PORTLAND, OR 97207	NONE	CHARITABLE	GRANT AWARD	4,000.
RAVINIA FESTIVAL ASSOCIATION 400 IRIS LANE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	4,000.
ROYAL ONTARIO MUSEUM FOUNDATION 100 QUEEN'S PARK CIRCLE TORONTO, ONTARIO, CANADA	NONE	CHARITABLE	GRANT AWARD	8,500.
Total from continuation sheets				

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05-01-12

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
SCC/SPECIAL OLYMPICS CHICAGO 541 N FAIRBANKS SUITE 7 CHICAGO, IL 60611	NONE	CHARITABLE	GRANT AWARD	500.
SCHLERODERMA FOUNDATION OF GREATER CHICAGO 134 N. LASALLE STREET, SUITE 1360 CHICAGO, IL 60602	NONE	CHARITABLE	GRANT AWARD	2,000.
SCRAP 2915 NE MLK BLVD PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	500.
SHAW FESTIVAL FOUNDATION 12 FOUNTAIN PLAZA, SUITE 800 BUFFALO, NY 14202-2292	NONE	CHARITABLE	GRANT AWARD	2,000.
SILENT WITNESS 620 W WASHINGTON PHOENIX, AZ 85007	NONE	CHARITABLE	GRANT AWARD	6,300.
STORIES ON STAGE PO BOX 211093 DENVER, CO 80221	NONE	CHARITABLE	GRANT AWARD	500.
STRATFORD FESTIVAL 55 QUEEN STREET PO BOX 520 STRATFORD, CANADA ONN5A6V2	NONE	CHARITABLE	GRANT AWARD	2,000.
SUBUD PORTLAND 3185 NE REGENTS DRIVE PORTLAND, OR 97212	NONE	CHARITABLE	GRANT AWARD	500.
SUFFOLK UNIVERSITY 8 ASHBURTON PLACE BOSTON, MA 02108	NONE	CHARITABLE	GRANT AWARD	7,000.
TEMPLE BETH ISRAEL 567 BAY ISLES ROAD LONGBOAT KEY, FL 34228	NONE	CHARITABLE	GRANT AWARD	1,500.
Total from continuation sheets				

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05-01-12

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
TEMPLE SHALOM OF CHICAGO 3480 N LAKE SHORE DRIVE CHICAGO, IL 60657	NONE	CHARITABLE	GRANT AWARD	250.
THE ARK 6450N CALIFORNIA AVENUE CHICAGO, IL 60645	NONE	CHARITABLE	GRANT AWARD	1,500.
THE ART CENTER 1957 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	1,000.
THE COMMUNITY FOUNDATION 1123 SPRUCE STREET BOULDER, CO 80302	NONE	CHARITABLE	GRANT AWARD	1,000.
THEATRE VERTIGO 4110 SE HAWTHORNE BLVD PORTLAND, OR 97214	NONE	CHARITABLE	GRANT AWARD	750.
THREE RIVERS VFW POST 1324 104 TUMWATER DRIVE OREGON CITY, OR 97045	NONE	CHARITABLE	GRANT AWARD	3,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE	CHARITABLE	GRANT AWARD	17,500.
WILLIAM P. LORD HIGH SCHOOL 2630 N. PACIFIC HIGHWAY WOODBURN, OR 97071	NONE	CHARITABLE	GRANT AWARD	1,100.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	CHARITABLE	GRANT AWARD	1,000.
YEA HIGHLAND PARK C/O RAVINIA FESTIVAL 400 IRIS LANE HIGHLAND PARK, IL 60035	NONE	CHARITABLE	GRANT AWARD	1,500.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CAMPBELL STRATEGIC ALLOCATION FUND	724.
WELLS FARGO ADVISORS	20,519.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,243.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO ADVISORS	88,184.	0.	88,184.
TOTAL TO FM 990-PF, PART I, LN 4	88,184.	0.	88,184.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CAMPBELL STRATEGIC ALLOCATION FUND	-12,615.	-12,615.	
MISCELLANEOUS INCOME	2,252.	2,252.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-10,363.	-10,363.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	13,138.	0.		13,138.
TO FORM 990-PF, PG 1, LN 16C	13,138.	0.		13,138.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHOLDING	386.	386.		0.
FEDERAL EXCISE TAXES	950.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,336.	386.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL MEETING	2,616.	0.		2,616.
FILING FEES	15.	0.		15.
BANK FEES	288.	0.		288.
MISCELLANEOUS	117.	0.		117.
TO FORM 990-PF, PG 1, LN 23	3,036.	0.		3,036.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE ATTACHED	2,085,408.	2,428,935.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,085,408.	2,428,935.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - SEE ATTACHED	235,910.	215,210.
TOTAL TO FORM 990-PF, PART II, LINE 10C	235,910.	215,210.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY	FMV	300,000.	167,352.
CAMPBELL STRATEGIC FUND	FMV	175,506.	179,896.
TOTAL TO FORM 990-PF, PART II, LINE 13		475,506.	347,248.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE R. BACHMANN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
EDWARD M. POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
LINDA E. CUTLER 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	TREASURER 0.00	0.	0.	0.
SANDRA P. GUTHMAN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
HOWARD J. POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
JEFFRY A. LEWIS 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	VICE PRESIDENT 0.00	0.	0.	0.
JEFFREY A . POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
BARBARA P. MILSTEIN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	PRESIDENT 0.00	0.	0.	0.
DR. TRAVIS M. POLK LT, MC, USN 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
ELLEN P. MULTACK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	SECRETARY 0.00	0.	0.	0.
E. RICHARD POLK 333 NORTH MICHIGAN AVE, SUITE 510 CHICAGO, IL 60601	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

IRIS KRIEG
333 NORTH MICHIGAN AVE., SUITE 510
CHICAGO, IL 60601

TELEPHONE NUMBER

312-641-5765

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATIONS DESCRIBING CHARITABLE, SCIENTIFIC AND/OR RELIGIOUS PURPOSE.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 13

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

Polk Family Charitable Fund A Corp 36-3332896
Gain-Loss
8/31/2013

	# SHS	Date Acquired	Cost Basis	Sales/redemption #	date	$	Gain Loss
Short Term							
Apple	75	5/8/2012	42,523.03	75	9/12/12	49,180.75	6,657.72
Cliffs Natural Resources	500	8/28/12	18,964.32	500	9/7/12	19,336.10	371.78
Vale S A ADR	500	8/17/2012	9,242.56	500	1/29/13	9,667.45	424.89
S Finance PFD 0% Call 3/5/17	1,000	11/14/11	15,294.14	1,000	10/18/12	16,395.88	1,101.74
Bank of America 6.250% 9/15/37	35,000	7/5/12	35,355.00	35,000	9/17/12	35,000.00	(355 00)
Bank of America 6.250% 9/15/37	30,000	8/3/12	30,155.00	30,000	9/17/12	30,000.00	(155 00)
Federal Home Ln Mtg Corp 5.125% 10/15/37	48,000	8/14/12	48,389.00	48,000	10/15/12	48,000.00	(389 00)
SHORT TERM TOTAL			199,923.05			207,580.18	7,657.13
Long Term							
Harris Corp	150	1/5/11	6,983.56	150	1/29/13	6,960.89	(22.68)
Harris Corp	350	1/27/09	15,409.49	350	1/29/13	16,242.07	832.57
India Fund	167	1/10/2007	7,150.19	167	9/20/12	3,646.92	(3,503.27)
India Fund	400	2/27/2007	15,337.97	400	9/20/12	8,735.13	(6,602 84)
India Fund	100	2/27/2007	3,834.13	100	9/20/12	2,183.78	(1,650 35)
India Fund	333	8/21/2009	8,797.86	333	9/20/12	7,271.99	(1,525.87)
Genl Motors Accept Corp 7.0% 7/15/17	44000	8/9/2005	41,250.35	44,000	7/15/13	44,000.00	2,749.65
American Financial Gr 7.125% 2/3/34	1,000	1/28/04	25,000 00	1,000	9/28/2012	25,000.00	0.00
Govt Natl Mtg Assn 5.5% 9/20/29	40,000	3/19/03	2,052.39	40,000	9/20/12	747.38	(1,305.01)
Genl Electric Cap Corp 6.125% 8/15/27	20,000	8/27/07	20,000.00	20,000	12/17/12	20,000.00	0.00
Bank of America Corp 6.250% 09/15/37	21,000	9/24/09	20,541.32	21,000	9/17/12	21,000.00	458.68
General Electric 6.00% 4/15/38	20,000	9/24/09	19,997.00	20,000	4/15/13	20,000.00	3.00
Equity One 6.250% 12/15/14	20,000	12/23/09	20,000 80	20,000	11/26/12	22,227.20	2,226 40
Kraft Foods	200	7/26/07	24.12	0.6668	10/2/12	30.36	6.24
General Electric Cap Corp 6.2% 8/15/27	5,000	3/12/10	5,005.00	5,000	10/15/12	5,000.00	(5.00)
Morgan Stanley Step up 5.50% 5/14/30	40,000	5/10/10	40,000.00	40,000	2/14/13	40,000.00	0.00
Morgan Stanley 6.125% 11/12/24	15,000	6/23/10	15,005.00	15,000	2/12/13	15,000.00	(5.00)
Blackrock Credit Alloc Income Trust	1,000	7/21/11	8.15	0.62384	12/11/2012	8.79	0.64
LONG TERM TOTAL			266,397.33			258,054.50	(8,342.83)
TOTAL SHORT & LONG TERM			466,320.38			465,634.68	(685.70)

CAPITAL GAIN <LOSS>

Polk Family Charitable Fund A Corp 36-3332896
COST BASIS - FMV'
8/31/2013

		# SHS	Date Acquired	8/31/2012 Opening Value	Purchases	Sales/Redemption #	date	$	Gain Loss	Principal	8/31/2013 Cost Basis	8/31/2013 FMV
cash	Cash			1,014 07							(15,219 36)	(15,219 36)
cash	Centennial Money Mkt			162,901 96							217,847 17	217,847 17
-	Less O/S			(29,263 15)							(58,648 53)	(58,648 53)
cash				134,652 88							143,979 28	143,979 28
saving	CD World Financial Network	100000	11/10/09	-					-		-	-
saving	CD Bank Hapoalim BM NV 6 0% 4/3/12	10000	2/14/12	-							-	-
				134,652 88	-			-	-	-	143,979 28	143,979 28
bonds	Bank of America 6 25% 9/15/37	21000	9/24/09	20,541 32		21,000	09/17/12	21,000 00	458 68		-	-
bonds	Bank of America 6 250% 9/15/37	35000	7/5/12	35,355 00		35,000	09/17/12	35,000 00	(355 00)		-	-
bonds	Bank of America 6 250% 9/15/37	30000	8/3/12	30,155 00		30,000	09/17/12	30,000 00	(155 00)		-	-
bonds	Bank of America 8 625% 5/28/13	25000				25,000	05/28/13	25,000 00	-		-	
bonds	Bear Stearns	20000	3/11/10	19,869 40							19,869 40	20,044 60
bonds	Countrywide finl corp	10000	04/10/13		10,036 00						10,036 00	9,938 60
bonds	Equity One 6 25% 12/15/14	20000	12/23/09	20,000 80		20,000	11/26/12	22,227 20	2,226 40		-	-
bonds	Fedl Home Loan Mtg 5 0 % 7/15/33	50000	7/2/03	50,005 00							50,005 00	55,293.50
bonds	Fedl Home Ln Mtg Corp 5 125% 10/15/37	48000	8/14/12	48,389 00		48,000	10/15/12	48,000 00	(389.00)		-	-
bonds	Ford Motor Co 6 5% 8/1/18	9000	5/9/03	8,667 85							8,667.85	10,169 55
bonds	Ford Motor Credit Corp 6 52% 3/10/13	9000	8/8/05	8,401 68		9,000	03/11/13	9,000 00	-		-	-
bonds	General Electric 6 0% 4/15/38	20000	9/24/09	19,997 00		20,000	04/15/13	20,000.00	3 00		-	-
bonds	Genl Electric Cap Corp 6 2% 8/15/27	5000	3/12/10	5,005 00		5,000	10/15/12	5,000 00	(5 00)		-	-
bonds	Genl Electric Cap Corp 6 125% 8/15/27	20000	8/27/07	20,000 00		20,000	12/17/12	20,000 00	-		-	-
bonds	Genl Motors Accept Corp 7 0% 7/15/17	44000	8/9/05	39,790 56		44000	07/15/13	44,000 00	-		-	-
bonds	GMX Resources 9 25% 9/30/11	1000	1/13/11	24,507 08							24,507 08	155 00
bonds	Goldman Sachs 3 5% 9/17/20	25000	9/10/10	25,000.00		25000	09/17/12	25,000 00			-	-
bonds	Govt Natl Mtg Assn 5 5% 9/20/29	40000	3/19/03	2,052 39		40000	09/20/12	747 38	(1,305 01)		-	-
bonds	Illinois St Txbl Pension	25000	09/25/12	-	25,223 75						25,223 75	22,556 75
bonds	JP Morgan Chase Term Notes	5000	3/13/13		5,016 00						5,016 00	5,012 25
bonds	JP Morgan Chase 6 0% 6/15/37	17000	12/9/10	17,005 00							17,005 00	17,041 65
bonds	JP Morgan Chase	9000	08/08/13		9,018 15						9,018 15	9,026 01
bonds	JP Morgan Chase	8000	08/21/13		8,030 00						8,030 00	8,009 44
bonds	JP Morgan Chase	5000	04/02/13		5,026 00						5,026 00	5,026 00
bonds	Laclede Gas Co 6 35% 10/15/38	13000	4/21/09	12,999 80							12,999.80	13,018 72
bonds	Morgan Stanley 6.125% 11/12/24	15000	6/23/10	15,005 00		15000	02/12/13	15,000 00	(5 00)		-	-
bonds	Morgan Stanley Step up 5 5% 5/14/30	40000	5/10/10	40,000 00		40000	02/14/13	40,000 00	-		-	-
bonds	S Finance PFD 0% Call 3/5/17	1000	11/14/11	15,294.14		1000	10/18/12	16,395 88	1,101 74		-	-
bonds	SLM Corp	5000	02/07/13		4,875 50						4,875.50	4,318 20
bonds	SLM Corp 7 15% 12/15/20	17000	3/20/12	17,005 00							17,005 00	17,016 15
bonds	SLM Corp Ednotes 6 05% 12/15/31	10000	8/10/12	8,676 00							8,676 00	8,488.20
bonds	US West Comm 6 875% 9/15/33	10000	4/30/10	9,950 00							9,950 00	10,094 90
				513,672.02	67,225 40			376,370 46	1,575 81	-	235,910.53	215,209 52
pref	Alexandria Real Estate Eq	1000	6/18/04	-					-		-	-
pref	American Financial Gr 7 125% 2/3/34	1000	1/28/04	25,000 00		1000	09/28/12	25,000 00	-		-	-
pref	Kilroy Realty Cor	1000	11/4/04	-					-		-	-
pref	LaSalle Hotel Properties Pfd	1000	8/19/05	-					-		-	-
pref	Merrill Lynch & Co/BANK OF AMERICA	1000	4/22/08	25,000 00		0		-			-	-
pref	Nat'l City Capital 8% 8/30/12 Call	800	8/24/07	-					-		-	-
stock	3M	300	10/26/11	23,146.31							23,146 31	34,074 00
stock	Abbott Laboratories	500	4/8/10	26,510.59	(13,792.10)						12,718 49	16,665 00
stock	Abbvie Inc	500	4/8/10		13,792 10						13,792 10	21,305.00
stock	American Express Co	500	11/17/03	19,398 03							19,398 03	35,955 00
stock	Apple	75	5/8/12	42,523.03		75	09/12/12	49,180.75	6,657 72		-	-
stock	AT&T	500	12/26/03	12,834 16							12,834 16	16,915 00
stock	AT&T	1000	2/20/08	35,115 26							35,115 26	33,830 00
stock	Automatic Data Processing	500	8/8/11	23,485 27							23,485 27	35,580 00
stock	Blackrock Corp High Yield Fund VI	1500	12/14/10	16,781 87							16,781 87	17,058 90
stock	Blackrock Credit Alloc Income Trust	1000	7/21/11	10,478 63		0 62384	12/11/12	8 79	0 64		10,470 48	9,964 44
stock	Blackrock Credit Alloc Income Trust	499	08/08/13	-	6,477 30						6,477 30	6,207 56
stock	Blackrock Enhanced equity dividend trust	1500	08/29/13	-	11,516.76						11,516 76	11,235 00
stock	Blackrock Global Opportunities	1000	07/26/13	-	14,360 45						14,360 45	13,370 00
stock	Blackrock Intl growth and income trust	2000	10/12/12	-	15,076 99						15,076 99	14,960 00
stock	BP PLC	250	11/8/00	12,471.11							12,471 11	10,325 00
stock	BP PLC	250	11/7/02	9,585 36							9,585 36	10,325 00
stock	Bristol Myers Squibb Co	1000	12/12/01	51,899 80							51,899 80	41,690 00
stock	Caterpillar Inc.	300	10/23/12	-	25,310 64						25,310 64	24,762 00
stock	CBRE Clarion Global Real Estate Income fund	1000	12/13/12	-	8,930 95						8,930 95	7,850 00
stock	Centurylink Inc	1000	6/4/10	34,380.97							34,380.97	33,120 00
stock	Chevron Corp	600	8/6/04	29,009 00							29,009 00	72,258.00
stock	Chevron Corp	200	11/21/11	19,301.66							19,301 66	24,086 00
stock	Citigroup Inc	1000	11/5/98	14,762 64							14,762 64	4,833 00
stock	Cliffs Natural Resources	500	8/28/12	18,964 32		500	09/07/12	19,336 10	371 78		-	-
stock	Coca-cola Company	500	10/23/12	-	18,603 64						18,603 64	19,090 00
stock	Exxon Mobil Corp	300	2/4/08	25,997 50							25,997 50	26,148 00
stock	Exxon Mobil Corp	300	7/2/08	27,031 00							27,031 00	26,148 00
stock	Exxon Mobil Corp	200	7/31/08	16,514 50							16,514.50	17,432 00
stock	Exxon Mobil Corp	425	6/28/10	28,964 50							28,964.50	37,043 00
stock	Fifth Street Finance Corp	1000	8/5/11	9,011.94							9,011.94	10,360 00
stock	Fifth Third Bancorp	500	3/11/05	22,438 77							22,438 77	9,145 00
stock	Fifth Third Bancorp	500	5/3/05	22,267 41							22,267 41	9,145 00
stock	First Trust Specialty Fin & Fin Opty	1500	5/25/07	30,000 00							30,000 00	12,570 00
stock	First Trust Specialty Fin & Fin Opty	300	7/30/07	4,859 99							4,859 99	2,514 00
stock	First Trust Specialty Fin & Fin Opty	300	7/30/07	4,927 10							4,927 10	2,514 00

Polk Family Charitable Fund A Gorp 36-3332896
COST BASIS - FMV
8/31/2013

		# SHS	Date Acquired	8/31/2012 Opening Value	Purchases	Sales/Redemption #	date	$	Gain Loss	Principal	8/31/2013 Cost Basis	8/31/2013 FMV
stock	First Trust Specialty Fin & Fin Opty	200	7/30/07	3,235 32							3,235 32	1,676 00
stock	First Trust Specialty Fin & Fin Opty	200	7/30/07	3,290 84							3,290 84	1,676 00
stock	Freeport-McMoran Copper & Gold	600	4/4/12	22,960 18							22,960 18	18,132 00
stock	Frontier Communications Corp	1000	8/31/10	7,934.78							7,934 78	4,330 00
stock	Frontier Communications Corp	1500	2/22/12	7,104 38							7,104 38	6,495 00
stock	General Electric Company	4800	11/5/98	52,144.00							52,144 00	111,072 00
stock	General Mills	650	8/11/10	22,386 55							22,386 55	32,058 00
stock	General Mills	150	11/21/11	5,850 71							5,850 71	7,398 00
stock	Genl Dynamics Corp	300	02/21/13		20,131 22						20,131 22	24,975 00
stock	Goldman Sachs	1000	10/26/11	19,541 96							19,541 96	22,030 00
stock	Guggenheim Build America Bond	750	6/14/11	14,794 06							14,794 06	15,300 00
stock	Guggenheim Build America Bonds Man'd	750	08/22/13		15,180 75						15,180.75	15,300.00
stock	Harris Corp	350	1/27/09	15,409 49		350	01/29/13	16,242.07	832 57		-	-
stock	Harris Corp	150	1/5/11	6,983 56		150	01/29/13	6,960 89	(22.68)		-	-
stock	Health Care Trust of America	1000	02/21/13		11,413.32						11,413 32	10,300.00
stock	Health Care Trust of America	500	08/29/13		5,290 56						5,290 56	5,150 00
stock	Health Care REIT Inc	500	09/18/12		28,643 74						28,643.74	30,720 00
stock	Illinois Tool Works, Inc	500	5/20/11	28,978.00							28,978 00	35,735 00
stock	Illinois Tool Works, Inc	250	7/26/11	13,187.35							13,187.35	17,867.50
stock	Illinois Tool Works, Inc	350	11/21/11	15,636.30							15,636.30	25,014.50
stock	IBM	50	9/6/09	4,074 22							4,074 22	9,113 50
stock	IBM	50	1/27/09	4,633.49							4,633 49	9,113 50
stock	IBM	100	1/25/10	12,730 05							12,730 05	18,227 00
stock	India Fund	167	1/10/07	7,150 19		167	09/20/12	3,646 92	(3,503 27)		-	-
stock	India Fund	400	2/27/07	15,337.97		400	09/20/12	8,735.13	(6,602 84)		-	-
stock	India Fund	100	2/27/07	3,834 13		100	09/20/12	2,183 78	(1,650 35)		-	-
stock	India Fund	333	8/21/09	8,797 86		333	09/20/13	7,271 99	(1,525 87)		-	-
stock	Intel Corp	2000	11/5/09	5,977.50							5,977 50	21,980 00
stock	Invesco mortgage cap	500	11/27/12		10,416 81						10,416.81	7,655 00
stock	Ishares Dow Jones Select Div	1000	4/28/04	54,675 46							54,675 46	64,710 00
stock	Johnson & Johnson	750	10/29/03	37,560 14							37,560 14	64,807.50
stock	Johnson & Johnson	250	5/25/11	16,807.33							16,807 33	21,602.50
stock	Johnson Controls	500	11/17/11	15,267.30							15,267 30	20,265 00
stock	Kellogg Company	300	10/13/09	15,132 11							15,132.11	18,213 00
stock	Kellogg Company	200	8/24/10	10,121 10							10,121 10	12,142 00
stock	Kimberly-Clark Corp	300	1/23/09	15,775 01							15,775 01	28,044.00
stock	Kraft Foods	200	7/26/07	6,872 39	(4,460 87)	0 6668	10/02/12	30 36	6.24		2,387 40	3,416 82
stock	Mondelez Intl Inc	200	7/26/07		4,460 87						4,460 87	6,134 00
stock	Lilly Eli & Co	1000	10/7/04	60,263.28							60,263 28	51,400 00
stock	Lilly Eli & Co	500	2/28/06	28,315 36							28,315 36	25,700 00
stock	McDonalds Corp	350	1/28/09	20,704.06							20,704 06	33,026 00
stock	McDonalds Corp	100	1/29/09	5,931 17							5,931 17	9,436 00
stock	McDonalds Corp	50	1/29/09	2,962 84							2,962 84	4,718 00
stock	McDonalds Corp	500	5/13/09	27,134 27							27,134 27	47,180 00
stock	Microsoft Corp	500	3/24/04	12,399 04							12,399 04	16,700 00
stock	Newmont Mining Corp	500	03/06/13		20,137.36						20,137 36	15,885 00
stock	Nextera Energy Inc	400	6/3/09	21,468 79							21,468.79	32,144 00
stock	Nextera Energy Inc	200	11/21/11	11,133 04							11,133 04	16,072 00
stock	Nordstrom	500	6/3/11	22,261 50							22,261.50	27,865 00
stock	Nuveen global value	1000	11/27/12		14,325 08						14,325 08	12,700 60
stock	Nuveen Multi Strategy	1000	6/25/03	15,000 00							15,000 00	9,810 00
stock	Pepsico Inc	250	10/12/10	16,655.05							16,655 05	19,932.50
stock	Pepsico Inc	250	10/27/10	16,247 40							16,247 40	19,932 50
stock	Pfizer Inc	1000.5	1/20/99	24,375 80							24,375 80	28,224 11
stock	Pfizer Inc	2062.5	6/28/99	48,137 51							48,137 51	58,183 12
stock	Powershares Exch Trd Trust Intl	500	4/1/05	7,364 84							7,364 84	2,750 00
stock	Powershares ExchTrd Wilder	1000	9/15/05	15,225 00							15,225 00	16,579 00
stock	Powershares FD TR II ETF	1000	04/18/13		26,226 86						26,226.86	23,700 00
stock	Powershares Financial Prf	2400	6/30/09	35,130 25							35,130 25	41,352 00
stock	Procter & Gamble	500	11/16/04	27,619 83							27,619 83	38,945 00
stock	Procter & Gamble	250	11/29/04	13,727 50							13,727.50	19,472 50
stock	Procter & Gamble	250	1/28/05	13,579 43							13,579 43	19,472 50
stock	Realty Income Corp	500	3/24/06	12,195 00							12,195 00	19,750 00
stock	Royal Dutch Shell PLC	500	6/7/10	26,306 51							26,306 51	32,295 00
stock	Royce Focus Trust	1500	7/13/05	13,743 13							13,743 13	10,650 00
stock	Scana Corp	500	3/9/05	19,264 79							19,264 79	24,060 00
stock	Scana Corp	500	4/5/11	20,016.55							20,016.55	24,060 00
stock	Sctor Spdr Tr shs Ben Int Materials	500	2/3/04	12,878 17							12,878 17	20,215 00
stock	Sprint Nextel Corp	500	9/8/00	-							-	-
stock	Sprint Nextel Corp	500	9/21/00	-							-	-
stock	Sprint Nextel Corp	65 25	10/31/01	10,313 95		250	07/11/13	1,411 92	-		8,876 74	437 83
stock	Sprint Nextel Corp	130.5	1/15/02	16,124 48		500	07/11/13	2,823 83	-		13,262.84	875 65
stock	Sprint Nextel Corp	65 25	2/5/02	4,931 20		250	07/11/13	1,416 50	-		3,509 28	437.83
stock	Sysco Corp	500	8/18/04	16,117 78							16,117 78	16,010 00
stock	Sysco Corp	400	11/15/05	12,667.61							12,667.61	12,808 00
stock	Sysco Corp	100	11/15/05	3,170 89							3,170.89	3,202 00
stock	Texas Instruments Inc	500	8/22/00	-							-	
stock	Texas Instruments Inc	500	9/12/00	-							-	
stock	Teva Pharmaceuticals	500	9/22/11	18,114.30							18,114 30	9,555 00
stock	Teva Pharmaceuticals	250	02/25/13		9,645 31						9,645.31	19,110 00
stock	The Southern Company	500	05/31/13		22,562 01						22,562.01	20,810.00
stock	Two Harbors Invt Corp	1000	9/21/11	-							-	-
stock	U S Bancorp	500	7/15/03	12,531 31							12,531 31	18,065.00
stock	U S Bancorp	300	8/11/03	7,159 15							7,159 15	10,839.00

Polk Family Charitable Fund A Corp 36 3332896
COST BASIS - FMV
8/31/2013

		# SHS	Date Acquired	8/31/2012 Opening Value	Purchases	Sales/Redemption #	date	$	Gain Loss	Principal	8/31/2013 Cost Basis	8/31/2013 FMV
stock	United Technologies Corp	500	11/7/07	38,016.01							38,016.01	50,050 00
stock	United Technologies Corp	200	12/11/07	15,495.50							15,495 50	20,020 00
stock	United Technologies Corp	300	12/14/07	23,333 50							23,333 50	30,030 00
stock	V F Corp	300	1/27/09	-							-	-
stock	V F Corp	200	1/30/09	-							-	-
stock	Vale S A ADR	500	8/17/12	9,242.56		500	01/29/13	9,667 45	424 89		-	-
stock	Wal-Mart	500	9/22/04	26,374 97							26,374 97	36,490 00
stock	Wal-Mart	250	7/16/10	12,645.75							12,645 75	18,245 00
stock	Walgreen Company	500	6/21/11	21,718.15							21,718 15	24,035 00
stock	Walgreen Company	250	2/7/12	8,530.77							8,530.77	12,017 50
stock	Wells Fargo Advantage	1000	6/24/03	20,000 00							20,000.00	13,900 00
stock	Windstream Corp	804	6/2/10	11,149.99							11,149 99	6,488 28
stock	Windstream Corp	196	6/4/10	2,202.58							2,202 58	1,581 72
stock	Windstream Corp	1000	6/23/10	11,486 56							11,486 56	8,070 00
stock	Wisdomtree emerging etf	300	12/21/12		16,942 34						16,942 34	14,517 00
				1,968,211.57	301,192 09			153,916 46	(5,011 16)	-	2,085,407 51	2,428,935 36
other	Campbell Strategic Allocation Fund	49378	10/18/05	-								126,459.52
other	Campbell Strategic Allocation Fund	20865	10/4/06	176,156 65							175,506 00	53,436 31
other	K-1			-								
RECON				176,156 65							175,506 00	179,895 83
annuity	AIG Ovation Annuity			300,000.00							300,000.00	167,352 49
				476,156.65							475,506 00	347,248 32
TOTAL	TOTAL			3,092,693 12							2,940,803 32	3,135,372 48

Investments

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- 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. POLK FAMILY CHARITABLE TRUST	Employer identification number (EIN) or 36-3332896
	Number, street, and room or suite no. If a P.O. box, see instructions. 333 NORTH MICHIGAN AVE, SUITE, NO. 510	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ IRIS KRIEG 333 NORTH MICHIGAN AVE. SUITE #510 - CHICAGO, IL 60601
  Telephone No ▶ 312-641-5765 FAX No. ▶ 312-641-5736
- 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 APRIL 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
▶ [X] tax year beginning SEP 1, 2012 , and ending AUG 31, 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	$ 2,260.
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	$ 1,160.
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	$ 1,100.

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)

223841
01 21-13

11490108 130191 104020-001 2012.05020 POLK FAMILY CHARITABLE TRUS 104020-1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions POLK FAMILY CHARITABLE TRUST	Employer identification number (EIN) or 36-3332896
	Number, street, and room or suite no. If a P.O. box, see instructions. 333 NORTH MICHIGAN AVE, SUITE, NO. 510	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ IRIS KRIEG 333 NORTH MICHIGAN AVE. SUITE #510 - CHICAGO, IL 60601

Telephone No. ▶ 312-641-5765 FAX No. ▶ 312-641-5736

- 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.

4 I request an additional 3-month extension of time until JULY 15, 2014 .

5 For calendar year _____ , or other tax year beginning SEP 1, 2012 , and ending AUG 31, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 13

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,160.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 2,260.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶