Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ 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
GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

A Employer identification number
36-4076867

Number and street (or P O box number if mail is not delivered to street address)
2801 LAKESIDE DRIVE - 3RD FLOOR

Room/suite

B Telephone number (see instructions)
(847) 374-0400

City or town, state or province, country, and ZIP or foreign postal code
BANNOCKBURN, IL 60015

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 11,760,694

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	35,901	35,901		
	4	Dividends and interest from securities.	143,256	143,256		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	451,586			
	b	Gross sales price for all assets on line 6a ________				
	7	Capital gain net income (from Part IV, line 2) . . .		451,586		
	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) (attach schedule)				
	11	Other income (attach schedule)	91,273	91,273	0	
	12	**Total.** Add lines 1 through 11	722,016	722,016	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,351	2,351	0	0
	c	Other professional fees (attach schedule)				
	17	Interest	6,183	6,183	0	0
	18	Taxes (attach schedule) (see instructions)	18,326	18,326	0	0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	145,281	142,331	0	2,950
	24	**Total operating and administrative expenses.** Add lines 13 through 23	172,141	169,191	0	2,950
	25	Contributions, gifts, grants paid	426,750			426,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	598,891	169,191	0	429,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	123,125			
	b	**Net investment income** (if negative, enter -0-)		552,825		
	c	**Adjusted net income** (if negative, enter -0-) . . .			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	17,059	117,173	117,173
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,027,168	11,298,843	11,643,521
	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)	10,044,227	11,416,016	11,760,694
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 ▶)	0	526,118	
	23	**Total liabilities** (add lines 17 through 22)	0	526,118	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	10,044,227	10,889,898	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	10,044,227	10,889,898	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,044,227	11,416,016	

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	10,044,227
2	Enter amount from Part I, line 27a	2	123,125
3	Other increases not included in line 2 (itemize) ▶	3	722,546
4	Add lines 1, 2, and 3	4	10,889,898
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	10,889,898

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			(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	
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	451,586
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	484,668	9,895,809	0 048977
2011	509,803	9,563,698	0 053306
2010	270,255	9,473,292	0 028528
2009	257,815	8,794,973	0 029314
2008	155,808	9,220,393	0 016898

2	**Total** of line 1, column (d).	2	0 177023
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 035405
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,023,237
5	Multiply line 4 by line 3.	5	390,278
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,528
7	Add lines 5 and 6.	7	395,806
8	Enter qualifying distributions from Part XII, line 4.	8	429,700

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,528
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	5,528
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	5,528
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,723		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,723
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	15,195
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 15,195 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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)*

			Yes	No
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 ▶DAVID FRIEDLANDER Telephone no ▶(847) 940-3240

Located at ▶2801 LAKESIDE 300 BANNOCKBURN IL ZIP+4 ▶60015

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 |

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? ☐ Yes ☑ No			
	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? ☐ Yes ☑ 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.)*	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))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
GAIL G ELLIS 1435 CIRCLE DRIVE SAN MARINO, CA 91108	DIRECTOR 0 00	0	0	0
BRIAN C SULLIVAN 15040 ALTATA DRIVE PACIFIC PALISADES, CA 90272	DIRECTOR 0 00	0	0	0
CARRIE E SULLIVAN 1455 CIRCLE DRIVE SAN MARINO, CA 91108	DIRECTOR 0 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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	331,914
b	Average of monthly cash balances.	1b	150,533
c	Fair market value of all other assets (see instructions).	1c	10,708,657
d	**Total** (add lines 1a, b, and c).	1d	11,191,104
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	11,191,104
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	167,867
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,023,237
6	**Minimum investment return.** Enter 5% of line 5.	6	551,162

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	551,162
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,528		
b	Income tax for 2013 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,528
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	545,634
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	545,634
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	545,634

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	429,700
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	429,700
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	5,528
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	424,172

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				545,634
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			429,651	
b Total for prior years 20___ , 20___ , 20___		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 ▶ $ 429,700				
a Applied to 2012, but not more than line 2a			429,651	
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.				49
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				545,585
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) . . .	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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. . . . . . . ▶

b 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:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

GAIL G ELLIS

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				426,750
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	35,901	
4 Dividends and interest from securities. . . .			14	143,256	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	91,273	
8 Gain or (loss) from sales of assets other than inventory			18	451,586	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		722,016	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 722,016

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	INVESTMENTS SOLD AT A GAIN OR LOSS DURING THE PLAN YEAR

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

		Yes	No
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	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(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

******	2014-11-06	******
Signature of officer or trustee	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	Preparer's Signature	Date	Check if self-employed	PTIN
DAVID S FRIEDLANDER		2014-11-06	☐	P00485420

Firm's name ▶	FGMK LLC	Firm's EIN ▶ 36-2929601
Firm's address ▶	2801 LAKESIDE DRIVE 3RD FLOOR BANNOCKBURN, IL 60015	Phone no (847) 374-0400

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)
GC STOCK FUND S1 (TE)	P		
GC STOCK FUND S1 (TE)	P		
GC BOND FUND S1 (TE)	P		
GC HEDGE FUND S1 (TE)	P		
GC HEDGE FUND S1 (TE)	P		
GC PRIVATE FUND S1 (TE)	P		
GC PRIVATE FUND S1 (TE)	P		
GC PRIVATE FUND S1B (TE)	P		
GC PRIVATE FUND S1B (TE)	P		

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)
			33,959
			175,827
			-1,579
			-661
			108,750
			3,010
			131,496
			-1,092
			1,876

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	
			33,959
			175,827
			-1,579
			-661
			108,750
			3,010
			131,496
			-1,092
			1,876

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOOTHILL FAMILY SERVICES 2500 E FOOTHILL BLVD STE 300 PASADENA,CA 91107			PUBLIC CHARITY	100
PASADENA GUILD OF CHILDEN'S HOSPITAL 665 S RAYMOND AVE PASADENA,CA 91105			PUBLIC CHARITY	500
USET FOUNDATION PO BOX 355 GLADSTONE,NJ 07934			PUBLIC CHARITY	100
LOS ANGELES SPORTS COUNCIL FOUNDATION 350 S BIXEL ST LOS ANGELES,CA 90017			PUBLIC CHARITY	600
SPARC (FORMERLY PISF) 1256 MISSION ST SAN FRANCISCO,CA 94103			PUBLIC CHARITY	5,000
AMERICAN CANCER SOCIETY 100 TRI STATE INTERNATIONAL LINCOLNSHIRE,IL 60069			PUBLIC CHARITY	1,000
LOS ANGELES TIMES FAMILY FUND 205 N MICHIGAN AVE SUITE 4300 CHICAGO,IL 60601			PUBLIC CHARITY	100
USET FOUNDATION PO BOX 355 GLADSTONE,NJ 07934			PUBLIC CHARITY	200
HOLLYWOOD BOWL 2301 N HIGHLAND AVE LOS ANGELES,CA 90068			PUBLIC CHARITY	8,400
ALZHEIMER'S ASSOCIATION 4709 GOLF RD SKOKIE,IL 60076			PUBLIC CHARITY	1,000
AMERICAN HEART ASSOCIATION 208 S LASALLE ST STE 1500 CHICAGO,IL 60604			PUBLIC CHARITY	500
THE ARTHRITIS FOUNDATION 1330 W PEACHTREE STREET SUITE 100 ATLANTA,GA 30309			PUBLIC CHARITY	1,000
AUTISM SPEAKS 1 EAST 33RD STREET 4TH FLOOR NEW YORK,NY 10016			PUBLIC CHARITY	2,000
AMERICAN YOUTH SYMPHONY 3424 WILSHIRE BOULEVARD SUITE 830 LOS ANGELES,CA 90010			PUBLIC CHARITY	500
BARAT EDUCATION 1501 N OAKLEY BLVD CHICAGO,IL 60622			PUBLIC CHARITY	1,000
Total . . . . ▶ **3a**				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RACHEL ELIZABETH BARTON FOUNDATION PO BOX 11388 CHICAGO,IL 60611			PUBLIC CHARITY	1,000
BOY SCOUTS OF AMERICA 1325 W WALNUT HILL LANE IRVING,TX 75015			PUBLIC CHARITY	1,000
BOY'S TOWN 14100 CRAWFORD ST BOYS TOWN,NE 68010			PUBLIC CHARITY	1,000
CAMPING AND EDUCATION FOUNDATION 3515 MICHIGAN AVENUE CINCINNATI,OH 45208			PUBLIC CHARITY	1,000
CASA OF LOS ANGELES 201 CENTRE PLAZA DRIVE SUITE 1100 MONTEREY PARK,CA 91754			PUBLIC CHARITY	500
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BOULEVARD SUITE 210 SHERMAN OAKS,CA 91403			PUBLIC CHARITY	1,000
CHILDREN'S HOSPITAL OF LA- C FUND 100 4650 SUNSET BLVD LOS ANGELES,CA 90027			PUBLIC CHARITY	20,000
THE COLBURN SCHOOL 200 S GRAND AVE LOS ANGELES,CA 90012			PUBLIC CHARITY	1,000
DOHENY EYE INSTITUTE 1450 SAN PABLO STREET LOS ANGELES,CA 90033			PUBLIC CHARITY	1,000
EARTHWATCH INSTITUTE 114 WESTERN AVE BOSTON,MA 02134			PUBLIC CHARITY	500
FIVE ACRES 760 W MOUNTAIN VIEW ST ALTADENA,CA 91001			PUBLIC CHARITY	1,000
FOOTHILL FAMILY SERVICES 2500 E FOOTHILL BLVD STE 300 PASADENA,CA 91107			PUBLIC CHARITY	200
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS,NY 10598			PUBLIC CHARITY	500
HABITAT FOR HUMANITY INTERNATIONAL 800 N STATE ST ELGIN,IL 60123			PUBLIC CHARITY	500
HILL-HARBISON HOUSE 1841 ALHAMBRA ROAD SAN MARINO,CA 91108			PUBLIC CHARITY	100
Total . . . . ▶ **3a**				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105			PUBLIC CHARITY	1,000
HOLY FAMILY CATHOLIC CHURCH 600 BROOK FOREST AVE SHOREWOOD, IL 60404			PUBLIC CHARITY	5,000
HUNTINGTON HOSPITAL 270 PARK AVE HUNTINGTON, NY 11743			PUBLIC CHARITY	20,000
HUNTINGTON LIBRARY SOCIETY OF FELLOWS 1151 OXFORD ROAD SAN MARINO, CA 91108			PUBLIC CHARITY	5,000
JUNIOR LEAGUE OF PASADENA 149 S MADISON AVE PASADENA, CA 91101			PUBLIC CHARITY	500
KCET 2900 WEST ALAMEDA AVE BURBANK, CA 91505			PUBLIC CHARITY	500
KIDSPACE CHILDREN'S MUSEUM 480 N ARROYO BLVD PASADENA, CA 91103			PUBLIC CHARITY	50,000
KIDSPACE CIRCLE OF FRIENDS 480 N ARROYO BLVD PASADENA, CA 91103			PUBLIC CHARITY	3,500
LA OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012			PUBLIC CHARITY	5,000
LOS ANGELES FAMILY FUND 205 N MICHIGAN AVE SUITE 4300 CHICAGO, IL 60601			PUBLIC CHARITY	500
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DR LOS ANGELES, CA 90027			PUBLIC CHARITY	2,000
LYRIC OPERA-CHICAGO 20 N WACKER DR CHICAGO, IL 60606			PUBLIC CHARITY	1,000
MACH 1 1530 W BROADWAY ROAD TEMPE, AZ 85282			PUBLIC CHARITY	1,000
MAKE-A-WISH 640 NORTH LASALLE DRIVE SUITE 280 CHICAGO, IL 60654			PUBLIC CHARITY	1,000
METHODIST HOSPITAL FOUNDATION 8401 WEST DODGE RD SUITE 225 OMAHA, NE 68114			PUBLIC CHARITY	500
Total . . . . ▶ 3a				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MOBILE CARE FOUNDATION 321 N LOOMIS ST CHICAGO,IL 60607			PUBLIC CHARITY	10,000
NAMI 3803 N FAIRFAX DR SUITE 100 ARLINGTON,VA 22203			PUBLIC CHARITY	500
NATURAL HISTORY MUSEUM 900 EXPOSITION BLVD LOS ANGELES,CA 90007			PUBLIC CHARITY	2,000
THE NATURE CONSERVANCY 8 S MICHIGAN AVE CHICAGO,IL 60603			PUBLIC CHARITY	100
NORTHWESTERN UNIVERSITY 633 CLARK ST EVANSTON,IL 60208			PUBLIC CHARITY	3,000
SORIN SOCIETY FOUNDER'S CIRCLE 1100 GRACE HALL NOTRE DAME,IN 46556			PUBLIC CHARITY	5,000
PASADENA HUMANE SOCIETY 361 S RAYMOND AVE PASADENA,CA 91105			PUBLIC CHARITY	2,000
PASADENA CITY COLLEGE FOUNDATION 1570 E COLORADO BLVD PASADENA,CA 91106			PUBLIC CHARITY	1,000
PASADENA GARDEN COMMUNITY GARDENS PASADENA COMMUNITY GARDENS PO BOX 94230 PASADENA,CA 91109			PUBLIC CHARITY	500
PASADENA PLAYHOUSE 39 S EL MOLINO AVE PASADENA,CA 91101			PUBLIC CHARITY	1,000
PBS-CO CAL 3080 BRISTOL STREET SUITE 100 COSTA MESA,CA 92626			PUBLIC CHARITY	250
GEORGIANA RODIGER CENTER 69 N CATALINA PASADENA,CA 91106			PUBLIC CHARITY	8,000
ST JUDES CHILDREN RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105			PUBLIC CHARITY	1,000
SAINT MATTHEWS PARISH SCHOOL 1555 GLEN ELLYN RD GLENDALE HEIGHTS,IL 60139			PUBLIC CHARITY	10,000
SAN MARINO SCHOOLS FOUNDATION 1665 WEST DR SAN MARINO,CA 91108			PUBLIC CHARITY	2,000
Total . . . . ▶ **3a**				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHOOL YEAR ABROAD 120 WATER STREET SUITE 310 NORTH ANDOVER, MA 01845			PUBLIC CHARITY	500
THE SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK, NY 10010			PUBLIC CHARITY	1,000
SOUTH PASADENA EDUCATIONAL FOUNDATION 351 S HUDSON AVE PASADENA, CA 91101			PUBLIC CHARITY	100
STEADMAN PHIIPPON RESEARCH INSTITUTE 181 W MEADOW DR 1000 VAIL, CO 81657			PUBLIC CHARITY	1,000
UNION RESCUE MISSION 545 S SAN PEDRO ST LOS ANGELES, CA 90013			PUBLIC CHARITY	500
UNION STATION FOUNDATION 825 E ORANGE GROVE BOULEVARD PASADENA, CA 91104			PUBLIC CHARITY	3,000
TROJAN ATHELTIC FUND 3501 WATT WAY HERITAGE HALL 203B LOS ANGELES, CA 90089			PUBLIC CHARITY	10,000
USC SCHOOL OF THEATER 1029 CHILDS WAY LOS ANGELES, CA 90089			PUBLIC CHARITY	3,000
USC- MARSHALL SCHOOL 3670 TROUSDALE PKWY LOS ANGELES, CA 90089			PUBLIC CHARITY	50,000
USC- THORNTON SCHOOL OF MUSIC 840 W 34TH ST LOS ANGELES, CA 90089			PUBLIC CHARITY	2,000
USC- CLASSICAL KUSC 1149 S HILL STREET SUITE H100 LOS ANGELES, CA 90015			PUBLIC CHARITY	1,000
THE USO PO BOX 96860 WASHINGTON, DC 20077			PUBLIC CHARITY	2,000
VAIL VALLEY MEDICAL CENTER 181 W MEADOW DR 1000 VAIL, CO 81657			PUBLIC CHARITY	1,000
WOUNDED WARRIOR PROJECT 230 W MONROE STREET SUITE 200 CHICAGO, IL 60606			PUBLIC CHARITY	2,000
YOUNG & HEALTHY 1905 LINCOLN AVE BUILDING D ROOM 416 PASADENA, CA 91103			PUBLIC CHARITY	1,000
Total . . . . ▶ **3a**				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PROVIDENCE ST JOSEPH HOSPITAL 501 S BUENA VISTA ST BURBANK,CA 91505			PUBLIC CHARITY	2,000
FLINTRIDGE PREP SCHOOL 4543 CROWN AVE LA CANADA FLINTRIDGE,CA 91011			PUBLIC CHARITY	2,000
POLYTECHNIC SCHOOL 1030 E CALIFORNIA BLVD PASADENA,CA 91106			PUBLIC CHARITY	20,000
MAGICAL STRINGS OF YOUTH 1250 RADCLIFFE ROAD BUFFALO GROVE,IL 60089			PUBLIC CHARITY	3,000
PASADENA MENTAL HEALTH 361 S RAYMOND AVE PASADENA,CA 91105			PUBLIC CHARITY	1,000
SAN MARINO PUBLIC LIBRARY FOUNDATION 1890 HUNTINGTON DR SAN MARINO,CA 91108			PUBLIC CHARITY	1,000
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON,DC 20036			PUBLIC CHARITY	2,000
SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA,VA 22313			PUBLIC CHARITY	5,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK,NY 10001			PUBLIC CHARITY	1,000
SEMESTER AT SEA 2410 OLD IVY ROAD CHARLOTTESVILLE,VA 22903			PUBLIC CHARITY	1,000
PASADENA SYMPHONY AND POPS 2 NORTH LAKE AVE SUITE 1080 PASADENA,CA 91101			PUBLIC CHARITY	1,000
HATHAWAY-SYCAMORES 210 SOUTH DELACEY AVENUE SUITE 110 PASADENA,CA 91105			PUBLIC CHARITY	1,000
PHILLIPS GRADUATE INSTITUTE 19900 PLUMMER ST CHATSWORTH,CA 91311			PUBLIC CHARITY	1,000
PASADENA SENIORS CENTER 85 E HOLLY ST PASADENA,CA 91103			PUBLIC CHARITY	1,000
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE,CA 91010			PUBLIC CHARITY	1,000
Total . . . . ▶ **3a**				426,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CALTECH-PHYSICS MATHMATICS ASTRONOMY DIVISION 1200 EAST CALIFORNIA BOULEVARD PASADENA,CA 91125			PUBLIC CHARITY	5,000
CENTER THEATRE GROUP 601 W TEMPLE ST LOS ANGELES,CA 90012			PUBLIC CHARITY	500
URBAN COMPASS 11100 S CENTRAL AVE LOS ANGELES,CA 90059			PUBLIC CHARITY	1,000
COMPTON JR POSSE 453 W CALDWELL ST COMPTON,CA 90220			PUBLIC CHARITY	3,000
GEORGIANA RODIGER CENTER 69 N CATALINA PASADENA,CA 91106			PUBLIC CHARITY	10,000
MOBILE CARE FOUNDATION 321 N LOOMIS ST CHICAGO,IL 60607			PUBLIC CHARITY	10,000
KIDSPACE CHILDREN'S MUSEUM 480 N ARROYO BLVD PASADENA,CA 91103			PUBLIC CHARITY	20,000
USC- MARSHALL SCHOOL 3670 TROUSDALE PKWY LOS ANGELES,CA 90089			PUBLIC CHARITY	50,000
MAGICAL STRINGS OF YOUTH 1250 RADCLIFFE ROAD BUFFALO GROVE,IL 60089			PUBLIC CHARITY	5,000
PHILLIPS GRADUATE INSTITUTE 19900 PLUMMER ST CHATSWORTH,CA 91311			PUBLIC CHARITY	5,000
THE LUMINAIRES 1450 SAN PABLO STREET DEI 3050 LOS ANGELES,CA 90033			PUBLIC CHARITY	1,000
Total . . . . ▶ **3a**				426,750

TY 2013 Accounting Fees Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,351	2,351	0	0

TY 2013 Investments - Other Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS IN PARTNERSHIPS	AT COST	11,298,843	11,643,521

TY 2013 Other Expenses Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	142,331	142,331	0	0
MISC CHARITABLE EXPENSES	2,950	0	0	2,950

TY 2013 Other Income Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GC STOCK FUND S1 (TE)	13,157	13,157	
GC BOND FUND S1 (TE)	0	0	
GC HEDGE FUND (TE)	7,500	7,500	
GC PRIVATE FUND S1 (TE)	41,480	41,480	
GC PRIVATE FUND S1B (TE)	29,136	29,136	

TY 2013 Other Increases Schedule

Name: GAIL G ELLIS FOUNDATION INC

C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Description	Amount
BOOK TO TAX DIFFERENCE FROM PASSTHROUGH K-1S	722,546

TY 2013 Other Liabilities Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Description	Beginning of Year - Book Value	End of Year - Book Value
LOAN PAYABLE - NORTHERN TRUST	0	526,118

TY 2013 Taxes Schedule

Name: GAIL G ELLIS FOUNDATION INC
C/O DAVID FRIEDLANDER FGMK

EIN: 36-4076867

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	3,326	3,326	0	0
FEDERAL TAXES PAID	15,000	15,000	0	0