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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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
FOLEY FAMILY FOUNDATION

A Employer identification number
36-4263312

Number and street (or P O box number if mail is not delivered to street address) Room/suite
930 S. WESTWOOD AVENUE

B Telephone number
630-543-3747

City or town, state or province, country, and ZIP or foreign postal code
ADDISON, IL 60101-4917

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) ▶$ 3,803,433.

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))

			(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	0.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	41,676.	41,676.		STATEMENT 1
	4	Dividends and interest from securities	30,196.	30,196.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	100,912.			
	b	Gross sales price for all assets on line 6a 234,702.				
	7	Capital gain net income (from Part IV, line 2)		100,912.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	21,926.	21,926.		STATEMENT 3
	12	Total Add lines 1 through 11	194,710.	194,710.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	2,100.	1,050.		1,050.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	5,909.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	9,485.	9,460.		25.
	24	**Total operating and administrative expenses** Add lines 13 through 23	17,494.	10,510.		1,075.
	25	Contributions, gifts, grants paid	215,700.			215,700.
	26	**Total expenses and disbursements** Add lines 24 and 25	233,194.	10,510.		216,775.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-38,484.			
	b	**Net investment income** (if negative, enter -0-)		184,200.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	13,295.	79,493.	79,493.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	3,401,079.	3,296,397.	3,723,940.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,414,374.	3,375,890.	3,803,433.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,414,374.	3,375,890.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	3,414,374.	3,375,890.	
	31	**Total liabilities and net assets/fund balances**	3,414,374.	3,375,890.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,414,374.
2	Enter amount from Part I, line 27a	2	-38,484.
3	*Other increases not included in line 2 (itemize)* ▶	3	0.
4	Add lines 1, 2, and 3	4	3,375,890.
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	3,375,890.

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	11,461.69 SHS BRIDGEWAY OMNI	P	05/08/12	08/12/13
b	399.202 SHS DFA INTERNATIONAL SMALL CAP	P	05/08/12	11/04/13
c	CAPITAL GAINS DIVIDENDS			
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	175,000.		127,917.	47,083.
b	7,980.		5,873.	2,107.
c	51,722.			51,722.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				47,083.
b				2,107.
c				51,722.
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 } 2 100,912.

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) If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years 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	206,266.	3,672,664.	.056163
2011	199,729.	3,558,946.	.056120
2010	184,680.	3,361,250.	.054944
2009	164,920.	2,974,084.	.055452
2008	160,206.	2,887,051.	.055491

2	**Total** of line 1, column (d)	2	.278170
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	.055634
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,744,749.
5	Multiply line 4 by line 3	5	208,335.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,842.
7	Add lines 5 and 6	7	210,177.
8	Enter qualifying distributions from Part XII, line 4	8	216,775.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,842.
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	1,842.
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	1,842.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,120.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,120.
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	2,278.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,278. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MR. JAMES F. FOLEY Telephone no. ▶ 630-543-3747

Located at ▶ 930 S. WESTWOOD AVENUE, ADDISON, IL ZIP+4 ▶ 60101-4917

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 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

			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 instructions)? N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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. ▶ ____, ____, ____, ____			
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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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? N/A | 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.

(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
JAMES F. FOLEY 930 S. WESTWOOD AVENUE ADDISON, IL 601014917	PRESIDENT 0.00	0.	0.	0.
JEAN I. FOLEY 930 S. WESTWOOD AVENUE ADDISON, IL 601014917	DIRECTOR 0.00	0.	0.	0.
KATHRYN FITCH 930 S. WESTWOOD AVENUE ADDISON, IL 601014917	DIRECTOR 0.00	0.	0.	0.
J. JUSTIN FOLEY 930 S. WESTWOOD AVENUE ADDISON, IL 601014917	DIRECTOR 0.00	0.	0.	0.

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

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

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

Form 990-PF (2013)

323551
10-10-13

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

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

Form **990-PF** (2013)

323561
10-10-13

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	3,763,548.
b	Average of monthly cash balances	1b	38,228.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,801,776.
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	3,801,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,027.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,744,749.
6	**Minimum investment return**. Enter 5% of line 5	6	187,237.

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	187,237.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,842.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	185,395.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	185,395.
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	185,395.

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	216,775.
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	216,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,842.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	214,933.

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					185,395.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	20,543.				
b From 2009	23,646.				
c From 2010	21,407.				
d From 2011	26,394.				
e From 2012	30,851.				
f Total of lines 3a through e		122,841.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 216,775.					
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					185,395.
e Remaining amount distributed out of corpus		31,380.			
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		154,221.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		20,543.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		133,678.			
10 Analysis of line 9:					
a Excess from 2009	23,646.				
b Excess from 2010	21,407.				
c Excess from 2011	26,394.				
d Excess from 2012	30,851.				
e Excess from 2013	31,380.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

JAMES F. FOLEY

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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 ATTACHED STATEMENT				215,700.
Total			▶ 3a	215,700.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(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	41,676.	
4 Dividends and interest from securities			14	30,196.	
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	21,926.	
8 Gain or (loss) from sales of assets other than inventory			18	100,912.	
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.		194,710.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 194,710.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Jim F. Foley

Date: 2/20/14

Title: PRESIDENT

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
CATHERINE M. KANE	Catherine Kane	3/23/14		P00404366

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 1301 W. 22ND ST, STE 1100
OAK BROOK, IL 60523

Phone no. (630) 573-8600

Form **990-PF** (2013)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB	41,676.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41,676.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	81,918.	51,722.	30,196.
TOTAL TO FM 990-PF, PART I, LN 4	81,918.	51,722.	30,196.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB INFLATION INDEX ADJUSTMENT	21,926.	21,926.	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,926.	21,926.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	2,100.	1,050.		1,050.
TO FORM 990-PF, PG 1, LN 16B	2,100.	1,050.		1,050.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	5,909.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,909.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	15.	0.		15.
SECRETARY OF STATE	10.	0.		10.
INVESTMENT ADVISORY	9,460.	9,460.		0.
TO FORM 990-PF, PG 1, LN 23	9,485.	9,460.		25.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB UST INFLX IDX 2.0%	COST	694,988.	726,182.
SCHWAB UST INFLX IDX 2.375%	COST	803,601.	847,457.
SCHWAB UST INFLX IDX 3.625%	COST	355,984.	366,031.
DFA COMMODITY STRATEGIC	COST	140,193.	118,466.
DFA EMERGING MARKETS	COST	272,699.	267,529.
DFA INTL SMALL CAP VALUE	COST	284,756.	393,063.
BRIDEWAY OMNI SMALL CAP	COST	443,462.	637,201.
VANGUARD FTSE ETF	COST	300,714.	368,011.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,296,397.	3,723,940.

Grants and Donations 2013

Acct	Date	Check #	Class of Activity	Donee's Name	Address	Amount Given
S	10/07/13	347	Arts	Chicago Shakespeare Theater	800 E Grand Ave , Chicago IL 60611	$1 000 00
S	08/13/13	323	Arts	Lubeznik Center for the Arts	101 W Second St Michigan City, IN 46360	$200 00
S	08/22/13	326	Arts	Steppenwolf Theatre	1650 N Halsted St Chicago IL 60614	$500 00
S	05/08/13	319	Community	Alzheimers Association	National Office 225 N Michigan Ave Fl 17, Chicago IL 60601-7633	$2,000 00
S	09/23/13	345	Community	Amnesty International	5 Penn Plaza, NY NY 10001	$2,850 00
S	12/04/13	371	Community	Angel Flight Central	10 Richards Road Kansas City, MO 64116	$1 500 00
S	10/15/13	363	Community	Bonnell Cover Foundation	Paul Rogers Treasurer, 124 Chestnut St , Camden ME 04843	$200 00
S	01/31/13	254	Community	Boy Scout Troop #508	Martin Temple A M E Zion Church 6930 S Cottage Grove Avenue, Chicago IL 60637-4116	$250 00
S	05/20/13	315	Community	Boy's & Girls Club	550 West Van Buren St , Ste 350, Chicago IL 60607	$5,000 00
S	10/15/13	364	Community	Build Cambodia	1555 N Aston #45 W, Chicago IL 60610	$1,500 00
S	10/07/13	348	Community	Chicago Abused Women Coalition	1116 N Kedzie #5, Chicago IL 60651	$500 00
S	10/07/13	349	Community	Chicago Foundation for Women	1 East Upper Wacker Drive Suite 1620 Chicago IL 60601	$2,000 00
S	10/07/13	350	Community	Chicago History Museum	1601 North Clark Street, Chicago IL 60614	$150 00
S	10/07/13	360	Community	Common Hope	P O Box 8228 1400 Energy Park Drive Suite 23, St Paul, MN 55108	$250 00
S	08/22/13	325	Community	Community Health	2611 W Chicago Ave , Chicago IL 60622	$1,000 00
S	12/04/13	374	Community	Dolls for Downs	1262 Silver Lane Mckees Rocks, PA 15136	$1 000 00
S	10/07/13	351	Community	Easter Seals	1939 W 13th Street Suite 300 Chicago IL 60608	$2,000 00
S	10/07/13	352	Community	Greater Chicago Food Depository	4100 W Ann Lurie Place, Chicago IL 60632	$1,500 00
S	09/23/13	342	Community	Hour Children	13-07 37th Avenue Long Island City, NY 11101	$1,000 00
S	10/07/13	353	Community	Human Rights Watch	440 N Wells Suite 200 Chicago IL 60654	$1 000 00
S	12/16/13	375	Community	Iceland Search and Rescue (ICE-SARS)	Skogarhlie 14 105 Reykjarik Iceland	$1 000 00
S	08/27/13	331	Community	Lincoln Park Zoo	P O Box 14903 Cannon Drive at Fullerton Parkway, Chicago IL 60614	$500 00
S	08/22/13	327	Community	Marine Corps Scholarship Foundation	909 N Washington Suite 400, Alexandria, VA 22314	$1 000 00
S	12/04/13	373	Community	McHenry County PADDS	14411 Kishwaukee Valley Road Woodstock, IL 60098	$1 000 00
S	10/07/13	354	Community	Misericordia	6300 N Ridge, Chicago, IL 60660-1017	$1 500 00
S	08/27/13	332	Community	Newberry Library	60 West Walton Street, Chicago, IL 60610	$100 00
S	09/23/13	346	Community	North Star Fund	520 Eighth Avenue, Suite 2203, NY, NY 10018	$2 850 00
S	10/07/13	355	Community	Ounce of Prevention	35 West Monroe Street Suite 2400 Chicago IL 60603	$1 000 00
S	09/23/13	344	Community	Part of the Solution	2759 Webster Avenue Bronx NY 10458	$2,900 00
S	10/07/13	361	Community	Plymouth Public Library	201 N Center Street, Plymouth IN 46563	$250 00
S	12/04/13	372	Community	Renaissance Social Services	333 N Oakley Blvd , Suite 101 Chicago IL 60612	$1,500 00
S	12/04/13	369	Community	RESCU Foundation	2206 N Main St #223 Wheaton IL 60187	$1,500 00
S	10/07/13	356	Community	Salvation Army	5040 N Pulaski, Chicago IL 60630	$1,500 00
S	09/23/13	343	Community	Trust for Public Land	101 Montgomery St , Suite 900 San Francisco CA 94104	$1,800 00
S	10/07/13	357	Community	WBEZ	848 East Grand Ave Chicago IL 60611	$500 00
S	08/22/13	328	Education	Academy for Urban School Leadership	3400 N Austin Avenue, Chicago, IL 60634	$100,000 00
S	10/28/13	368	Education	Big Shoulders Fund (St Sylvesters)	212 W Van Buren St Suite 900 Chicago, IL 60607	$5,000 00
S	08/27/13	329	Education	Chicago Foundation for Education	One N LaSalle, Suite 1575 Chicago IL 60602	$10 000 00
S	08/27/13	330	Education	Christ the King Jesuit College Prep High School	5088 West Jackson Boulevard Chicago IL 60644	$10 000 00
S	08/22/13	324	Education	Golden Apple Foundation	8 S Michigan Avenue Suite 700 Chicago, IL 60603-3463	$1 000 00
S	08/27/13	341	Education	Jesuit International Missions	2059 North Clark Chicago IL 60614	$1 000 00
S	10/07/13	358	Education	Louis J Agassiz School	2851 N Seminary Ave Chicago, IL 60657	$2,500 00
S	08/27/13	333	Education	Loyola Academy	1100 Laramie Avenue Wilmette IL 60091	$1 000 00
S	08/27/13	322	Education	Loyola University	Water Tower Campus 25 East Pearson, Chicago, IL 60611	$1,000 00
S	10/15/13	366	Education	Newton Country Day School	758 Centre Street Newton, MA 02458-2599	$500 00
S	08/27/13	334	Education	Saint Louis University	1 N Grand Blvd Room 318St Louis MO 63103	$1 000 00
S	08/27/13	335	Education	St Anastasia Church	624 Douglas Waukegan IL 60085	$200 00
S	08/27/13	336	Education	St Ignatius College Prep	1076 West Roosevelt Road Chicago, IL 60608	$10,000 00
S	10/15/13	365	Education	UC Santa Cruz Foundtion	1156 High St Santa Cruz, CA 95064	$2,000 00
S	12/04/13	370	Healthcare	American Liver Foundation (Biliary Atresia Fund for the Cure)	67 E Madison Street Chicago IL 60603	$1,500 00
S	08/27/13	316	Healthcare	Children's Memorial Hospital	225 East Chicago Ave, Box 4, Chicago, IL 60611-2911	$10,000 00
S	10/07/13	359	Healthcare	Horizon Hospice and Palliative Care	833 West Chicago Avenue Suite 300, Chicago IL 60642	$2 500 00
S	08/27/13	338	Healthcare	Peruvian American Medical Society	Illinois-Indiana Chapter 918 William St , River Forest IL 60305	$1,000 00
S	10/07/13	362	Healthcare	Riley's Hospital for Children (IUDM)	30 S Meridian St , Suite 200, Indianapolis IN 46204-3509	$500 00
S	08/27/13	339	Healthcare	Rush Medical College	Office of Philanthropy 1700 W Van Buren St #250 Chicago, IL 60612-3244	$1,000 00
S	08/27/13	340	Healthcare	University of Chicago Hospitals	Medical Center Development 5801 S Ellis Ave Chicago, IL 60637	$10 000 00

Total Donations Paid in 2013	$216 000 00
Donation Adjustment for 2012 Check (Bank Error - Cashed a $200 check for $500) Ajustment in 2013	($300 00)
Revised Donations Paid in 2013	$215 700 00