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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

A Employer identification number

ELEANOR FOSTER FOUNDATION**36-7362746**

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

Room/suite

C/O I. HARTMAN, TTEE, 5055 MADISON ST.**310**

B Telephone number

847-410-7460

City or town, state, and ZIP code

SKOKIE, IL 60077C 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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

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

J Accounting method:

☒ Cash☐ Accrual

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

☐ Other (specify) _____**\$ 1,112,742.** (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 ☒ if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments	6,161.	6,161.			STATEMENT 1
	4	Dividends and interest from securities	28,077.	28,077.			STATEMENT 2
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10					
	b	Gross sales price for all assets on line 6a					
	7	Capital gain net income (from Part IV, line 2)		32,978.			
	8	Net short-term capital gain					
	9	Income modifications					
Operating and Administrative Expenses	10a	Gross sales less returns and allowances					
	b	Less: Cost of goods sold					
	c	Gross profit or (loss)					
	11	Other income					
	12	Total. Add lines 1 through 11	34,238.	67,216.			
	13	Compensation of officers, directors, trustees, etc.	11,185.	2,000.			9,185.
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees STMT 3	3,210.	0.			3,210.
	b	Accounting fees STMT 4	5,306.	1,000.			4,306.
	c	Other professional fees					
	17	Interest					
	18	Taxes STMT 5	841.	1.			0.
	19	Depreciation and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses STMT 6	65.	50.			15.
	24	Total operating and administrative expenses. Add lines 13 through 23	20,607.	3,051.			16,716.
	25	Contributions, gifts, grants paid	30,000.				30,000.
	26	Total expenses and disbursements. Add lines 24 and 25	50,607.	3,051.			46,716.
	27	Subtract line 26 from line 12:					
	a	Excess of revenue over expenses and disbursements	<16,369.>				
	b	Net investment income (if negative, enter -0-)		64,165.			
	c	Adjusted net income (if negative, enter -0-)			N/A		

8 G14

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,942.	2,254.	2,254.
	2 Savings and temporary cash investments	67,892.	167,509.	167,509.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	51.		
	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	500.	24.	24.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	715,073.	624,903.	733,327.
	c Investments - corporate bonds STMT 8	0.	41,275.	38,404.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	201,786.	167,888.	171,224.
	14 Land, buildings, and equipment* basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	987,244.	1,003,853.	1,112,742.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	987,244.	1,003,853.	
	30 Total net assets or fund balances	987,244.	1,003,853.	
	31 Total liabilities and net assets/fund balances	987,244.	1,003,853.	

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	987,244.
2 Enter amount from Part I, line 27a	2	<16,369.>
3 Other increases not included in line 2 (itemize) ▶ CAPITAL GAIN ON SECURITIES SALES	3	32,978.
4 Add lines 1, 2, and 3	4	1,003,853.
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	1,003,853.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 206,866.		173,888.	32,978.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			32,978.	
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 32,978.
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	44,847.	1,009,456.	.044427
2010	26,167.	1,030,686.	.025388
2009	43,728.	904,070.	.048368
2008	41,173.	813,288.	.050625
2007	59,642.	1,202,154.	.049613
2 Total of line 1, column (d)			2 .218421
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 .043684
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,090,726.
5 Multiply line 4 by line 3			5 47,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 642.
7 Add lines 5 and 6			7 48,289.
8 Enter qualifying distributions from Part XII, line 4			8 46,716.

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 ☐ and enter 1% of Part I, line 27b		1	1,283.
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	1,283.
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	1,283.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,268.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	850.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,118.	
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	835.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 835. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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. ☐ \$ 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?	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? Website address ► N/A	13	X	
14	The books are in care of ► ILONA A. HARTMAN, TRUSTEE Located at ► 5055 MADISON ST.-SUITE 310, SKOKIE, IL Telephone no. ► (847) 410-7460 ZIP+4 ► 60077			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► ☐ Yes ☒ No		
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

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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)?

☐ 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
ILONA A. HARTMAN 5055 MADISON ST.-#310 SKOKIE, IL 60077	TRUSTEE 3.00	11,185.	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

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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. 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.

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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	968,269.
b	Average of monthly cash balances	1b	139,067.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,107,336.
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	1,107,336.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,610.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,090,726.
6	Minimum investment return. Enter 5% of line 5	6	54,536.

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	54,536.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,283.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,283.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,253.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,253.
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	53,253.

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	46,716.
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	46,716.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,716.

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				53,253.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			28,352.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				1,648.
f Total of lines 3a through e	1,648.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 46,716.				
a Applied to 2011, but not more than line 2a			28,352.	
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				18,364.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	1,648.			1,648.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				33,241.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient 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				
THE ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVENUE CHICAGO, IL 60603	NONE	501 (C) (3)	SCHOLARSHIPS FOR YOUNG WOMEN AT SCHOOL OF ART INSTITUTE,	30,000.
Total				▶ 3a 30,000.
b Approved for future payment				
THE ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVENUE CHICAGO, IL 60603	NONE	501 (C) (3)	SCHOLARSHIPS FOR YOUNG WOMEN AT SCHOOL OF ART INSTITUTE,	33,241.
Total				▶ 3b 33,241.

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No

Signature of officer or trustee

Feb 27, 2014
Date

TRUSTEE
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

ELEANOR FOSTER FOUNDATION

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	200 SH ALTRIA	P	VARIOUS	11/05/12
b	100 SH BEAM	P	06/09/06	11/05/12
c	100 SH FORTUNE BRANDS	P	06/09/06	11/05/12
d	300 SH LINCOLN NATL CORP	P	11/11/03	11/05/12
e	20# GOLDMAN SACHS .45% 11/16/12	P	11/08/11	11/16/12
f	100 SH HONEYWELL INTL	P	VARIOUS	01/09/13
g	600 SH GECC 6.05% 2047	P	01/30/07	01/18/13
h	500 SH ARCHER DANIELS MIDLAND	P	12/05/12	02/25/13
i	500 SH 1ST ENERGY INC & GROWTH	P	12/02/11	02/25/13
j	300 SH EXXON MOBIL	D	VARIOUS	03/05/13
k	400 SH GENERAL ELECTRIC	D	VARIOUS	03/05/13
l	400 SH WELLS FARGO CAP XII 7.875%	P	03/05/08	03/15/13
m	600 SH AIG 7.7%	P	12/11/07	03/18/13
n	400 SH EXXON MOBIL	D	VARIOUS	04/26/13
o	600 SH AIG 6.45% PFD	P	05/31/07	06/17/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,191.		2,289.	3,902.
b 5,593.		5,679.	<86.>
c 2,871.		1,674.	1,197.
d 7,349.		11,701.	<4,352.>
e 20,000.		20,000.	0.
f 6,499.		4,157.	2,342.
g 15,000.		15,000.	0.
h 15,787.		13,789.	1,998.
i 16,960.		13,897.	3,063.
j 26,642.		12,451.	14,191.
k 9,230.		16,650.	<7,420.>
l 10,000.		10,000.	0.
m 15,000.		15,000.	0.
n 34,744.		16,601.	18,143.
o 15,000.		15,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,902.
b			<86.>
c			1,197.
d			<4,352.>
e			0.
f			2,342.
g			0.
h			1,998.
i			3,063.
j			14,191.
k			<7,420.>
l			0.
m			0.
n			18,143.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	32,978.
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

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

SOURCE	AMOUNT
ACC'D CORP INTEREST PAID	<108.>
CORPORATE INTEREST	6,269.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,161.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	28,036.	0.	28,036.
LESS: NON DIVIDEND DISTRIBUTIONS	41.	0.	41.
TOTAL TO FM 990-PF, PART I, LN 4	28,077.	0.	28,077.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,210.	0.		3,210.
TO FM 990-PF, PG 1, LN 16A	3,210.	0.		3,210.

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	5,306.	1,000.		4,306.
TO FORM 990-PF, PG 1, LN 16B	5,306.	1,000.		4,306.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	1.	1.		0.
FED TAXES	840.	0.		0.
TO FORM 990-PF, PG 1, LN 18	841.	1.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE-IL	15.	0.		15.
INVESTMENT ACCOUNT FEES	50.	50.		0.
TO FORM 990-PF, PG 1, LN 23	65.	50.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT 10	624,903.	733,327.
TOTAL TO FORM 990-PF, PART II, LINE 10B	624,903.	733,327.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS - SEE STMT 10	41,275.	38,404.
TOTAL TO FORM 990-PF, PART II, LINE 10C	41,275.	38,404.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
C.D.'S - SEE STMT 10	COST	55,000.	55,325.
MUTUAL FUNDS - SEE STMT 10	COST	112,888.	115,899.
TOTAL TO FORM 990-PF, PART II, LINE 13		167,888.	171,224.

Form 990-PF, Part II, Lines 10b and 13, Columns (b) and (c)

Description	Book Value	Fair Market Value
Corporate stocks		
300 Abbott Labs	6,968	9,999
300 Abbvie Inc	7,556	12,783
1000 Altria Group Inc	21,027	33,880
200 Caterpillar	20,516	16,508
100 Caterpillar	8,759	8,254
700 Centerpoint Energy, Inc.	15,305	16,051
200 Chevron	24,090	24,086
400 Coca Cola	10,557	15,272
400 Coca Cola	12,914	15,272
400 ConAgra Foods	10,400	13,528
300 ConocoPhillips	15,851	19,890
200 ConocoPhillips	11,942	13,260
400 Dominion Resources Inc VA	15,365	23,340
300 Emerson Electric	16,448	18,111
100 Entergy	10,567	6,323
700 Exxon Mobil Corp	12,451	26,148
1500 General Electric Co	45,788	25,454
400 Honeywell Intl Inc	16,061	31,828
1200 Intel Corp	34,425	26,376
300 JPMorgan Chase	11,056	15,159
300 Johnson & Johnson	15,922	25,923
100 Johnson & Johnson	6,456	8,641
200 Kellog	9,013	12,142
100 McDonalds	9,241	9,436
600 Microsoft Corp	16,013	20,040
200 Morgan Stanley	9,632	5,152

EIN 36-7362746

Investments
Eleanor Foster Foundation
Tax Year Ended: Aug. 31, 2013

STATEMENT 10

Form 990-PF, Part II, Lines 10b and 13, Columns (b) and (c)

Description	Book Value	Fair Market Value
600 Newell Rubbermaid	10,992	15,180
400 Omnicare	10,390	21,748
400 PPL Corp	17,535	12,280
400 Pepsico	23,352	31,892
697 Pfizer Inc	24,171	19,662
300 Philip Morris Intl Inc	10,220	25,032
400 Procter & Gamble	26,000	31,156
500 Qualcomm	28,994	33,140
258 Royal Dutch Shell PLC ADR Class B	14,738	17,325
3 Royal Dutch Shell PLC ADR Class A	204	194
100 3M	8,136	11,358
400 Verizon Communications	14,697	18,952
300 Wells Fargo & Co New	11,151	12,324
600 Barclays Bank PLC 7.75% Pfd	15,000	15,060
600 ING Groep 7 375% Pfd	15,000	15,168
TOTAL CORPORATE STOCKS (Line 10b)	624,903	733,327
Corporate Bonds		
10,000 Alcoa Inc 5 4% due 4/5/21	10,605	9,877
10,000 Ford Motor Credit 2 65% due 12/20/17	10,060	9,816
10,000 General Electric Cap Corp 3 15% due 9/7/22	10,355	9,291
10,000 Wellpoint Inc 3 125% due 5/15/22	10,255	9,420
TOTAL CORPORATE BONDS (Line 10c)	41,275	38,404

Form 990-PF, Part II, Lines 10b and 13, Columns (b) and (c)

Description	Book Value	Fair Market Value
Investments - Other		
Certificates of Deposit		
20,000 Ally Bank 1 15% 11/18/13	20,000	20,026
10,000 BMW Bank No Amer 1 8% 12/1/15	10,000	10,177
25,000 GE Cap Fin 1 2% 9/2/14	25,000	25,122
Total Certificates of deposit	<u>55,000</u>	<u>55,325</u>
Mutual Funds		
1,225 49 Capital World Growth & Inc Fund Class C	50,000	48,958
13,636 364 Franklin Income Fund C	30,000	31,636
2,862 595 Mainstay High Yield Corp Bond Fund C	14,888	17,032
1,346 801 Mainstay High Yield Corp Bond Fund C	8,000	8,014
1,724 138 Mainstay High Yield Corp Bond Fund C	10,000	10,259
Total Mutual Funds	<u>112,888</u>	<u>115,899</u>
Total Investments - Other (Line 13)	<u>167,888</u>	<u>171,224</u>