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
1111 FOUNDATION

A Employer identification number
46-1463656

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE MEDLINE PL

B Telephone number
847-643-4343

City or town, state or province, country, and ZIP or foreign postal code
MUNDELEIN, IL 60060

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) ▶$ 9,727,031.

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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	258,166.	258,166.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	262,075.			
	b	Gross sales price for all assets on line 6a 7,837,010.				
	7	Capital gain net income (from Part IV, line 2)		262,075.		
	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				
	12	**Total.** Add lines 1 through 11	520,241.	520,241.		
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				
	c	Other professional fees STMT 2	26,302.	26,302.		0.
	17	Interest				
	18	Taxes STMT 3	18,476.	808.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	6,522.	0.		171.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	51,300.	27,110.		171.
	25	Contributions, gifts, grants paid	1,064,161.			1,064,161.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,115,461.	27,110.		1,064,332.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-595,220.			
	b	**Net investment income** (if negative, enter -0-)		493,131.		
	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	4,335,840.	411,738.	411,738.
	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 STMT 5	1,155,463.	5,515,720.	6,589,711.
	c	Investments - corporate bonds STMT 6	3,707,929.	2,650,000.	2,699,028.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	0.	26,554.	26,554.
	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)	9,199,232.	8,604,012.	9,727,031.
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,199,232.	8,604,012.	
	30	**Total net assets or fund balances**	9,199,232.	8,604,012.	
	31	**Total liabilities and net assets/fund balances**	9,199,232.	8,604,012.	

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	9,199,232.
2	Enter amount from Part I, line 27a	2	-595,220.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,604,012.
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	8,604,012.

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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	PUBLICLY TRADED SECURITIES	D		
b	CAPITAL GAINS DIVIDENDS			
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	7,836,365.		7,574,935.	261,430.
b	645.			645.
c				
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				261,430.
b				645.
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 } 2 262,075.

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	0.	9,726,087.	.000000
2011			
2010			
2009			
2008			

2	Total of line 1, column (d)	2	.000000
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	.000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,255,003.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,931.
7	Add lines 5 and 6	7	4,931.
8	Enter qualifying distributions from Part XII, line 4	8	1,064,332.

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	4,931.
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	4,931.
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	4,931.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,800.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 8,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	16,800.
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	11,869.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	11,869. **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 ▶ LAURA KNUDSON Telephone no. ▶ 847-643-4343

Located at ▶ ONE MEDLINE PL, MUNDELEIN, IL ZIP+4 ▶ 60060

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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

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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 D. ABRAMS ONE MEDLINE PLACE MUNDELEIN, IL 60060	CO-PRESIDENT 1.00	0.	0.	0.
WENDY D. ABRAMS ONE MEDLINE PLACE MUNDELEIN, IL 60060	CO-PRESIDENT 1.00	0.	0.	0.
LAURA KNUDSON ONE MEDLINE PLACE MUNDELEIN, IL 60060	DIRECTOR 1.00	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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	9,491,840.
b	Average of monthly cash balances			1b	919,331.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	10,411,171.
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	10,411,171.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	156,168.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,255,003.
6	**Minimum investment return.** Enter 5% of line 5			6	512,750.

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	512,750.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,931.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,931.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	507,819.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	507,819.
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	507,819.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,064,332.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,064,332.
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	4,931.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,059,401.

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					507,819.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only				48,419.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012					
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,064,332.					
a Applied to 2012, but not more than line 2a				48,419.	
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					507,819.
e Remaining amount distributed out of corpus		508,094.			
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		508,094.			
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		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		508,094.			
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	508,094.				

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10-10-13

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).)

SEE STATEMENT 8

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*				
350.ORG 20 JAY STREET, SUITE 1010 BROOKLYN, NY 11201	NONE	PC	GENERAL SUPPORT	20,350.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE LOS ANGELES, CA 90011	NONE	PC	GENERAL SUPPORT	1,000.
ADAM DON FOUNDATION 9801 ADAM DON PKWY WOODRIDGE, IL 60517	NONE	PC	GENERAL SUPPORT	1,000.
ALZHEIMER'S ASSOSCIATION 225 N MICHIGAN AVE STE 1700 CHICAGO, IL 60601	NONE	PC	GENERAL SUPPORT	2,000.
AM SHALOM 840 VERNON AVE GLENCOE, IL 60022	NONE	PC	GENERAL SUPPORT	22,800.
Total .... SEE CONTINUATION SHEET(S) .... ▶ 3a				1,064,161.
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					
4 Dividends and interest from securities			14	258,166.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	262,075.	
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.		520,241.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 520,241.

(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

Date: 11/17/14

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
RICHARD A. REISIN		11/13/14		P00079655

Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.

Firm's EIN ▶ 36-2938874

Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15
CHICAGO, IL 60611-5313

Phone no. 312-670-7444

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ARTS ALLIANCE ILLINOIS 70 EAST LAKE ST SUITE 420 CHICAGO, IL 60601	NONE	PC	GENERAL SUPPORT	1,000.
ATZUM PO BOX 793 SKOKIE, IL 60076	NONE	PC	GENERAL SUPPORT	500.
AUSL - ACADEMY FOR URBAN SCHOOL LEADERSHIP 3400 AUSTIN AVE CHICAGO, IL 60634	NONE	PC	GENERAL SUPPORT	1,000.
BLACK WARRIOR RIVERKEEPERS 712 37TH ST SOUTH BIRMINGHAM, AL 35222	NONE	PC	GENERAL SUPPORT	5,000.
BRAIN RESEARCH FOUNDATION 111 W WASHINGTON ST STE 1710 CHICAGO, IL 60602	NONE	PC	GENERAL SUPPORT	1,000.
BREAST CANCER FOUNDATION 8765 W. HIGGINS RD SUITE 401 CHICAGO, IL 60631	NONE	PC	GENERAL SUPPORT	300.
BROWN UNIVERSITY 164 ANGELL ST PROVIDENCE, RI 02912	NONE	PC	GENERAL SUPPORT	25,000.
CANINE THERAPY 1700 W IRVING PARK RD STE 311 CHICAGO, IL 60613	NONE	PC	GENERAL SUPPORT	1,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW 10TH FLOOR WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	25,000.
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY SUITE 302 OAKLAND, CA 94612	NONE	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				1,017,011.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHICAGO BOTANIC GARDEN 1000 LAKE COOK RD GLENCOE, IL 60022	NONE	PC	GENERAL SUPPORT	1,000.
CHICAGO SCHOLARS 55 E JACKSON BLVD SUITE 1010 CHICAGO, IL 60604	NONE	PC	GENERAL SUPPORT	5,000.
CHILDREN'S HOSP CHICAGO- NORTH SHORE MEDICAL RESEARCH JUNIOR BOARD FUND 225 E CHICAGO AVE PR DPT BOX 269 CHICAGO, IL 60611	NONE	PC	GENERAL SUPPORT	1,000.
CITY YEAR 287 COLUMBUS AVE BOSTON, MA 02116	NONE	PC	GENERAL SUPPORT	10,000.
COLLEGE BOUND OPPURTUNITIES 2033 N MILWAUKEE AVE SUITE 246 RIVERWOODS, IL 60015	NONE	PC	GENERAL SUPPORT	500.
COOL GLOBES 1 MEDLINE PLACE MUNDELEIN, IL 60060	NONE	PC	GENERAL SUPPORT	90,000.
DEERFIELD ACADEMY PO BOX 87 DEERFIELD, MA 01342	NONE	PC	GENERAL SUPPORT	150,000.
DESIGNED FOR DIGNITY 222 MERCHANDISE MART SUITE 9-102 CHICAGO, IL 60654	NONE	PC	GENERAL SUPPORT	1,000.
EARTH VISION TRUST 2334 BROADWAY ST SUITE D BOULDER, CO 80304	NONE	PC	GENERAL SUPPORT	1,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK, NY 10010	NONE	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAMILY SERVICE ONE NORTH DEARBORN SUITE 1000 CHICAGO, IL 60602	NONE	PC	GENERAL SUPPORT	500.
FARE FOOD ALLERGY RESEARCH AND EDUCATION 7925 JONES BRANCH DR SUITE 1100 MCLEAN, VA 22102	NONE	PC	GENERAL SUPPORT	1,000.
FOUNDATION OF MITOCHONDRIAL MEDICINE 5424 GLENRIDGE DR NE ATLANTA, GA 30342	NONE	PC	GENERAL SUPPORT	10,000.
FRIENDS UNITED 1700 RYDERS LANE HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	500.
HIGHLAND PARK COMMUNITY FOUNDATION PO BOX 398 HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	7,000.
INCF	NONE	PC	GENERAL SUPPORT	11,111.
THE JAC EDUCATION FOUNDATION PO BOX 105 HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	30,000.
JCC 30 SOUTH WELLS ST SUITE 4000 CHICAGO, IL 60606	NONE	PC	GENERAL SUPPORT	10,000.
JEWISH UNITED FUND 30 SOUTH WELLS ST CHICAGO, IL 60606	NONE	PC	GENERAL SUPPORT	33,500.
KESHET 617 LANDWEHR RD NORTHBROOK, IL 60062	NONE	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW STE 800 WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	1,000.
LIFT 1620 I ST NW SUITE 820 WASHINGTON, DC 20006	NONE	PC	GENERAL SUPPORT	5,000.
MASSACHUSETTS BAYKEEPER PO BOX 651 WATERTOWN, MA 02471	NONE	PC	GENERAL SUPPORT	10,000.
MERCY HOME 1140 W JACKSON BLVD CHICAGO, IL 60607	NONE	PC	GENERAL SUPPORT	35,000.
MONTANA LAND RELIANCE PO BOX 355 HELENA, MT 59624	NONE	PC	GENERAL SUPPORT	5,000.
MONTANA MOUNTAINEERING PO BOX 6739 BOZEMAN, MT 59771	NONE	PC	GENERAL SUPPORT	250.
MOVEMENT STRATEGY CENTER 436 14TH ST STE 500 OAKLAND, CA 94612	NONE	PC	GENERAL SUPPORT	10,000.
NEXT GENERATION 1238 ALGONQUIN RD CROWNSVILLE, MD 21032	NONE	PC	GENERAL SUPPORT	20,000.
ONE MILLION DEGREES 226 W JACKSON BLVD STE 528 CHICAGO, IL 60606	NONE	PC	GENERAL SUPPORT	3,500.
OUNCE OF PREVENTION 33 WEST MONROE ST CHICAGO, IL 60303	NONE	PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PATHWAYS FOUNDATION 2591 COMPASS RD STE 100 GLENVIEW, IL 60026	NONE	PC	GENERAL SUPPORT	1,000.
PROGRESSIVE VOICES INSTITUTE 6300 POWERS FERRY RD STE 600 ATLANTA, GA 30339	NONE	PC	GENERAL SUPPORT	20,000.
RARE 1310 N COURTHOUSE RD SUITE 110 ARLINGTON, VA 22201	NONE	PC	GENERAL SUPPORT	10,000.
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	36,000.
REBUILDING EXCHANGE 1740 W WEBSTER AVE CHICAGO, IL 60614	NONE	PC	GENERAL SUPPORT	10,000.
RED MOON THEATRE 2120 S JEFFERSON ST CHICAGO, IL 60616	NONE	PC	GENERAL SUPPORT	20,000.
RFK CENTER FOR JUSTICE AND HUMAN RIGHTS 1300 19TH STREET NW STE 750 WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	125,000.
SGA 11 EAST ADAMS SUITE 1500 CHICAGO, IL 60603	NONE	PC	GENERAL SUPPORT	2,500.
SMASHING THROUGH GOLF FOUNDATION	NONE	PC	GENERAL SUPPORT	500.
SOARING TO SUCCESS - ANIXTER CENTER 2001 NORTH CLYBOURN AVE 3RD FLOOR CHICAGO, IL 60614	NONE	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SWEET GRASS HEALTH AND WELLNESS PO BOX 517 BIG TIMBER, MT 59011	NONE	PC	GENERAL SUPPORT	100.
THE RENNAISSANCE SOCIETY AT U OF C 5811 S ELLIS AVE CHICAGO, IL 60637	NONE	PC	GENERAL SUPPORT	2,500.
THE SIERRA CLUB 85 SECOND ST STE 750 SAN FRANCISCO, CA 94105	NONE	PC	GENERAL SUPPORT	5,000.
THE ZACHARIAS CENTER 4275 OLD GRAND AVE GURNEE, IL 60031	NONE	PC	GENERAL SUPPORT	16,000.
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	NONE	PC	GENERAL SUPPORT	1,500.
UNIVERSITY OF CHICAGO 5235 S HARPER COURT 4TH FLOOR CHICAGO, IL 60615	NONE	PC	GENERAL SUPPORT	137,500.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST SUITE 9000 ANN ARBOR, MI 48109	NONE	PC	GENERAL SUPPORT	85,000.
WESTERN LOS ANGELES COUNTY COUNCIL 16525 SHERMAN WAY UNIT C 8 VAN NUYS, CA 91406	NONE	PC	GENERAL SUPPORT	750.
Total from continuation sheets				

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05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS 303-7	96,721.	167.	96,554.	96,554.	
GOLDMAN SACHS 304-5	8.	0.	8.	8.	
GOLDMAN SACHS 334-2	97,513.	0.	97,513.	97,513.	
GOLDMAN SACHS 356-5	28,066.	0.	28,066.	28,066.	
JPM M009	30,221.	0.	30,221.	30,221.	
JPM S009	6,282.	478.	5,804.	5,804.	
TO PART I, LINE 4	258,811.	645.	258,166.	258,166.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	26,302.	26,302.		0.
TO FORM 990-PF, PG 1, LN 16C	26,302.	26,302.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	808.	808.		0.
2012 EXCISE TAX	13,000.	0.		0.
2013 EXCISE TAX	4,668.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,476.	808.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	15.	0.		15.
BANK FEES	156.	0.		156.
MISCELLANEOUS	6,351.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,522.	0.		171.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APPLE, INC.	99,213.	270,973.
BERKSHIRE HATHAWAY INC.	809,128.	1,245,300.
SPDR S&P 500 ETF TRUST	1,649,503.	2,022,356.
ISHARES MSCI EAFE INDEX FUND	343,160.	389,151.
SPDR EURO STOXX 50 ETF	249,677.	289,070.
T ROWE PRICE NEW ASIA	225,000.	229,005.
VIRTUS EMERGING MKTS OPPOR-I	275,000.	277,031.
GLOBAL ACCESS HEDGE FUND LTD	1,500,000.	1,500,000.
PIMCO COMMODITY PL STRAT	250,000.	250,705.
SPDR GOLD TRUST	115,039.	116,120.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,515,720.	6,589,711.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THE BANK OF NOVA SCOTIA	200,000.	233,836.
WELLS FARGO & COMPANY	350,000.	365,750.
DODGE & COX INCOME FUND	600,000.	600,444.
EATON VANCE FLOATING RATE-I	200,000.	200,218.
JPM STRAT INCOME OPPORT FD - SEL	300,000.	299,496.
PRUDENTIAL TOTAL RETURN BD-Z	600,000.	600,000.
BLACKROCK HIGH YIELD BOND	300,000.	300,000.
DREYFUS EMG MKT DEBT	100,000.	99,284.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,650,000.	2,699,028.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS PUTS	COST	26,554.	26,554.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,554.	26,554.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

JAMES D. ABRAMS
WENDY D. ABRAMS

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 5

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. 1111 FOUNDATION	Employer identification number (EIN) or 46-1463656
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MEDLINE PL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MUNDELEIN, IL 60060	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ LAURA KNUDSON ONE MEDLINE PL - MUNDELEIN, IL 60060

Telephone No. ▶ 847-643-4343 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 5

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 12,132.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 16,264.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Tamara Partridge Title ▶ CPA Date ▶ 8-14-14

Form 8868 (Rev. 1-2014)