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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation
FREDERICK PITZMAN FUND

Number and street (or P O box number if mail is not delivered to street address) Room/suite
231 S LASALLE ST IL1-231-10-05

City or town, state, and ZIP code
CHICAGO, IL 60697

A Employer identification number
43-6023901

B Telephone number (see instructions)
866- 752-2127

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

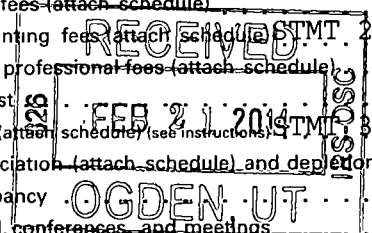
H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,008,822.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	154,205.	154,142.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	326,364.			
	b Gross sales price for all assets on line 6a <u>651,671.</u>				
	7 Capital gain net income (from Part IV, line 2)		326,364.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	480,569.	480,506.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,757.	3,454.		2,303.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	45.	NONE	NONE	45.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,525.	1,635.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	12,327.	5,089.	NONE	2,348.
	25 Contributions, gifts, grants paid	225,800.			225,800.
26 Total expenses and disbursements Add lines 24 and 25	238,127.	5,089.	NONE	228,148.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	242,442.				
b Net investment income (if negative, enter -)		475,417.			
c Adjusted net income (if negative, enter -)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	176,753.	19,026.	19,026.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	650,181.	498,991.	553,620.
	b	Investments - corporate stock (attach schedule)	1,677,007.	1,926,568.	3,279,673.
	c	Investments - corporate bonds (attach schedule)	753,797.	1,055,524.	1,156,503.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,257,738.	3,500,109.	5,008,822.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,257,738.	3,500,109.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	3,257,738.	3,500,109.		
31	Total liabilities and net assets/fund balances (see instructions)	3,257,738.	3,500,109.		

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 3,257,738.
2	Enter amount from Part I, line 27a	2 242,442.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 3,500,180.
5	Decreases not included in line 2 (itemize) REIT ROC BASIS ADJ.	5 71.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,500,109.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 651,671.		325,307.	326,364.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			326,364.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 326,364.
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) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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	221,863.	4,658,163.	0.047629
2010	346,131.	4,624,958.	0.074840
2009	102,589.	4,335,655.	0.023662
2008	232,990.	4,053,223.	0.057483
2007	228,745.	4,888,947.	0.046788
2 Total of line 1, column (d)			2 0.250402
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050080
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,944,613.
5 Multiply line 4 by line 3			5 247,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,754.
7 Add lines 5 and 6			7 252,380.
8 Enter qualifying distributions from Part XII, line 4			8 228,148.

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 6,285.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, and state reporting. Includes 'Yes' and 'No' columns with 'X' marks.

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address N/A				
14	The books are in care of BANK OF AMERICA Telephone no (866) 752-2127 Located at 231 S. LASALLE, CHICAGO, IL ZIP+4 60697			
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		Yes	No X

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 231 S. LASALLE, CHICAGO, IL 60697	TRUSTEE 1	2,513.	- 0 -	- 0 -
CAROLINE P EARLY C/O BANK OF AMERICA, ST LOUIS, MO 63102-2728	TRUSTEE 5	1,622		
GILBERT GORDON EARLY C/O BANK OF AMERICA, ST LOUIS, MO 63102-2728	TRUSTEE 5	1,622		

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services	NONE	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARTABLE ACTIVITIES ARE CONDUCTED.	
2 -----	
3 -----	
4 -----	

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

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

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	4,836,669.
b	Average of monthly cash balances	1b	183,243.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,019,912.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,019,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,299.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,944,613.
6	Minimum investment return. Enter 5% of line 5	6	247,231.

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	247,231.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,508.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,508.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	237,723.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	237,723.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	237,723.

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	228,148.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	228,148.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	228,148.

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				237,723.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			79,026.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007		NONE		
b From 2008		NONE		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 228,148.				
a Applied to 2011, but not more than line 2a			79,026.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				149,122.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				88,601.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008		NONE		
b Excess from 2009		NONE		
c Excess from 2010		NONE		
d Excess from 2011		NONE		
e Excess from 2012		NONE		

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

NOT APPLICABLE

- 1a 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)
- N/A
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- SEE STATEMENT 8
- b The form in which applications should be submitted and information and materials they should include:
- SEE ATTACHED STATEMENT FOR LINE 2
- c Any submission deadlines:
- SEE ATTACHED STATEMENT FOR LINE 2
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				225,800.
Total			▶ 3a	225,800.
b Approved for future payment				
Total			▶ 3b	

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	36.	36.
FOREIGN DIVIDENDS	10,748.	10,748.
NONDIVIDEND DISTRIBUTIONS	63.	
DOMESTIC DIVIDENDS	64,217.	64,217.
OTHER INTEREST	60,071.	60,071.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	10,681.	10,681.
NONDISTRIBUTIVE OTHER INTEREST	-188.	-188.
NONQUALIFIED FOREIGN DIVIDENDS	4,605.	4,605.
NONQUALIFIED DOMESTIC DIVIDENDS	3,972.	3,972.
	-----	-----
TOTAL	154,205.	154,142.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	45.			45.
TOTALS	45.	NONE	NONE	45.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	243.	243.
EXCISE TAX - PRIOR YEAR	1,667.	
EXCISE TAX ESTIMATES	3,223.	
FOREIGN TAXES ON QUALIFIED FOR	904.	904.
FOREIGN TAXES ON NONQUALIFIED	488.	488.
TOTALS	6,525.	1,635.

FREDERICK PITZMAN FUND

43-6023901

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3133XLJP9 FEDERAL HOME LN BKS	150,092.	157,050.
31359MA45 FEDERAL NATL MTG ASS	50,496.	53,614.
3137EAAG4 FEDERAL HOME LN MTG	150,047.	169,902.
31398ADM1 FEDERAL NATL MTG ASS	148,356.	173,054.
TOTALS	498,991.	553,620.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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464286103 ISHARES INC MSCI AUS	24,358.	34,367.
464286509 ISHARES MSCI CANADA	23,742.	29,159.
464286848 ISHARES MSCI JAPAN E	76,255.	85,228.
464287184 ISHARES CHINA LARGE-	15,839.	14,276.
73936T623 POWERSHARES GLOBAL W	48,995.	42,220.
922042858 VANGUARD FTSE EMERGI	176,163.	183,216.
024835100 AMERICAN CAMPUS CMNT	29,299.	24,930.
053484101 AVALONBAY CMNTYS INC	30,219.	28,595.
124830100 CBL & ASSOC PPTYS IN	39,376.	33,903.
92276F100 VENTAS INC COM	49,790.	43,973.
30231G102 EXXON MOBIL CORP COM	2,785.	223,704.
886423102 TIDEWATER INC COM	13,434.	11,872.
695156109 PACKAGING CORP AMER	18,896.	48,527.
767204100 RIO TINTO PLC SPONSO	6,050.	6,339.
260003108 DOVER CORP COM	11,356.	22,458.
34354P105 FLOWSERVE CORP COM	14,629.	28,076.
369604103 GENERAL ELEC CO COM	1,759.	133,784.
701094104 PARKER HANNIFIN CORP	39,699.	92,412.
023135106 AMAZON COM INC COM	31,799.	78,160.
254687106 DISNEY WALT CO COM D	37,408.	70,939.
918204108 V F CORP COM	11,539.	29,858.
50076Q106 KRAFT FOODS GROUP IN	8,645.	12,228.
713448108 PEPSICO INC COM	44,783.	111,300.
742718109 PROCTER & GAMBLE CO	70,844.	109,606.
30219G108 EXPRESS SCRIPTS HLDG	18,960.	40,170.
50540R409 LABORATORY CORP AMER	23,564.	29,742.
717081103 PFIZER INC COM	3,199.	162,440.
883556102 THERMO FISHER SCIENT	16,764.	36,860.
416515104 HARTFORD FINL SVCS G	19,493.	18,672.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
46625H100 J P MORGAN CHASE & C	60,235.	133,877.
744320102 PRUDENTIAL FINL INC	15,160.	15,596.
857477103 STATE STR CORP COM	23,250.	21,040.
902973304 US BANCORP DEL COM N	49,991.	54,870.
949746101 WELLS FARGO & CO NEW	90,686.	70,203.
00724F101 ADOBE SYS INC COM	26,456.	31,164.
17275R102 CISCO SYS INC COM	25,571.	35,147.
459200101 INTERNATIONAL BUSINE	25,774.	37,036.
512807108 LAM RESEARCH CORP CO	17,271.	21,760.
747525103 QUALCOMM INC COM	94,503.	269,280.
874039100 TAIWAN SEMICONDUCTOR	26,719.	41,111.
882508104 TEXAS INSTRS INC COM	26,174.	32,232.
00206R102 AT&T INC COM	12,907.	42,884.
92343V104 VERIZON COMMUNICATIO	25,480.	67,679.
976657106 WISCONSIN ENERGY COR	4,749.	113,064.
19765N567 COLUMBIA SMALL CAP V	22,000.	35,907.
19765P596 COLUMBIA SMALL CAP G	60,000.	108,089.
74253Q416 PRINCIPAL PFD SECS F	100,000.	96,926.
19765H677 COLUMBIA MULTI-ADVIS	210,000.	169,163.
72201F516 PIMCO EMERGING LOCAL	100,000.	95,631.
TOTALS	1,926,568.	3,279,673.

FREDERICK PITZMAN FUND

43-6023901

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
00206RBF8 AT&T INC SR UNSECD N	101,099.	99,683.
084670BJ6 BERKSHIRE HATHAWAY I	101,178.	96,369.
17275RAC6 CISCO SYS INC NT	89,620.	111,151.
172967FT3 CITIGROUP INC SR UNS	128,480.	131,004.
263534BZ1 DU PONT E I DE NEMOU	103,143.	110,098.
36962G4D3 GENERAL ELEC CAP COR	104,217.	116,378.
38141GRC0 GOLDMAN SACHS GROUP	101,597.	99,291.
459200AM3 IBM CORP DEB	193,494.	259,310.
46625HHZ6 JPMORGAN CHASE & CO	132,696.	133,219.
TOTALS	1,055,524.	1,156,503.

RECIPIENT NAME:

SRILATHA LAKKARAJU IL1-231-13-12

ADDRESS:

BANK OF AMERICA, 231 S LA SALLE ST
CHICAGO, IL 60604

RECIPIENT'S PHONE NUMBER: 312-828-8166

FORM, INFORMATION AND MATERIALS:

THERE IS NO APPLICATION FORM

SUBMISSION DEADLINES:

THERE IS NO SUBMISSION DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THERE ARE NO RESTRICTIONS ON AWARDS WHICH MUST BE FOR
CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES

=====

RECIPIENT NAME:

NATIONAL COUNCIL ON
ALCOHOLISM

ADDRESS:

8790 MANCHESTER RD
ST. LOUIS, MO 63144

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HEADWATERS CONSERVANCY

ADDRESS:

4603 PERSHING PL FL 3
ST LOUIS, MO 63108

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:

TOWER GROVE PARK

ADDRESS:

4255 ARSENAL STREET
ST LOUIS, MO 63116

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

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RECIPIENT NAME:

Hope Happens, Inc.

ADDRESS:

539 NO. GRAND, STE. 401
ST. LOUIS, MO 63103

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ST. LOUIS ZOO ASSOCIATION

ADDRESS:

ONE GOVERNMENT DRIVE
ST. LOUIS, MO 63110-1395

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MISSOURI CIVIL WAR MUSEUM

ADDRESS:

PO BOX 24
Wildwood, MO 63040

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

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RECIPIENT NAME:

STRAY RESCUE OF ST. LOUIS

ADDRESS:

1463 SOUTH 18TH STREET
ST. LOUIS, MO 63104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

MISSOURI BOTANICAL GARDEN

ADDRESS:

4344 SHAW BLVD
ST. LOUIS, MO 63110

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

ST. LOUIS ZOO

ADDRESS:

ST. LOUIS, MO

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

RON GOELLNER CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

FOREST PARK FOREVER

ADDRESS:

5595 SOUTH GRAND

ST. LOUIS, MO 63112

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF THE

ST. LOUIS REGION

ADDRESS:

4251 FORESTPARK AVENUE

ST. LOUIS, MO 63108

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NEW CITY SCHOOL

ADDRESS:

5209 WATERMAN AVENUE

ST. LOUIS, MO 63108

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

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RECIPIENT NAME:

CROSSROADS SCHOOLS

ADDRESS:

500 DEBALIVIERE

ST. LOUIS, MO 63112

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,800.

RECIPIENT NAME:

ROSSMAN SCHOOL

ADDRESS:

12660 CONWAY RD

St. Louis, MO 63141

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ALL SAINTS BY THE SEA

RELATIONSHIP:

N.A.

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 30,000.

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RECIPIENT NAME:

BRaille INSTITUTE OF AMERICA

ADDRESS:

741 N. VERMONT AVE. LOS ANGELES, CA 90029

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Payback Inc

ADDRESS:

1201 OAK BARK DR ST. LOUIS, MO 63146

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

225,800.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.