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**For calendar year 2013, or tax year beginning \_\_\_\_\_, 2013, and ending \_\_\_\_\_.**

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Name of foundation <b>DREAM MAKERZ FOUNDATION</b>		<b>A</b> Employer identification number 20-5585809			
Number and street (or P O box number if mail is not delivered to street address) <b>485 HALF DAY ROAD</b>		Room/suite <b>200</b>	<b>B</b> Telephone number (see the instructions) (847) 883-9700		
City or town, state or province, country, and ZIP or foreign postal code <b>BUFFALO GROVE</b>		IL 60089	<b>C</b> If exemption application is pending, check here. <input type="checkbox"/>		
<b>G</b> Check all that apply		<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<b>D</b> <input type="checkbox"/> 1 Foreign organizations, check here . . . . .	
<b>H</b> Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>E</b> <input type="checkbox"/> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . .
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 2,598,761.		<b>J</b> Accounting method	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	(Part I, column (d) must be on cash basis)	<b>F</b> <input type="checkbox"/> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . .
<b>Part I</b> <b>Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions gifts, grants, etc, received (att sch) .	430,000.			
	2 Ck ► <input type="checkbox"/> if the foundrn is not req to att Sch B				
	3 Interest on savings and temporary cash investments. . . . .	8.	8.		
	4 Dividends and interest from securities . . . . .	5,431.	46,966.		
	5 a Gross rents . . . . .				
	b Net rental income or (loss) .				
	6 a Net gain/(loss) from sale of assets not on line 10	37,851.	I-6a Stmt		
	b Gross sales price for all assets on line 6a . . . . .	90,813.			
	7 Capital gain net income (from Part IV line 2) . . . . .		62,863.		
	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/(loss) (att sch) . . . . .					
11 Other income (attach schedule) . . . . .					
See Line 11 Stmt	30,605.	21,196.			
12 Total. Add lines 1 through 11. . . . .	503,895.	131,033.			
<b>ADMINISTRATIVE AND EXPENSES</b>	13 Compensation of officers, directors trustees, etc .				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16 a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach sch) . . . . .				
	c Other prof fees (attach sch) . . . . .	I-16c Stmt	17,175.	171.	17,175.
	17 Interest . . . . .				
	18 Taxes (attach schedule)(see insrs) See Line 18 Stmt	4,015.	1,738.		
	19 Depreciation (attach sch) and depletion . . . . .	I-19. Stmt	2.		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	See Line 23 Stmt	2,985.	3,632.		2,985.
24 Total operating and administrative expenses. Add lines 13 through 23 .	24,177.	5,541.		20,160.	
25 Contributions, gifts, grants paid . . . . .	65,000.			65,000.	
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	89,177.	5,541.		85,160.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . . . .					
b Net investment income (if negative, enter -0-) . . . . .	414,718.				
c Adjusted net income (if negative, enter -0-) . . . . .		125,492.			

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 . . . . .		60,734.	75,922.	75,923.
	2 Savings and temporary cash investments . . . . .				
	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 sch) . . . . .	►			
	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 (attach schedule) . . . . .				
	b Investments – corporate stock (attach schedule) . . . . .				
	c Investments – corporate bonds (attach schedule) . . . . .				
	11 Investments – land, buildings, and equipment basis . . . . .	►			
	Less accumulated depreciation (attach schedule) . . . . .	►			
	12 Investments – mortgage loans . . . . .				
	13 Investments – other (attach schedule) . . . . .	L-13. Stmt	1,866,424.	2,265,956.	2,522,838.
	14 Land, buildings, and equipment basis . . . . .	►	1,033.		
	Less accumulated depreciation (attach schedule) . . . . .	L-14. Stmt. ►	1,033.	2.	0.
	15 Other assets (describe ► . . . . .)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I) . . . . .		1,927,160.	2,341,878.	2,598,761.
LIABILITIES	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, & other disqualified persons . . . . .				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ► . . . . .)				
	23 Total liabilities (add lines 17 through 22) . . . . .				
NET FUND	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.			X	
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, building, and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		1,927,160.	2,341,878.	
	30 Total net assets or fund balances (see instructions) . . . . .		1,927,160.	2,341,878.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		1,927,160.	2,341,878.	

## 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	1,927,160.
2 Enter amount from Part I, line 27a . . . . .	2	414,718.
3 Other increases not included in line 2 (itemize) . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	2,341,878.
5 Decreases not included in line 2 (itemize) . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 . . . . .	6	2,341,878.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a</b> FROM SCHEDULE K-1 — MF INTERNATIONAL EMERGING MARKET		P	Various	Various
<b>b</b> FROM SCHEDULE K-1 — MF LARGE CAP GROWTH		P	Various	Various
<b>c</b> FROM SCHEDULE K-1 — MF LARGE VALUE FUND		P	Various	Various
<b>d</b> FROM SCHEDULE K-1 — MF SMALL GROWTH FUND		P	Various	Various
<b>e</b> See Columns (a) thru (d)				
(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)
<b>a</b> 3,123.			0.	3,123.
<b>b</b> 20,530.			0.	20,530.
<b>c</b> 0.			7,031.	-7,031.
<b>d</b> 37,405.			0.	37,405.
<b>e</b> See Columns (e) thru (h)			25,078.	8,836.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b> 0.		0.	0.	3,123.
<b>b</b> 0.		0.	0.	20,530.
<b>c</b>				-7,031.
<b>d</b> 0.		0.	0.	37,405.
<b>e</b> See Columns (i) thru (l)		0.	0.	8,836.
<b>2</b> 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 ]		<b>2</b> 62,863.
<b>3</b> 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 ]		<b>3</b> 62,863.

**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 (column (b) divided by column (c))
2012	73,593.	1,809,652.	0.040667
2011	83,786.	1,747,313.	0.047951
2010	79,143.	1,599,601.	0.049477
2009	72,127.	1,439,768.	0.050096
2008	88,877.	1,502,229.	0.059163
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.247354
<b>3</b> 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			<b>3</b> 0.049471
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			<b>4</b> 2,124,553.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 105,104.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 1,255.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 106,359.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 85,160.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)	1	2,510.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,510.
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	2,510.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 . . . . .	6 a	2,585.
b Exempt foreign organizations – tax withheld at source . . . . .	6 b	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6 c	3,500.
d Backup withholding erroneously withheld . . . . .	6 d	
7 Total credits and payments Add lines 6a through 6d . . . . .	7	6,085.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	3,575.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax . . . . . ► <input type="checkbox"/> Refunded . . . . .	11	

**Part VII-A Statements Regarding Activities**

1 a 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? . . . . .	Yes	No
1 a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . .	1 b	X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation . . . . . ► \$ _____ (2) On foundation managers . . . . . ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . . . ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year? . . . . .	4 a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	4 b	
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? . . . . .	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. . . . .	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois	7	X
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 . . . . .	8 b	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 2013 or the taxable year beginning in 2013 (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 ► ERIC F. ACHEPOHL	Telephone no ► (847) 883-9700	
Located at ► 485 HALF DAY RD., SUITE 200 BUFFALO GROVE IL ZIP + 4 ► 60089			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here . . . . . ► 15		
16	At any time during calendar year 2013, 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? . . . . .	Yes	No
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**

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

1 a	During the year did the foundation (either directly or indirectly)	Yes	No
(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 checked="" type="checkbox"/> Yes <input 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 <b>any</b> 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)? . . . . .	1 b	X
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 2013? . . . . .	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	2 a	
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ .			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	3 a	
b	If 'Yes,' did it have excess business holdings in 2013 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 2013) . . . . .	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	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 2013? . . . . .	4 b	X

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

5 a 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)? . . . . .

5 b

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)

6 a 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? . . . . .

6 b

x

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

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

7 b

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

**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
J. JOY 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR/PRES 1.00	0.	0.	0.
B. SHINER 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
J. BERNSTEIN 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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				
-----				
-----				
-----				
-----				
-----				
-----				

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		

**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	-----	
2	-----	
3	-----	
4	-----	

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

**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 . . . . .	1 a	2,082,014.
b Average of monthly cash balances . . . . .	1 b	74,893.
c Fair market value of all other assets (see instructions) . . . . .	1 c	
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1 d	2,156,907.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1 e	
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2	
3 Subtract line 2 from line 1d . . . . .	3	2,156,907.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	4	32,354.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 . . . . .	5	2,124,553.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	106,228.

**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	106,228.
2 a Tax on investment income for 2013 from Part VI, line 5 . . . . .	2 a	2,510.
b Income tax for 2013 (This does not include the tax from Part VI) . . . . .	2 b	
c Add lines 2a and 2b . . . . .	2 c	2,510.
3 Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	103,718.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	
5 Add lines 3 and 4 . . . . .	5	103,718.
6 Deduction from distributable amount (see instructions) . . . . .	6	
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	7	103,718.

**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 . . . . .	1 a	85,160.
b Program-related investments — total from Part IX-B . . . . .	1 b	
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) . . . . .	3 a	
b Cash distribution test (attach the required schedule) . . . . .	3 b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	85,160.
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	0.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	85,160.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				103,718.
2 Undistributed income, if any, as of the end of 2013			18,274.	
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 ____ , 20 ____ .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	0.			
b From 2009 . . . . .	0.			
c From 2010 . . . . .	0.			
d From 2011 . . . . .	0.			
e From 2012 . . . . .	0.			
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 85,160.				
a Applied to 2012, but not more than line 2a . . . . .			18,274.	
b Applied to undistributed income of prior years (Election required – see instructions) . . . . .				
c Treated as distributions out of corpus (Election required – see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				66,886.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount – see instructions . . . . .		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions . . . . .			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				36,832.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	0.			
b Excess from 2010 . . . . .	0.			
c Excess from 2011 . . . . .	0.			
d Excess from 2012 . . . . .	0.			
e Excess from 2013 . . . . .	0.			

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Form 990-PF (2013)

**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 2013, enter the date of the ruling. . . . .

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

**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) )

J. JOY

**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.

**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
<i>a Paid during the year</i> SEE ATTACHED		PC	GENERAL OPERATING SUPPORT	65,000.
<b>Total</b>				► 3 a 65,000.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3 b

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies . . .</b>					
<b>2 Membership dues and assessments . . . . .</b>					
<b>3 Interest on savings and temporary cash investments . . . .</b>			14	8.	
<b>4 Dividends and interest from securities . . . . .</b>			14	5,431.	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
<b>6 Net rental income or (loss) from personal property . . . .</b>					
<b>7 Other investment income . . . . .</b>			14	30,605.	
<b>8 Gain or (loss) from sales of assets other than inventory .</b>			18	37,851.	
<b>9 Net income or (loss) from special events . . . .</b>					
<b>10 Gross profit or (loss) from sales of inventory . . . .</b>					
<b>11 Other revenue</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e) . . . . .</b>				73,895.	
<b>13 Total Add line 12, columns (b), (d), and (e) . . . . .</b>				13	73,895.

(See worksheet in line 13 instructions to verify calculations )

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

**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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash . . . . .  
(2) Other assets . . . . .  
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 . . . . .  
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. 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.

**2 a** 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? . . . . .

**b** If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign  
Here

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11/10/14

TREASURER

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

Signature of filer or trustee		Date	Date	X Yes	No
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name		► THE BENIDA GROUP LLC	Firm's EIN ► 36-4232037	
	Firm's address		► 485 HALF DAY ROAD SUITE #200 BUFFALO GROVE	IL 60089	Phone no (847) 883-9700
		PTIN	PO1215756	POOT L. HIRSCH	

**BAA**

**Form 990-PF (2013)**

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**Schedule of Contributors**

**2013**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

DREAM MAKERZ FOUNDATION

Employer identification number

20-5585809

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II )

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year . . . . . ► \$

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

DREAM MAKERZ FOUNDATION

Employer identification number

20-5585809

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. JOY 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE	\$ 430,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

Depreciation and Amortization  
(Including Information on Listed Property)

2013

Department of the Treasury  
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Attachment  
Sequence No 179

Name(s) shown on return

DREAM MAKERZ FOUNDATION

Business or activity to which this form relates

Identifying number  
20-5585809

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions) . . . . .	1		
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2		
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3		
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4		
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5		
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29 . . . . .	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8		
9 Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9		
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562 . . . . .	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs) . . . . .	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11. . . . .	12		
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 . . . . . ► 13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions )**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14
15 Property subject to section 168(f)(1) election . . . . .	15
16 Other depreciation (including ACRS) . . . . .	16

**Part III MACRS Depreciation (Do not include listed property) (See instructions )****Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2013. . . . .	17	2.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here . . . . . ► <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property . . . . .						
b 5-year property . . . . .						
c 7-year property . . . . .						
d 10-year property . . . . .						
e 15-year property . . . . .						
f 20-year property . . . . .						
g 25-year property . . . . .			25 yrs		S/L	
h Residential rental property . . . . .			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property . . . . .			39 yrs	MM	S/L	
				MM	S/L	

**Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20 a Class life . . . . .					S/L	
b 12-year. . . . .			12 yrs		S/L	
c 40-year. . . . .			40 yrs	MM	S/L	

**Part IV Summary (See instructions )**

21 Listed property Enter amount from line 28 . . . . .	21
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions . . . . .	22
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . . 23	2.

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles )**

24 a Do you have evidence to support the business/investment use claimed? . . . . .  Yes  No 24b If 'Yes,' is the evidence written? . . . . .  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) . . . . .							25	

26 Property used more than 50% in a qualified business use


27 Property used 50% or less in a qualified business use


28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . . .

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 . . . . .

29

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) . . . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year . . . . .												
32 Total other personal (noncommuting) miles driven . . . . .												
33 Total miles driven during the year Add lines 30 through 32 . . . . .												
34 Was the vehicle available for personal use during off-duty hours? . . . . .												
35 Was the vehicle used primarily by a more than 5% owner or related person? . . . . .												
36 Is another vehicle available for personal use? . . . . .												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . .	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . . . .		
39 Do you treat all use of vehicles by employees as personal use? . . . . .		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? . . . . .		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . . . .		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year . . . . .				43	
44 Total. Add amounts in column (f). See the instructions for where to report . . . . .				44	

Name	Employer Identification Number
DREAM MAKERZ FOUNDATION	20-5585809

**Asset Information:**

Description of Property . . . . . 2,470.96 UNITS OF MF SMALL CAP GROWTH FUND LLC

Date Acquired . . . . . Various How Acquired . . . . . Purchased

Date Sold . . . . . 12/27/13 Name of Buyer . . . . .

Sales Price . . . . . 90,813. Cost or other basis (do not reduce by depreciation) . . . . . 52,380.

Sales Expense . . . . . Valuation Method . . . . . Fair Market Value

Total Gain (Loss) . . . . . 38,433. Accumulation Depreciation . . . . .

Description of Property . . . . . MFC VANGUARD REIT ETF - RETURN OF CAPITAL

Date Acquired . . . . . Various How Acquired . . . . . Purchased

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . 0. Cost or other basis (do not reduce by depreciation) . . . . . 582.

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . -582. Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

Description of Property . . . . .

Date Acquired . . . . . How Acquired . . . . .

Date Sold . . . . . Name of Buyer . . . . .

Sales Price . . . . . Cost or other basis (do not reduce by depreciation) . . . . .

Sales Expense . . . . . Valuation Method . . . . .

Total Gain (Loss) . . . . . Accumulation Depreciation . . . . .

## Form 990-PF, Page 1, Part I, Line 11

## Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
OTHER INCOME			
FROM K-1 - MF INTERNATIONAL EMERGING MARKETS	30,605.	-67.	
FROM K-1 - MF LARGE CAP GROWTH		600.	
FROM K-1 - MF SMALL CAP GROWTH		73.	
FROM K-1 - MF SMALL CAP VALUE		18.	
FROM K-1 - MF INTERNATIONAL		566.	
FROM K-1 - MF INFLATION PROTECTION		-449.	
FROM K-1 - MF HIGH YIELD DEBT FUND LLC		-335.	
FROM K-1 - MF HOPE VENTURE III LLC		774.	
FROM MF ISLAND AGGRESSIVE LLC		11,082.	
FROM MF ISLAND CONSERVATIVE LLC		8,934.	
<b>Total</b>	<b>30,605.</b>	<b>21,196.</b>	

## Form 990-PF, Page 1, Part I, Line 18

## Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2012 EXTENSION PAYMENT	1,515.			
2013 ESTIMATED TAX PAYMENT	2,500.			
FROM K-1 INTERNATIONAL EMERGING MARKET		474.		
FROM K-1 - MF LARGE CAP GROWTH		24.		
FROM K-1 - MF LARGE CAP VALUE		1.		
FROM K-1 - MF SMALL CAP GROWTH		2.		
FROM K-1 - MF INTERNATIONAL		924.		
FROM K-1 - MF INFLATION PROTECTION		180.		
FROM K-1 - MF HIGH YIELD DEBT FUND LLC		3.		
NT ACCOUNT # 7880		130.		
<b>Total</b>	<b>4,015.</b>	<b>1,738.</b>		

## Form 990-PF, Page 1, Part I, Line 23

## Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BUSINESS REGISTRATION	10.			10.
DUES & MEMBERSHIPS	725.			725.
INSURANCE EXPENSES	2,250.			2,250.
FROM K-1 - MF INTL EMERGING MKTS		138.		
FROM K-1 - MF INTERNATIONAL		838.		
FROM K-1 - MF HIGH YIELD DEBT		36.		
FROM K-1 - MF LARGE CAP GROWTH		6.		
FROM K-1 - MF LARGE CAP VALUE		4.		
FROM K-1 - MF SMALL CAP GROWTH		5.		
FROM K-1 - MF SMALL CAP VALUE		2.		
FROM K-1 - MF TAXABLE BOND FUND		13.		
FROM K-1 - MF INFLATION PROTECTION FUND		61.		
FROM K-1 - MF HOPE VENTURE III LLC		2,529.		
<b>Total</b>	<b>2,985.</b>	<b>3,632.</b>		<b>2,985.</b>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (a) thru (d)**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
FROM SCHEDULE K-1 - MF SMALL VALUE	P	Various	Various
FROM SCHEDULE K-1 - MF INTERNATIONAL	P	Various	Various
FROM SCHEDULE K-1 - MF TAXABLE BOND FUND	P	Various	Various
FROM SCHEDULE K-1 - MF HIGH YIELD DEBT FUND	P	Various	Various
FROM SCHEDULE K-1 - MF INFLATION PROTECTION	P	Various	Various
FROM SCHEDULE K-1 - MF HOPE VENTURE III	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (e) thru (h)**

(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)
14,901.		0.	14,901.
5,902.		0.	5,902.
343.		0.	343.
11,814.		0.	11,814.
0.		25,078.	-25,078.
954.		0.	954.
<b>Total</b>		<b>25,078.</b>	<b>8,836.</b>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (i) thru (l)**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h)) gain minus column (k), but not less than -0- <b>or losses (from column (h))</b>
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
0.	0.	0.	14,901.
0.	0.	0.	5,902.
0.	0.	0.	343.
0.	0.	0.	11,814.
0.	0.	0.	-25,078.
0.	0.	0.	954.
<b>Total</b>	<b>0.</b>	<b>0.</b>	<b>8,836.</b>

Form 990-PF, Page 6, Part VIII, Line 1  
**Information about Officers, Directors, Trustees, Etc.**

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> E. ACHEPOHL 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	TREASURER/SECRETARY 1.00	0.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> S. BERNSTEIN 485 HALF DAY ROAD, SUITE #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I  
**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	THE BENIDA GROUP	17,004.			17,004.
NORTHERN TRUST	NORTHERN TRUST FEES	171.	171.		171.
Total		17,175.	171.		17,175.

Form 990-PF, Line 19  
**Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
GUIDESTAR	09/13/07	100	100	200DB	5.00	0		
ADOBE	12/06/07	9	9	200DB	5.00	0		
COPIER	05/30/07	859	859	200DB	5.00	0		
LAPTOP COMPUTER	06/01/08	30	14	200DB	5.00	1		
COMPUTER	08/31/08	35	16	200DB	5.00	1		

Total

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
MF INTERNATIONAL EMERGING MARKETS FUND, LLC	280,000.	297,040.
MF LARGE CAP GROWTH FUND LLC	188,485.	259,663.
MF LARGE VALUE FUND LLC	204,871.	234,160.
MF SMALL CAP GROWTH FUND LLC	0.	0.
MF SMALL VALUE FUND LLC	166,522.	188,624.
MF HIGH YIELD DEBT FUND LLC	122,500.	138,895.
MF INTERNATIONAL FUND LLC	426,577.	415,018.
MF TAXABLE BOND FUND LLC	274,531.	286,167.
MF ISLAND AGGRESSIVE CORP	100,000.	160,026.
MF ISLAND CONSERVATIVE CORP.	112,000.	152,245.
MF INFLATION PROTECTION LLC	148,000.	137,049.
MFC VANGUARD - INTL REIT ETF	84,014.	87,713.
MFC VANGUARD - REIT ETF	55,021.	59,266.
MF HOPE VENTURE III LLC	45,000.	48,537.
NT ACCOUNT - DIVERSIFIED ASSET PORTFOLIO	58,435.	58,435.
<b>Total</b>	<b>2,265,956.</b>	<b>2,522,838.</b>

Form 990-PF, Page 2, Part II, Line 14

**L-14 Stmt**

<b>Line 14b - Description of Land, Buildings, and Equipment</b>	<b>(a) Cost/Other Basis</b>	<b>(b) Accumulated Depreciation</b>	<b>(c) Book Value</b>
VARIOUS EQUIPMENT	1,033.	1,033.	0.
<b>Total</b>	<b>1,033.</b>	<b>1,033.</b>	<b>0.</b>

**Dream Makerz Grants**  
**EIN #20-5585809**  
**Year 2013**

Name	Address	Foundation Status	Purpose	Amount
<b>Chicago Training Center</b>	PO BOX 7076 Chicago IL 60680-7076	PC	General Operating Support	5,000 00
<b>Beyond Sports Foundation</b>	1350 Old Skokie Rd, Suite 205 Highland Park, IL 60035	PC	General Operating Support	5,000 00
<b>Make-A-Wish Foundation</b>	640 N Lasalle St ,Suite 280 Chicago, IL 60654	PC	General Operating Support	10,000 00
<b>First Book</b>	1319 F Street NW, Suite 1000 Washington, DC 20004	PC	General Operating Support	3,000 00
<b>Polaris Project</b>	PO Box 65323 Washington D C ,20035	PC	General Operating Support	7,000 00
<b>Children's Hospital of Philadelphia Foundation</b>	Lockbox#1352, PO Box 8500 Philadelphia, PA 19178-1352	PC	General Operating Support	7,500 00
<b>Camp Laurelwood</b>	463 Summer Hill Road Madison, CT 06443	PC	General Operating Support	2,500 00
<b>Rose Community Foundation</b>	600 S Cherry Street, Suite 1200 Denver, CO 80246-1712	PC	General Operating Support	1,500 00
<b>Please Touch Museum</b>	4231 Avenue of the Republic Philadelphia, PA 19131	PC	General Operating Support	1,000 00
<b>Eden Village Camp</b>	392 Dennytown Road Putnam Valley, NY 10579	PC	General Operating Support	2,500 00
<b>Providence St Mel School</b>	119 S Central Park Blvd Chicago, IL 60624	PC	General Operating Support	10,000 00
<b>Street Yoga</b>	P O Box 14458 Portland, OR 97293	PC	General Operating Support	5,000 00
<b>Action For Healthy Kids</b>	600 W Van Buren Street, Suite 720 Chicago, IL 60607	PC	General Operating Support	5,000 00
<b>Total:</b>				<b>65,000.00</b>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

► Information about Form 8868 and its Instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box . . . . .

- 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 extention 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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**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.

## Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.  <b>DREAM MAKERZ FOUNDATION</b>	Employer identification number (EIN) or  <b>20-5585809</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions.  <b>485 HALF DAY ROAD, #200</b>	Social security number (SSN)  <b>IL 60089</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>BUFFALO GROVE</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► **ERIC E. ACHEPOHL**

Telephone No. ► **(847) 883-9700** Fax No. ► **(847) 883-9808**

- 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 **Aug 15**, 20 **14**, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 **13** or
- tax year beginning \_\_\_\_\_, 20 \_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.  Initial return  Final return

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . . . .	3 a \$ <b>6,085.</b>
b If this application is for Forms 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 . . . . .	3 b \$ <b>2,585.</b>
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 . . . . .	3 c \$ <b>3,500.</b>

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

**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).

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

Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>DREAM MAKERZ FOUNDATION</b>		Enter filer's identifying number, see instructions  <b>20-5585809</b>
	Number, street, and room or suite number. If a P.O. box, see instructions.  <b>485 HALF DAY ROAD, #200</b>		Employer identification number (EIN) or Social security number (SSN)  <b>20-5585809</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>BUFFALO GROVE IL 60089</b>		

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 8069	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 care of ► **ERIC E. ACHEPOHL** Telephone No. ► **(847) 883-9700** Fax No. ► **(847) 883-9808**
- 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.

- I request an additional 3-month extension of time until **Nov 17**, 20 **14**.
- For calendar year **2013**, or other tax year beginning **20**, and ending **20**.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension . . . . .

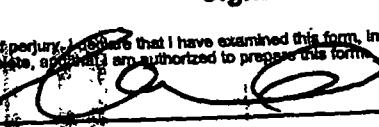
**INFORMATION NECESSARY TO COMPLETE THE RETURN HAS NOT BEEN MADE**

**AVAILABLE.**

- If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions . . . . . **8a \$ 6,085.**
- If this application is for Forms 990-PF, 990-T, 4720, or 8069, 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 \$ 6,085.**
- 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, except that I am authorized to prepare this form.

Signature ►   
**BAA**

Title ► **CPA**

FIF20502 12/31/13

Date ► **08/11/14**  
Form 8868 (Rev 1-2014)