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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052




2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation EDMOND AND ALICE OPLER FOUNDATION		A Employer identification number 36-3137745	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 547		B Telephone number (see instructions) (312) 372-0440	
City or town, state or province, country, and ZIP or foreign postal code OAK LAWN, IL 60454		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 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 <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 (<i>from Part II, col. (c), line 16</i>)▶\$ 19,952,472		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J 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.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities.	655,747	655,747		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	129,695			
	b Gross sales price for all assets on line 6 a 2,093,825				
	7 Capital gain net income (from Part IV, line 2) . . .		129,695		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	43,258	43,258		
	12 Total. Add lines 1 through 11	828,732	828,732		
	13 Compensation of officers, directors, trustees, etc	192,000	38,400		153,600
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,000	14,000		0
	c Other professional fees (attach schedule)	97,402	97,402		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,299	10,548		11,751
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,854	7,854		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	333,555	168,204		165,351
	25 Contributions, gifts, grants paid	842,000			842,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,175,555	168,204		1,007,351
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-346,823			
	b Net investment income (if negative, enter -0-)		660,528		
	c Adjusted net income (if negative, enter -0-)				

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	27,810	55,116	55,116
	2	Savings and temporary cash investments	242,662	210,617	210,617
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,208,235 	5,531,860	8,967,790
	c	Investments—corporate bonds (attach schedule).	6,298,282 	5,352,633	5,434,782
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,775,624 	5,055,564	5,284,167
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,552,613	16,205,790	19,952,472	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	16,552,613	16,205,790	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	16,552,613	16,205,790	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,552,613	16,205,790	

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	16,552,613
2	Enter amount from Part I, line 27a	2	-346,823
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,205,790
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	16,205,790

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	129,695
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	963,850	18,036,398	0 053439
2011	933,686	17,730,000	0 052661
2010	965,365	17,797,601	0 054241
2009	934,261	16,271,750	0 057416
2008	1,062,523	18,927,497	0 056136

2	Total of line 1, column (d).	2	0 273893
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054779
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	18,953,292
5	Multiply line 4 by line 3.	5	1,038,242
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,605
7	Add lines 5 and 6.	7	1,044,847
8	Enter qualifying distributions from Part XII, line 4. 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	8	1,007,351

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	13,211
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <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, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	13,211
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	13,211
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,760	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	16,260
8 Enter any penalty for underpayment of estimated tax Check here <input 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	3,049
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,049 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of WINEBERG SOLHEIM HOWELL SHAIN CPA Telephone no (312) 372-0440 Located at 180 N LASALLE SUITE 2200 CHICAGO IL ZIP+4 60601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
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?	16	Yes	No
	See 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.			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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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)?

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (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
BARBARA KUPFERBERG	DIRECTOR	48,000	0	0
380 WOODLAND RD HIGHLAND PARK,IL 60035	20 00			
LYLE OLSON	TREASURER	48,000	0	0
909 BARCLAY CIRCLE LAKE FOREST,IL 60045	20 00			
ROSEMARY MORRIS	SECRETARY	48,000	0	0
10905 S KENNETH OAK LAWN,IL 60453	20 00			
RITA EGAN	PRESIDENT	48,000	0	0
9724 S TULLEY AVE OAK LAWN,IL 60453	20 00			

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.

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 (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		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	18,979,301
b	Average of monthly cash balances.	1b	262,620
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,241,921
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	19,241,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	288,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,953,292
6	Minimum investment return. Enter 5% of line 5.	6	947,665

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	947,665
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	13,211
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,211
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	934,454
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	934,454
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	934,454

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	1,007,351
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	1,007,351
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	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,007,351
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				934,454
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	328,558			
b From 2009.	130,187			
c From 2010.	82,992			
d From 2011.	57,845			
e From 2012.	70,785			
f Total of lines 3a through e.	670,367			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,007,351				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				934,454
e Remaining amount distributed out of corpus	72,897			
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	743,264			
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	328,558			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	414,706			
10 Analysis of line 9				
a Excess from 2009. . . .	130,187			
b Excess from 2010. . . .	82,992			
c Excess from 2011. . . .	57,845			
d Excess from 2012. . . .	70,785			
e Excess from 2013. . . .	72,897			

Part XIV

1a 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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	842,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

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.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. 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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

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

2a

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

Yes

No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-06-10

Date

Title

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

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

MICHAEL S SOLHEIM

CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P00570974

Firm's name

WINEBERG SOLHEIM HOWELL & SHAIN PC

Firm's EIN

36-2700600

Firm's address

180 N LASALLE ST STE 2200 CHICAGO, IL 60601

Phone no

(312) 372-0440

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
250000 CITIGROUP	P	2008-04-04	2013-04-11
2000 SHS SOUTHWEST ENERGY	P	2011-05-20	2013-09-23
2300 SHS SOUTHWEST ENERGY	P	2012-06-27	2013-09-23
480 SHS GILEAD SCIENCES	P	2007-07-19	2013-09-23
250000 VERIZON NEW ENGLAND	P	2011-09-23	2013-10-01
500 SHS GILEAD SCIENCES	P	2007-07-19	2013-10-15
1000 SHS GILEAD SCIENCES	P	2007-07-19	2013-11-20
70 SHS ARM HOLDING PLC ADR	P	2009-07-29	2013-01-30
60 SHS SM ENERGY	P	2012-02-22	2013-01-30
70 SHS SM ENERGY	P	2012-06-04	2013-01-30
170 SHS SOUTHWEST ENERGY	P	2008-01-24	2013-03-22
160 SHS MB FINANCIAL	P	2006-09-06	2013-03-27
210 SHS MB FINANCIAL	P	2010-12-15	2013-03-27
110 SHS ISIS PHARMACEUTICALS	P	2007-03-07	2013-07-02
120 SHS SOURCEFIRE	P	2012-01-27	2013-07-23
120 SHS STARWOOD HOTELS & RESORTS WORLDWIDE	P	2011-05-06	2013-10-08
60 SHS RBC BEARINGS	P	2006-11-13	2013-10-10
60 SHS COACH	P	2012-06-21	2013-11-21
110 SHS COACH	P	2011-08-11	2013-11-21
200 SHS QUANTA SERVICES	P	2006-10-06	2013-11-12
60 SHS STANLEY BLACK & DECKER	P	2011-02-11	2013-12-05
85 SHS STANLEY BLACK & DECKER	P	2011-05-06	2013-12-05
60 SHS PERRIGO COMPANY	P	2010-11-18	2013-12-19
1600 SHS EXXON MOBIL CORP	P	2003-01-02	2013-09-18
1900 SHS JP MORGAN CHASE & COMPANY	P	2010-03-23	2013-11-19
4754 SHS KINDER MORGAN MGMT LLC	P	2003-01-02	2013-02-15
0 7269 SHS KINDER MORGAN MGMT LLC	P	2003-01-02	2013-05-16
0 7726 SHS KINDER MORGAN MGMT LLC	P	2003-01-02	2013-08-15
0 5646 SHS KINDER MORGAN MGMT LLC	P	2003-01-02	2013-11-15
14 C CVX 031613120	P	2013-03-08	2012-09-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
30 C PSX 08171370	P	2013-08-17	2013-02-14
18 C PG 10191382 50	P	2013-10-19	2013-07-25
18 C UTX 02161385	P	2013-02-07	2012-08-31
18 C UTX 08171392 50	P	2013-08-06	2013-02-07
311 394 BAIRD MDCP I	P	2011-11-22	2013-08-06
10395 010 BAIRD MDCP I	P	2011-11-22	2013-11-07
1331 203 ING GLB RL EST A	P	2007-02-09	2013-09-18
8138 904 ING GLB RL EST A	P	2007-02-09	2013-11-08
3805 TORTOISE PWR&ENGY FUND	P	2010-07-06	2013-07-23
1195 TORTOISE PWR&ENGY FUND	P	2010-07-06	2013-07-23
28502 328 PRINCETON FUTR STRAT I	P	2003-01-02	2013-09-18
184 426 BAIRD SHRT TRM BD I	P	2012-12-31	2013-02-14
839 304 BAIRD SHRT TRM BD I	P	2012-12-31	2013-04-25
76 687 BAIRD SHRT TRM BD I	P	2012-12-31	2013-05-16
929 752 BAIRD SHRT TRM BD I	P	2012-12-31	2013-08-27
1040 041 BAIRD SHRT TRM BD I	P	2012-12-31	2013-11-20
17592 593 BAIRD CORE PLS BD I	P	2011-05-11	2013-07-12
LEHMAN BASIS ADJUSTMENT	P	2003-01-02	2013-12-31
ALPS BASIS ADJUSTMENT	P	2003-01-02	2013-12-31
COHEN FINANCIAL	P	2003-01-02	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
250,000		248,730	1,270
74,078		85,202	-11,124
85,190		71,224	13,966
30,097		9,667	20,430
250,000		265,722	-15,722
31,813		10,069	21,744
70,811		20,139	50,672
2,895		439	2,456
3,569		4,812	-1,243
4,164		3,479	685
6,399		4,397	2,002
3,843		5,848	-2,005
5,044		3,526	1,518
3,119		1,021	2,098
9,051		3,786	5,265
7,889		7,064	825
3,833		1,708	2,125
3,226		3,603	-377
5,915		5,850	65
5,839		3,445	2,394
4,789		4,420	369
6,784		6,254	530
9,133		3,671	5,462
141,424		79,956	61,468
107,169		84,038	23,131
39		15	24
63		22	41
62		23	39
42		17	25
4,410		308	4,102

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
9,900			9,900
2,520			2,520
4,446		7,380	-2,934
4,410		22,860	-18,450
4,400		3,151	1,249
150,000		105,198	44,802
25,000		33,018	-8,018
150,000		201,869	-51,869
98,289		79,017	19,272
30,968		24,816	6,152
243,410		300,611	-57,201
1,800		1,798	2
8,200		8,183	17
750		748	2
9,000		9,065	-65
10,130		10,140	-10
190,000		189,120	880
		28,701	-28,701
7,588			7,588
12,324			12,324


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,270
			-11,124
			13,966
			20,430
			-15,722
			21,744
			50,672
			2,456
			-1,243
			685
			2,002
			-2,005
			1,518
			2,098
			5,265
			825
			2,125
			-377
			65
			2,394
			369
			530
			5,462
			61,468
			23,131
			24
			41
			39
			25
			4,102


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,900
			2,520
			-2,934
			-18,450
			1,249
			44,802
			-8,018
			-51,869
			19,272
			6,152
			-57,201
			2
			17
			2
			-65
			-10
			880
			-28,701
			7,588
			12,324


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AVENUES TO INDEPENDENCE 515 BUSSE HIGHWAY PARK RIDGE,IL 60068	NONE	501C	CIVIC & SOCIAL	5,000
CANCER WELLNESS CENTER 215 REVERE DRIVE NORTHBROOK,IL 60062	NONE	501C	CIVIC & SOCIAL	20,000
CANINE THERAPY CORPS 1700 W IRVING PARK RD SUITE 311 CHICAGO,IL 60613	NONE	501C	CIVIC & SOCIAL	7,500
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF CHICAGO 721 N LASALLE ST CHICAGO,IL 60654	NONE	501C	CIVIC & SOCIAL	10,000
CHICAGO HORTICULTURAL SOCIETY 1000 LAKE COOK ROAD GLENCOE,IL 60022	NONE	501C	CIVIC & SOCIAL	10,000
CHILDREN'S ONCOLOGY SOCIETY INC 213 WINSTITUTE PLACE SUITE 511 CHICAGO,IL 60610	NONE	501C	CIVIC & SOCIAL	15,000
COUNTRYSIDE ASSOCIATION FOR PEOPLE WITH DISABILITIES 21154 W SHIRLEY ROAD PALATINE,IL 600742028	NONE	501C	CIVIC & SOCIAL	10,000
CYSTIC FIBROSIS FOUNDATION 150 N MICHIGAN AVE SUITE 400 CHICAGO,IL 606017524	NONE	501C	CIVIC & SOCIAL	10,000
DEBORAH'S PLACE 2822 W JACKSON BLVD CHICAGO,IL 60612	NONE	501C	CIVIC & SOCIAL	10,000
DENTAL LIFELINE PO BOX 211 NORTHBROOK,IL 60065	NONE	501C	CIVIC & SOCIAL	15,000
ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVE PALOS HEIGHTS,IL 60463	NONE	501C	CIVIC & SOCIAL	5,000
EXECUTIVE SERVICE CORPS OF CHICAGO 25 E WASHINGTON SUITE 1500 CHICAGO,IL 60602	NONE	501C	CIVIC & SOCIAL	10,000
JOURNEYCARE 405 LAKE ZURICH ROAD BARRINGTON,IL 60010	NONE	501C	CIVIC & SOCIAL	10,000
FRIEDMAN PLACE A COMMUNITY FOR ADULTS WITH VISION LOSS 5527 N MAPLEWOOD CHICAGO,IL 606540547	NONE	501C	CIVIC & SOCIAL	20,000
GOOD SHEPHARD MANOR PO BOX 260 MOMENCE,IL 60954	NONE	501C	CIVIC & SOCIAL	30,000
Total  3a				842,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HINSDALE HOSPITAL 120 N OAK ST HINSDALE,IL 60521	NONE	501C	CIVIC & SOCIAL	50,000
HUBBARD STREET DANCE CHICAGO 1147 W JACKSON BLVD CHICAGO,IL 606072905	NONE	501C	CIVIC & SOCIAL	7,500
INTERFAITH HOUSE 3456 W FRANKLIN BLVD CHICAGO,IL 60624	NONE	501C	CIVIC & SOCIAL	2,500
JEWISH CHILD AND FAMILY SERVICES 216 W JACKSON BLVD SUITE 818 CHICAGO,IL 60606	NONE	501C	CIVIC & SOCIAL	20,000
JEWISH FEDERATION OF METROPOLITAN CHICAGO 30 S WELLS ST CHICAGO,IL 60606	NONE	501C	CIVIC & SOCIAL	15,000
KESHET 617 LANDWEHR ROAD NORTHBROOK,IL 60062	NONE	501C	CIVIC & SOCIAL	10,000
LA RABIDA CHILDREN'S HOSPITAL EAST 65TH STREET AT LAKE MICHIGAN CHICAGO,IL 60649	NONE	501C	CIVIC & SOCIAL	10,000
LAKE COUNTY HAVEN PO BOX 127 LIBERTYVILLE,IL 60048	NONE	501C	CIVIC & SOCIAL	5,000
LAWRENCE HALL YOUTH SERVICES 4833 N FRANCISCO AVE CHICAGO,IL 606253640	NONE	501C	CIVIC & SOCIAL	7,500
LESTER AND ROSALIE ANIXTER CENTER 2001 N CLYBOURN AVE 3RD FLOOR CHICAGO,IL 606144036	NONE	501C	CIVIC & SOCIAL	7,500
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK ST CHICAGO,IL 60614	NONE	501C	CIVIC & SOCIAL	15,000
LITTLE CITY FOUNDATION 441 KELBURN ROAD UNIT 213 DEERFIELD,IL 60015	NONE	501C	CIVIC & SOCIAL	20,000
LITTLE COMPANY OF MARY HOSPITAL 2800 W 95TH ST EVERGREEN PARK,IL 60805	NONE	501C	CIVIC & SOCIAL	20,000
LITTLE SISTERS OF THE POOR ST JOSEPH'S HOME FOR THE EDERLY 80 W NORTHWEST HIGHWAY PALATINE,IL 60067	NONE	501C	CIVIC & SOCIAL	7,500
LITTLE SISTERS OF THE POOR ST MARY'S HOME 2325 N LAKEWOOD AVE CHICAGO,IL 606143193	NONE	501C	CIVIC & SOCIAL	7,500
Total  3a				842,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LOYOLA UNIVERSITY MEDICAL CENTER 2160 S FIRST AVE RM 2555 MAYWOOD,IL 60525	NONE	501C	CIVIC & SOCIAL	10,000
LYDIA HOME ASSOCIATION 4300 WIRVING PARK ROAD CHICAGO,IL 60641	NONE	501C	CIVIC & SOCIAL	15,000
MARILLAC SOCIAL CENTER 212 S FRANCISCO AVE CHICAGO,IL 60612	NONE	501C	CIVIC & SOCIAL	5,000
MARIST HIGH SCHOOL 4200 W 115TH ST CHICAGO,IL 60655	NONE	501C	CIVIC & SOCIAL	10,000
MARKLUND CHILDER'S HOME INC 1 SOUTH 450 WYATT DR GENEVA,IL 60134	NONE	501C	CIVIC & SOCIAL	10,000
NEW MOMS INC 2825 W MCLEAN AVE CHICAGO,IL 60647	NONE	501C	CIVIC & SOCIAL	5,000
NORTHWESTERN LAKE FOREST HOSPITAL 660 N WESTMORELAND RD LAKE FOREST,IL 60045	NONE	501C	CIVIC & SOCIAL	25,000
BEYOND OCD (FORMERLY OCD CHICAGO) 2300 LINCOLN PARK WEST CHICAGO,IL 60614	NONE	501C	CIVIC & SOCIAL	15,000
PADS CRISIS SERVICES INC 3001 GREENBAY ROAD BLDG 5 NORTH CHICAGO,IL 60064	NONE	501C	CIVIC & SOCIAL	12,500
PARK LAWN ASSOCIATION 10833 SOUTH LAPORTE OAK LAWN,IL 60453	NONE	501C	CIVIC & SOCIAL	10,000
RUSH UNIVERSITY MEDICAL CENTER 1700 W VAN BUREN SUITE 250 CHICAGO,IL 60612	NONE	501C	CIVIC & SOCIAL	35,000
SHARING CONNECTIONS FURNITURE BANK 5111 CHASE AVE DOWNERS GROVE,IL 60515	NONE	501C	CIVIC & SOCIAL	12,000
SOUTH SUBURBAN SPECIAL RECREATION ASSOCIATION 19910 80TH AVE TINLEY PARK,IL 60487	NONE	501C	CIVIC & SOCIAL	10,000
ST COLETTA'S OF ILLINOIS INC 18350 CROSSING DR TINLEY PARK,IL 60487	NONE	501C	CIVIC & SOCIAL	15,000
ST VINCENT DE PAUL CENTER 2145 N HALSTED ST CHICAGO,IL 60614	NONE	501C	CIVIC & SOCIAL	10,000
Total  3a				842,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CHICAGO LIGHT HOUSE FOR PEOPLE WHO ARE BLIND OR VISUALLY IMPAIRED 1850 W ROOSEVELT RD CHICAGO,IL 60608	NONE	501C	CIVIC & SOCIAL	20,000
THE CHILDREN'S MUSEUM OF OAK LAWN 5100 MUSEUM DR OAK LAWN,IL 60453	NONE	501C	CIVIC & SOCIAL	25,000
THE INFANT WELFARE SOCIETY OF EVANSTON INC 2200 MAIN ST EVANSTON,IL 60202	NONE	501C	CIVIC & SOCIAL	5,000
THE LAMBS FARM 14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	NONE	501C	CIVIC & SOCIAL	35,000
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO,IL 60640	NONE	501C	CIVIC & SOCIAL	20,000
THE PEACE CORNER - YOUTH CENTER PO BOX 440113 CHICAGO,IL 60644	NONE	501C	CIVIC & SOCIAL	5,000
THE THRESHOLDS 4101 N RAVENSWOOD AVE CHICAGO,IL 60613	NONE	501C	CIVIC & SOCIAL	25,000
UNION LEAGUE BOYS AND GIRLS CLUB 65 W JACKSON BLVD CHICAGO,IL 60604	NONE	501C	CIVIC & SOCIAL	35,000
WTTW CHANNEL 11 5400 N ST LOUIS AVE CHICAGO,IL 60625	NONE	501C	CIVIC & SOCIAL	15,000
COLLEGE BOUND OPPORTUNITIES 2033 N MILWAUKEE AVE SUITE 246 RIVERWOODS,IL 60174	NONE	501C	CIVIC & SOCIAL	7,500
CORAZON A CORAZON 8235 SOUTH SHORE DRIVE CHICAGO,IL 60617	NONE	501C	CIVIC & SOCIAL	5,000
THE SONIA SHANKMAN ORTHOGENIC SCHOOL 1365 EAST 61TH STREET CHICAGO,IL 60637	NONE	501C	CIVIC & SOCIAL	5,000
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD GLENVIEW,IL 60026	NONE	501C	CIVIC & SOCIAL	5,000
LA CASA NORTE 3533 W NORTH AVE CHICAGO,IL 60647	NONE	501C	CIVIC & SOCIAL	5,000
ORCHARD VILLAGE 7670 MARMORA AVENUE SKOKIE,IL 600772680	NONE	501C	CIVIC & SOCIAL	5,000
Total  3a				842,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SNOW CITY ARTS FOUNDATION 630 S HERMITAGE SUITE 103 CHICAGO,IL 60612	NONE	501C	CIVIC & SOCIAL	2,500
SOS CHILDREN'S VILLAGE 19910 80TH AVE TINLEY PARK,IL 60487	NONE	501C	CIVIC & SOCIAL	5,000
SOUTHWEST COMMUNITY SERVICES INC 6775 PROSPERITY DRIVE TINLEY PARK,IL 60477	NONE	501C	CIVIC & SOCIAL	5,000
THE CENTER FOR ENRICHED LIVING 280 SAUNDERS ROAD RIVERWOODS,IL 600153835	NONE	501C	CIVIC & SOCIAL	5,000
DISABLED PATRIOT FUND 10767 W163RD PLACE ORLAND PARK,IL 60467	NONE	501C	CIVIC & SOCIAL	10,000
THE GOODMAN THEATER 170 N DEARBORN CHICAGO,IL 60601	NONE	501C	CIVIC & SOCIAL	5,000
Total  3a				842,000

TY 2013 Accounting Fees Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,000	14,000		0

TY 2013 Investments Corporate Bonds Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOFEN & GLOSSBERG CORP BONDS	3,318,184	3,329,841
BAIRD TAXABLE BOND FUNDS	2,034,449	2,104,941

**TY 2013 Investments Corporate
Stock Schedule****Name:** EDMOND AND ALICE OPLER FOUNDATION**EIN:** 36-3137745

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOFEN AND GLOSSBERG EQUITIES	3,220,559	5,699,477
BAIRD EQUITIES	2,311,301	3,268,313

TY 2013 Investments - Other Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOFEN AND GLOSSBERG PARTNERSHIPS	AT COST	545,238	545,238
BAIRD STOCK FUNDS	AT COST	3,662,282	3,873,710
BAIRD BALANCED FUNDS	AT COST	848,044	865,219

TY 2013 Other Expenses Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSES	7,854	7,854		0

TY 2013 Other Income Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NET LP INCOME	43,258	43,258	43,258

TY 2013 Other Professional Fees Schedule

Name: EDMOND AND ALICE OPLER FOUNDATION

EIN: 36-3137745

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSEL FEES - GOFEN	55,353	55,353		0
INVESTMENT COUNSEL FEES - BAIRD	42,049	42,049		0

TY 2013 Taxes Schedule**Name:** EDMOND AND ALICE OPLER FOUNDATION**EIN:** 36-3137745

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME	6,835	6,835		0
FOREIGN TAX PAID	776	776		0
PAYROLL TAX	14,688	2,937		11,751