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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>SEDGE PLITT CHARITABLE TRUST III</b>   |  | A Employer identification number<br><b>35-6739620</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>C/O HOWARD STONE, 1 SOUTH WACKER DR.</b>   | Room/suite<br><b>800</b>   | B Telephone number<br><b>(312) 634-3400</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>CHICAGO, IL 60606</b>  |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 8,140,488.</b>  | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received   |                                    |                           | N/A                     |   |
|  | 2 Check <input checked="" 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   | 270,814.                           | 270,814.                  |                         | STATEMENT 1   |
|  | 5a Gross rents   |                                    |                           |                         |   |
|  | b Net rental income or (loss)  |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                                       | 103,524.                           |                           |                         |   |
|  | b Gross sales price for all assets on line 6a  | 1,130,783.                         |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)   |                                    | 103,524.                  |                         |   |
|  | 8 Net short-term capital gain  |                                    |                           |                         |   |
|  | 9 Income modifications   |                                    |                           |                         |   |
|  | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
| b Less Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)   |  |                                    |                           |                         |   |
| 11 Other income  | -7,319.  | -12,269.                           |                           | STATEMENT 2             |   |
| 12 Total. Add lines 1 through 11   | 367,019.   | 362,069.                           |                           |                         |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc  | 65,850.                            | 16,462.                   |                         | 49,388.   |
|  | 14 Other employee salaries and wages   |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits  |                                    |                           |                         |   |
|  | 16a Legal fees   |                                    |                           |                         |   |
|  | b Accounting fees  | 16,299.                            | 0.                        |                         | 16,299.   |
|  | c Other professional fees  | 64,396.                            | 64,396.                   |                         | 0.  |
|  | 17 Interest  |                                    |                           |                         |   |
|  | 18 Taxes   | 5,796.                             | 5,796.                    |                         | 0.  |
|  | 19 Depreciation and depletion  |                                    |                           |                         |   |
|  | 20 Occupancy   |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings   |                                    |                           |                         |   |
|  | 22 Printing and publications   |                                    |                           |                         |   |
|  | 23 Other expenses  | 20,332.                            | 5,957.                    |                         | 14,346.   |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23                        | 172,673.                           | 92,611.                   |                         | 80,033.   |
|  | 25 Contributions, gifts, grants paid   | 330,000.                           |                           |                         | 330,000.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   | 502,673.   | 92,611.                            |                           | 410,033.                |   |
| 27 Subtract line 26 from line 12   | -135,654.  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  | 269,458.                           |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    | N/A                       |                         |   |

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LHA For Paperwork Reduction Act Notice, see instructions

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| Part II Balance Sheets   |   | Beginning of year |                | End of year           |  |
|--|---|-------------------|----------------|-----------------------|--|
|  |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |  |
| Assets   | 1 Cash - non-interest-bearing   | 7,658.            |                |                       |  |
|  | 2 Savings and temporary cash investments  | 80,811.           | 228,396.       | 228,396.              |  |
|  | 3 Accounts receivable   |                   |                |                       |  |
|  | Less: allowance for doubtful accounts   |                   |                |                       |  |
|  | 4 Pledges receivable  |                   |                |                       |  |
|  | Less: allowance for doubtful accounts   |                   |                |                       |  |
|  | 5 Grants receivable   |                   |                |                       |  |
|  | 6 Receivables due from officers, directors, trustees, and other disqualified persons    |                   |                |                       |  |
|  | 7 Other notes and loans receivable  |                   |                |                       |  |
|  | Less: allowance for doubtful accounts   |                   |                |                       |  |
|  | 8 Inventories for sale or use   |                   |                |                       |  |
|  | 9 Prepaid expenses and deferred charges   | 1,996.            | 4,699.         | 4,699.                |  |
|  | 10a Investments - U.S. and state government obligations STMT 9                          | 336,588.          | 121,239.       | 94,738.               |  |
|  | b Investments - corporate stock STMT 10   | 2,684,544.        | 2,763,680.     | 4,793,260.            |  |
|  | c Investments - corporate bonds STMT 11   | 3,019,243.        | 2,903,694.     | 3,019,395.            |  |
|  | 11 Investments - land, buildings, and equipment basis                                   |                   |                |                       |  |
| Less: accumulated depreciation   |   |                   |                |                       |  |
| 12 Investments - mortgage loans  |   |                   |                |                       |  |
| 13 Investments - other   |   |                   |                |                       |  |
| 14 Land, buildings, and equipment basis  |   |                   |                |                       |  |
| Less: accumulated depreciation   |   |                   |                |                       |  |
| 15 Other assets (describe )  |   |                   |                |                       |  |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 6,130,840.  | 6,021,708.        | 8,140,488.     |                       |  |
| Liabilities  | 17 Accounts payable and accrued expenses  |                   |                |                       |  |
|  | 18 Grants payable   |                   |                |                       |  |
|  | 19 Deferred revenue   |                   |                |                       |  |
|  | 20 Loans from officers, directors, trustees, and other disqualified persons             |                   |                |                       |  |
|  | 21 Mortgages and other notes payable  |                   |                |                       |  |
|  | 22 Other liabilities (describe )  |                   |                |                       |  |
| 23 Total liabilities (add lines 17 through 22)   | 0.  | 0.                |                |                       |  |
| Net Assets or Fund Balances  | Foundations that follow SFAS 117, check here <input type="checkbox"/>                   |                   |                |                       |  |
|  | 24 Unrestricted   |                   |                |                       |  |
|  | 25 Temporarily restricted   |                   |                |                       |  |
|  | 26 Permanently restricted   |                   |                |                       |  |
|  | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> |                   |                |                       |  |
|  | 27 Capital stock, trust principal, or current funds                                     | 5,038,411.        | 5,038,411.     |                       |  |
|  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                       | 0.                | 0.             |                       |  |
|  | 29 Retained earnings, accumulated income, endowment, or other funds                     | 1,092,429.        | 983,297.       |                       |  |
|  | 30 Total net assets or fund balances  | 6,130,840.        | 6,021,708.     |                       |  |
| 31 Total liabilities and net assets/fund balances  | 6,130,840.  | 6,021,708.        |                |                       |  |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 6,130,840. |
| 2 Enter amount from Part I, line 27a  | 2 | -135,654.  |
| 3 Other increases not included in line 2 (itemize) SEE STATEMENT 7  | 3 | 26,640.    |
| 4 Add lines 1, 2, and 3   | 4 | 6,021,826. |
| 5 Decreases not included in line 2 (itemize) SEE STATEMENT 8  | 5 | 118.       |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 6,021,708. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a SPDR GOLD TR SHS  | P  | VARIOUS                              | VARIOUS                          |
| b RBC CAPITAL MARKETS  |  |                                      |                                  |
| c RBC CAPITAL MARKETS  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 118.                |  |   | 118.   |
| b 339.                |  | 339.  | 0.   |
| c 1,130,326.          |  | 1,026,920.                                      | 103,406.                                     |
| 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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   | 118.  |
| b   |                                      |   | 0.  |
| c   |                                      |   | 103,406.  |
| d   |                                      |   |   |
| e   |                                      |   |   |

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 103,524. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | { }   | 3 | N/A      |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2012  | 128,527.                              | 7,500,163.                                | .017137  |
| 2011  | 347,565.                              | 7,226,172.                                | .048098  |
| 2010  | 306,468.                              | 6,951,046.                                | .044089  |
| 2009  | 535,264.                              | 6,400,116.                                | .083633  |
| 2008  | 406,800.                              | 6,718,746.                                | .060547  |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .253504    |
| 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 | .050701    |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5   | 4 | 8,012,041. |
| 5 Multiply line 4 by line 3  | 5 | 406,218.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 2,695.     |
| 7 Add lines 5 and 6  | 7 | 408,913.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 410,033.   |

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

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

|  |  |    |        |
|--|--|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |  | 1  | 2,695. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |  | 2  | 0.     |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).   |  | 3  | 2,695. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |  | 4  | 0.     |
| 3 Add lines 1 and 2  |  | 5  | 2,695. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |  | 6a | 7,157. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-   |  | 6b |        |
| 6 Credits/Payments:  |  | 6c |        |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013  |  | 6d |        |
| b Exempt foreign organizations - tax withheld at source  |  | 7  | 7,157. |
| c Tax paid with application for extension of time to file (Form 8868)  |  | 8  |        |
| d Backup withholding erroneously withheld  |  | 9  |        |
| 7 Total credits and payments. Add lines 6a through 6d  |  | 10 | 4,462. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  |  | 11 | 0.     |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed   |  |    |        |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  |  |    |        |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,462. Refunded <input type="checkbox"/>  |  |    |        |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities   |     | 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   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?         | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NONE   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  |     | X  |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

N/A

SEE STATEMENT 12

**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?<br>Website address ► N/A  | 13 | X   |         |
| 14 | The books are in care of ► HOWARD STONE Telephone no. ► (312) 634-3400<br>Located at ► 1 SOUTH WACKER DRIVE, SUITE 800, CHICAGO, IL ZIP+4 ► 60606   |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year  | 15 | N/A |         |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>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 type="checkbox"/> Yes <input checked="" 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)?<br>Organizations relying on a current notice regarding disaster assistance check here   | N/A |    |
| 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?  |     | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►  |     |    |
| 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 <b>all</b> years listed, answer "No" and attach statement - see instructions)   | N/A |    |
| 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.<br>►   |     |    |
| 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 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) | N/A |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  |     | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?  |     | X  |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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.

| (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 |
|--|---|---|---|---------------------------------------|
| HOWARD STONE<br>1 SOUTH WACKER DRIVE, SUITE 800<br>CHICAGO, IL 60606 | TRUSTEE<br>9.00   | 65,850.                                   | 0.  | 0.                                    |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |

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

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

Total number of other employees paid over \$50,000

0

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

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

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

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

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

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



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

|   |    |            |
|---|----|------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |            |
| a Average monthly fair market value of securities   | 1a | 7,746,510. |
| b Average of monthly cash balances  | 1b | 387,542.   |
| c Fair market value of all other assets   | 1c |            |
| d Total (add lines 1a, b, and c)  | 1d | 8,134,052. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 Acquisition indebtedness applicable to line 1 assets  | 2  | 0.         |
| 3 Subtract line 2 from line 1d  | 3  | 8,134,052. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 122,011.   |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 8,012,041. |
| 6 Minimum investment return. Enter 5% of line 5   | 6  | 400,602.   |

**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  | 400,602. |
| 2a Tax on investment income for 2013 from Part VI, line 5  | 2a | 2,695.   |
| b Income tax for 2013. (This does not include the tax from Part VI.)                                 | 2b |          |
| c Add lines 2a and 2b  | 2c | 2,695.   |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 397,907. |
| 4 Recoveries of amounts treated as qualifying distributions  | 4  | 0.       |
| 5 Add lines 3 and 4  | 5  | 397,907. |
| 6 Deduction from distributable amount (see instructions)   | 6  | 0.       |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 397,907. |

**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 | 410,033. |
| b Program-related investments - total from Part IX-B  | 1b | 0.       |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 Amounts set aside for specific charitable projects that satisfy the:  |    |          |
| a Suitability test (prior IRS approval required)  | 3a |          |
| b Cash distribution test (attach the required schedule)   | 3b |          |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 410,033. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 2,695.   |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 407,338. |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7   |               |                            |             | 397,907.    |
| 2 Undistributed income, if any, as of the end of 2013  |               |                            |             |             |
| a Enter amount for 2012 only   |               |                            | 274,148.    |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2013  |               |                            |             |             |
| a From 2008  |               |                            |             |             |
| b From 2009  |               |                            |             |             |
| c From 2010  |               |                            |             |             |
| d From 2011  |               |                            |             |             |
| e From 2012  |               |                            |             |             |
| f Total of lines 3a through e  | 0.            |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 410,033.   |               |                            |             |             |
| a Applied to 2012, but not more than line 2a   |               |                            | 274,148.    |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2013 distributable amount   |               |                            |             | 135,885.    |
| 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))   | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 0.            |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  |               |                            |             | 262,022.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7   | 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   |               |                            |             |             |
| b Excess from 2010   |               |                            |             |             |
| c Excess from 2011   |               |                            |             |             |
| d Excess from 2012   |               |                            |             |             |
| e Excess from 2013   |               |                            |             |             |



**Part XV** Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment                            |  |                                      |                                     |                 |
|---|--|--------------------------------------|-------------------------------------|-----------------|
| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
| <b>a Paid during the year</b>   |  |                                      |                                     |                 |
| FRIENDS OF ELNET<br>400 SKOKIE BLVD<br>NORTHBROOK, IL 60062   | NONE   | PUBLIC                               | GENERAL FUNDS                       | 10,000.         |
| FRIENDS OF THE ISRAEL DEFENSE FORCES<br>350 - 5TH AVE<br>NEW YORK, NY 10118                               | NONE   | PUBLIC                               | GENERAL FUNDS                       | 25,000.         |
| JEWISH UNITED FUND/JEWISH FEDERATION<br>OF METROPOLITAN CHICAGO<br>30 SOUTH WELLS ST<br>CHICAGO, IL 60606 | NONE   | PUBLIC                               | GENERAL FUNDS                       | 75,000.         |
| NORTHWESTERN UNIVERSITY<br>633 CLARK STREET<br>EVANSTON, IL 60208   | NONE   | PUBLIC                               | GENERAL FUNDS                       | 200,000.        |
| UNITED CEREBRAL PALSY<br>1660 L STREET NW, STE 700<br>WASHINGTON, DC 20036-5602                           | NONE   | PUBLIC                               | GENERAL FUNDS                       | 10,000.         |
| <b>Total</b>  | <b>SEE CONTINUATION SHEET(S)</b>   |                                      |                                     | <b>330,000.</b> |
| <b>b Approved for future payment</b>  |  |                                      |                                     |                 |
| NONE  |  |                                      |                                     |                 |
|   |  |                                      |                                     |                 |
|   |  |                                      |                                     |                 |
| <b>Total</b>  |  |                                      |                                     | <b>0.</b>       |



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

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

[illegible]

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

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

|                        |  |   |                      |  |  |
|------------------------|--|---|----------------------|--|--|
| Sign Here              | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. |   |                      |  | May the IRS discuss this return with the preparer shown below (see instr.)?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|                        | Signature of officer or trustee <i>Howard Bone</i>   |   | Date <i>11/10/14</i> | Title <i>Trustee</i>                             |  |
| Paid Preparer Use Only | Print/Type preparer's name   | Preparer's signature <i>Alan H. Spigelman</i> | Date <i>11/6/14</i>  | Check <input type="checkbox"/> if self-employed  | PTIN   |
|                        | Firm's name <b>ALAN H. SPIGELMAN</b><br><b>MCGLADREY LLP</b>   |   |                      | Firm's EIN <b>P00285746</b><br><b>42-0714325</b> |  |
|                        | Firm's address <b>1 S.WACKER DRIVE, STE 800</b><br><b>CHICAGO, IL 60606-3392</b>   |   |                      | Phone no. <b>312-634-3400</b>                    |  |

**Part XV** Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation)  |  |                                      |                                     |         |
|---|--|--------------------------------------|-------------------------------------|---------|
| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
| UNITED STATES HOLOCAUST MEMORIAL<br>MUSEUM<br>100 RAOUL WALLENBERG PLACE, SW<br>WASHINGTON, DC 20024-2126 | NONE   | PUBLIC                               | GENERAL FUNDS                       | 10,000. |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
| Total from continuation sheets  |  |                                      |                                     | 10,000. |

| FORM 990-PF  | DIVIDENDS AND INTEREST FROM SECURITIES |                               |                             |                                   | STATEMENT                     | 1 |
|--|--|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| SOURCE   | GROSS<br>AMOUNT                        | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| LESS: BOND PREMIUM<br>AMORTIZATION                     | -20,814.                               | 0.                            | -20,814.                    | -20,814.                          |                               |   |
| LESS: ACCRUED<br>PURCHASE INTEREST                     | -6,192.                                | 0.                            | -6,192.                     | -6,192.                           |                               |   |
| ONEOK PARTNERS -<br>INTEREST                           | 8.                                     | 0.                            | 8.                          | 8.                                |                               |   |
| RBC CAPITAL<br>MARKETS, LLC -<br>CORP BOND INTEREST    | 158,932.                               | 0.                            | 158,932.                    | 158,932.                          |                               |   |
| RBC CAPITAL<br>MARKETS, LLC -<br>DIVIDENDS             | 129,836.                               | 0.                            | 129,836.                    | 129,836.                          |                               |   |
| RBC CAPITAL<br>MARKETS, LLC - US<br>TREAS INTEREST     | 6,614.                                 | 0.                            | 6,614.                      | 6,614.                            |                               |   |
| RBC CAPITAL<br>MARKETS, LLC - US<br>TREAS OID INTEREST | 2,430.                                 | 0.                            | 2,430.                      | 2,430.                            |                               |   |
| TO PART I, LINE 4                                      | 270,814.                               | 0.                            | 270,814.                    | 270,814.                          |                               |   |

| FORM 990-PF                           | OTHER INCOME                |                                   | STATEMENT                     | 2 |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| ONEOK PARTNERS - BUSINESS INCOME      | -12,214.                    | -12,214.                          |                               |   |
| ONEOK PARTNERS - SECTION 1231         | -55.                        | -55.                              |                               |   |
| NONTAXABLE DISTRIBUTIONS              | 4,950.                      | 0.                                |                               |   |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -7,319.                     | -12,269.                          |                               |   |



| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING FEES              | 16,299.                      | 0.                                |                               | 16,299.                       |   |
| TO FORM 990-PF, PG 1, LN 16B | 16,299.                      | 0.                                |                               | 16,299.                       |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT MANAGEMENT FEES   | 64,396.                      | 64,396.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 64,396.                      | 64,396.                           |                               | 0.                            |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAXES               | 5,796.                       | 5,796.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 5,796.                       | 5,796.                            |                               | 0.                            |   |

| FORM 990-PF                                | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INSURANCE                                  | 19,039.                      | 4,760.                            |                               | 14,279.                       |   |
| ONEOK PARTNERS -<br>NONDEDUCTIBLE EXPENSES | 29.                          | 0.                                |                               | 0.                            |   |
| RBC CAPITAL MARKETS, LLC -<br>ADR FEES     | 1,197.                       | 1,197.                            |                               | 0.                            |   |
| MISCELLANEOUS FEES                         | 67.                          | 0.                                |                               | 67.                           |   |
| TO FORM 990-PF, PG 1, LN 23                | 20,332.                      | 5,957.                            |                               | 14,346.                       |   |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

| DESCRIPTION                              | AMOUNT  |
|--|---------|
| ONEOK PARTNERS - TAX/BOOK RECONCILIATION | 26,640. |
| TOTAL TO FORM 990-PF, PART III, LINE 3   | 26,640. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

| DESCRIPTION  | AMOUNT |
|--|--------|
| CAPITAL GAIN ON SALE OF COMMODITY TRUSTS NOT RECORDED ON BOOKS | 118.   |
| TOTAL TO FORM 990-PF, PART III, LINE 5                         | 118.   |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

| DESCRIPTION   | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|---------------|----------------|------------|----------------------|
| US TREASURY INFLATION-INDEXED NOTES, 200,000 FACE, 1.875% | X             |                | 0.         | 0.                   |
| US TREASURY INFLATION-INDEXED NOTES, 75,000 FACE, 2.000%  | X             |                | 121,239.   | 94,738.              |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                         |               |                | 121,239.   | 94,738.              |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS          |               |                |            |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A                   |               |                | 121,239.   | 94,738.              |

FORM 990-PF CORPORATE STOCK STATEMENT 10

| DESCRIPTION   | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|------------|----------------------|
| RBC CAPITAL MARKETS, LLC - CORPORATE EQUITIES (SEE ATTACHED SCHEDULE) | 2,763,680. | 4,793,260.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B                               | 2,763,680. | 4,793,260.           |

|             |                 |           |    |
|-------------|-----------------|-----------|----|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 11 |
|-------------|-----------------|-----------|----|

| DESCRIPTION  | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| RBC CAPITAL MARKETS, LLC - CORPORATE BONDS (SEE ATTACHED SCHEDULE) | 2,903,694. | 3,019,395.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C                            | 2,903,694. | 3,019,395.        |

|             |  |           |    |
|-------------|--|-----------|----|
| FORM 990-PF | EXPLANATION CONCERNING PART VII-A, LINE 8B | STATEMENT | 12 |
|-------------|--|-----------|----|

EXPLANATION

THERE ARE NO STATE FILING REQUIREMENTS.

**Sedge Plitt Charitable Trust III**  
 EIN 35-6739620

**Domestic Equities**

**US Common Stocks**

| Description                          | Shares   | 2012<br>Cost Basis | 2013<br>Cost Basis | 2013<br>Market Value |
|--------------------------------------|----------|--------------------|--------------------|----------------------|
| Abbott Laboratories                  | 1,500 00 | 61,771.57          | 29,634.97          | 57,495.00            |
| AbbVie Inc                           | 1,500 00 | 0.00               | 32,136.60          | 79,215.00            |
| Apple Inc                            | 180 00   | 69,303.59          | 69,303.59          | 100,983.60           |
| Bank of America Corp                 | 6,000 00 | 58,853.40          | 58,853.40          | 93,420.00            |
| Baxter International                 | 1,800 00 | 44,225.00          | 44,225.00          | 125,190.00           |
| Becton Dickinson & Co                | 300 00   | 23,566.95          | 23,566.95          | 33,147.00            |
| Berkshire Hathaway Cl B              | 1,800 00 | 105,354.00         | 105,354.00         | 213,408.00           |
| Centerpoint Energy Inc               | 2,500 00 | 36,873.50          | 36,873.50          | 57,950.00            |
| Chevron Corp                         | 1,300 00 | 47,087.00          | 47,087.00          | 162,383.00           |
| Coca Cola Co                         | 2,000 00 | 47,589.32          | 47,589.32          | 82,620.00            |
| Colgate Palmolive Co                 | 1,000 00 | 38,634.25          | 38,634.25          | 65,210.00            |
| Costco Wholesale Corp                | 2,000 00 | 67,730.00          | 67,730.00          | 238,040.00           |
| General Electric                     | 4,000 00 | 137,378.80         | 137,378.80         | 112,120.00           |
| Google Inc Cl A                      | 60 00    | 19,603.58          | 19,603.58          | 67,242.60            |
| HJ Heinz                             | 0 00     | 51,127.50          | 0.00               | 0.00                 |
| International Business Machines Corp | 400 00   | 80,580.60          | 80,580.60          | 75,028.00            |
| Ishares Trust                        | 1,000 00 | 54,500.00          | 54,500.00          | 95,820.00            |
| Johnson and Johnson                  | 1,500 00 | 96,914.95          | 96,914.95          | 137,385.00           |
| Kellogg                              | 2,000 00 | 70,208.00          | 70,208.00          | 122,140.00           |
| McDonalds Corp                       | 2,000 00 | 40,004.00          | 40,004.00          | 194,060.00           |
| Microsoft Corp                       | 2,600 00 | 72,744.40          | 72,744.40          | 97,266.00            |
| Pepsico Inc                          | 500 00   | 32,179.25          | 32,179.25          | 41,470.00            |
| Procter & Gamble Co                  | 500 00   | 31,544.95          | 31,544.95          | 40,705.00            |
| Qualcomm Inc                         | 600 00   | 36,917.67          | 36,917.67          | 44,550.00            |
| Sysco Corp                           | 2,000 00 | 58,952.40          | 58,952.40          | 72,200.00            |
| United Parcel Service                | 1,900 00 | 131,440.40         | 131,440.40         | 199,652.00           |
| Wal-Mart Stores Inc                  | 1,200 00 | 63,473.70          | 63,473.70          | 94,428.00            |
| Whole Foods Market Inc               | 500 00   | 0.00               | 20,987.75          | 28,915.00            |
| Yum Brands                           | 1,000 00 | 40,604.00          | 40,604.00          | 75,610.00            |
| Zimmer Holdings Inc                  | 1,000 00 | 53,577.50          | 53,577.50          | 93,190.00            |
| SPDR Gold Trust Gold Shares          | 200 00   | 16,313.86          | 16,313.86          | 23,224.00            |
|                                      |          | 1,689,054.14       | 1,658,914.39       | 2,924,067.20         |

**Investment in Partnerships**

|                |          |           |           |            |
|----------------|----------|-----------|-----------|------------|
| Oneok Partners | 5,000 00 | 97,652.00 | 97,652.00 | 263,250.00 |
|                |          | 97,652.00 | 97,652.00 | 263,250.00 |

**International Equities**

|                                       |           |            |            |              |
|---------------------------------------|-----------|------------|------------|--------------|
| Anheuser Busch InBev SA               | 1,000 00  | 57,499.40  | 57,499.40  | 106,460.00   |
| Canadian Pacific Railway              | 250 00    | 11,678.90  | 11,678.90  | 37,830.00    |
| China Mobile Limited Sponsored ADR    | 2,000 00  | 96,852.50  | 96,852.50  | 104,580.00   |
| Gazprom Neft                          | 1,900 00  | 0.00       | 42,750.00  | 42,674.00    |
| Grupo Modelo SA                       | 0 00      | 33,393.00  | 0.00       | 0.00         |
| Lundt & Spruengli AG                  | 6 00      | 0.00       | 21,488.78  | 27,420.00    |
| Nestle SA-Sponsored ADR               | 5,000 00  | 137,640.00 | 137,640.00 | 367,120.00   |
| Petrochina Co Ads Each Pepr           | 400 00    | 0.00       | 43,573.99  | 43,896.00    |
| Philippine Long Distance Telephone Co | 1,000 00  | 51,243.60  | 51,243.60  | 60,080.00    |
| Power Assets Holdings                 | 10,100 00 | 44,200.00  | 44,200.00  | 80,305.10    |
| Royal Dutch Shell Plc                 | 500 00    | 33,289.25  | 33,289.25  | 35,635.00    |
| SabMiller PLC Sponsored ADR           | 1,000 00  | 28,350.00  | 28,350.00  | 51,361.00    |
| Unilever                              | 2,250 00  | 42,088.50  | 42,088.50  | 90,517.50    |
| Vodafone Group                        | 5,000 00  | 71,180.00  | 147,736.23 | 196,550.00   |
| Wal-Mart De Mexico                    | 3,600 00  | 25,410.00  | 25,410.00  | 94,168.80    |
|                                       |           | 632,825.15 | 783,801.15 | 1,338,597.40 |

**US Preferred Stocks**

|   |           |            |            |            |
|---|-----------|------------|------------|------------|
| AES Tiete SA Sponsored ADR Representing PFD Stk | 4,000 00  | 0.00       | 32,920.00  | 32,368.00  |
| Strategic Hotels & Resorts Inc                  | 2,400 00  | 53,708.69  | 53,708.69  | 56,952.00  |
| Constellation Energy Group Inc 8 625%           | 0 00      | 74,620.00  | 0.00       | 0.00       |
| Surgutneftegaz Sponsored ADR                    | 12,500 00 | 47,640.00  | 47,640.00  | 98,525.00  |
|   |           | 175,968.69 | 134,268.69 | 187,845.00 |

**Other Stock Holdings**

|                              |           |           |           |           |
|------------------------------|-----------|-----------|-----------|-----------|
| Templeton Global Income Fund | 10,000 00 | 89,044.00 | 89,044.00 | 79,500.00 |
|                              |           | 89,044.00 | 89,044.00 | 79,500.00 |

**Totals** 2,684,543.98      2,763,680.23      4,793,259.60

**Corporate Bonds**

| Description                          | Face       | 2012<br>Cost Basis  | 2013<br>Cost Basis  | 2013<br>Market Value |
|--------------------------------------|------------|---------------------|---------------------|----------------------|
| Telefonica Emisiones SA 5 855%       | 0 00       | 100,108.63          | 0 00                | 0 00                 |
| General Mills Inc, 5 250%            | 0 00       | 251,447.33          | 0 00                | 0 00                 |
| Ford Motor Credit Co 7 000%          | 0 00       | 202,184.36          | 0 00                | 0 00                 |
| Wellpoint Inc 6 000%                 | 0 00       | 100,077.76          | 0 00                | 0 00                 |
| American Intl Group Inc 4 250%       | 100,000 00 | 99,173.00           | 99,173.00           | 102,499.00           |
| Energy Transfer Partners, 5 950%     | 100,000 00 | 105,465.70          | 102,858.38          | 105,355.00           |
| Vornado Realty Trust, 4 250%         | 150,000 00 | 152,834.55          | 151,354.67          | 154,684.50           |
| Bank Amer Corp 4 750%                | 175,000 00 | 177,212.16          | 176,374.58          | 185,405.50           |
| Entergy Corp New 3 625%              | 250,000 00 | 251,990.88          | 251,270.92          | 257,882.50           |
| AES Corp 7 750%                      | 200,000 00 | 200,569.39          | 200,261.04          | 221,000.00           |
| Kinder Morgan Finance Corp 5 700%    | 100,000 00 | 106,014.90          | 104,065.33          | 107,413.00           |
| Petrobras Intl Fin CO 3 875%         | 100,000 00 | 101,301.11          | 100,888.12          | 102,846.00           |
| Telefonica Emisiones SA 3 992%       | 100,000 00 | 104,199.39          | 102,872.26          | 105,040.00           |
| Sprint Nextel Corp 6 000%            | 100,000 00 | 109,405.58          | 107,102.52          | 109,125.00           |
| Goldman Sachs Group 5 625%           | 150,000 00 | 154,206.06          | 153,061.66          | 165,291.00           |
| Fresenius Med Care US Fin Inc 6 875% | 85,000 00  | 0.00                | 91,921.54           | 96,475.00            |
| AES Corp 8 000%                      | 100,000 00 | 109,055.30          | 107,354.02          | 117,500.00           |
| Time Warner Cable Inc 6 750%         | 150,000 00 | 0.00                | 167,236.33          | 168,216.00           |
| Telefonica Emisiones SAU 5 877%      | 125,000 00 | 0.00                | 136,122.09          | 139,387.50           |
| Safeway Inc 5 000%                   | 150,000 00 | 0.00                | 157,779.45          | 159,519.00           |
| Zurich Rens Centre Hldgs, 7 125%     | 40,000 00  | 29,600.00           | 29,600.00           | 44,606.00            |
| Wachovia Cap Tr III 5 800%           | 250,000 00 | 234,050.00          | 234,050.00          | 228,750.00           |
| General Electric Cap Corp 6 250%     | 200,000 00 | 205,000.00          | 205,000.00          | 206,500.00           |
| Enterprise Prods Oper, 7 034%        | 150,000 00 | 154,850.00          | 154,850.00          | 165,750.00           |
| Countrywide Preferred Stk            | 3,000 00   | 70,496.70           | 70,496.70           | 76,050.00            |
| <b>Totals</b>                        |            | <b>3,019,242.80</b> | <b>2,903,693.61</b> | <b>3,019,395.00</b>  |

**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

| Type or print   | Name of exempt organization or other filer, see instructions  | Enter filer's identifying number                             |
|---|---|--|
|   | <b>SEDGE PLITT CHARITABLE TRUST III</b>   | Employer identification number (EIN) or<br><b>35-6739620</b> |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>C/O HOWARD STONE, ONE SOUTH WACKER DR., NO. 800</b> | Social security number (SSN)                                 |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>CHICAGO, IL 60606</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 (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

**HOWARD STONE**

- The books are in the care of ► **ONE SOUTH WACKER DRIVE, SUITE 800 - CHICAGO, IL 60606**

Telephone No ► **(312) 634-3400**

Fax No ► \_\_\_\_\_

- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year **2013** or
- ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|   |    |    |               |
|---|----|----|---------------|
| 3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                   | 3a | \$ | <b>2,446.</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 | 3b | \$ | <b>7,157.</b> |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions       | 3c | \$ | <b>0.</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 ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

| Enter filer's identifying number, see instructions  |  |
|---|--|
| <b>Type or print</b><br>Name of exempt organization or other filer, see instructions.<br><b>SEDGE PLITT CHARITABLE TRUST III</b>  | Employer identification number (EIN) or<br><b>35-6739620</b> |
| <b>File by the due date for filing your return. See instructions</b><br>Number, street, and room or suite no. If a P O box, see instructions.<br><b>C/O HOWARD STONE, ONE SOUTH WACKER DR., NO. 800</b> | Social security number (SSN)<br>                             |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>CHICAGO, IL 60606</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 (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

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

- The books are in the care of **ONE SOUTH WACKER DRIVE, SUITE 800 - CHICAGO, IL 60606**  
Telephone No **(312) 634-3400** Fax No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**
- 5 For calendar year **2013**, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETED AND ACCURATE RETURN.**

|  |           |           |               |
|--|-----------|-----------|---------------|
| <b>8a</b> 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.  | <b>8a</b> | <b>\$</b> | <b>2,446.</b> |
| <b>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 and any amount paid previously with Form 8868 | <b>8b</b> | <b>\$</b> | <b>7,157.</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System); See instructions.   | <b>8c</b> | <b>\$</b> | <b>0.</b>     |

**Signature and Verification must be completed for Part II only.**

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

 Signature  Title  Date **8/14/14**  
 Form 8868 (Rev 1-2014)