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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 JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: A. FRANKLIN PILCHARD FOUNDATION

A Employer identification number: 36-3723290

Number and street (or P O box number if mail is not delivered to street address): PO BOX 2690

Room/suite:

B Telephone number: (847) 963-6762

City or town, state or province, country, and ZIP or foreign postal code: PALATINE, IL 60078-2690

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)* ▶$ 19,648,510.

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	467,213.	467,213.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,243.			
b	Gross sales price for all assets on line 6a 3,982,203.				
7	Capital gain net income (from Part IV, line 2)		11,243.		
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	478,456.	478,456.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	36,000.	6,000.		30,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	49,200.	12,500.		36,700.
c	Other professional fees STMT 3	104,752.	104,752.		0.
17	Interest				
18	Taxes STMT 4	10,000.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	26,991.	26,991.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	226,943.	150,243.		66,700.
25	Contributions, gifts, grants paid	593,918.			593,918.
26	**Total expenses and disbursements.** Add lines 24 and 25	820,861.	150,243.		660,618.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-342,405.			
b	**Net investment income** (if negative, enter -0-)		328,213.		
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		5,010.	99,372.	99,372.
	2	Savings and temporary cash investments		471,858.		
	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 ▶	235,900.			
		Less allowance for doubtful accounts ▶	0.	316,900.	235,900.	235,900.
	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 6	10,701,249.	12,837,530.	12,837,530.
	c	Investments - corporate bonds	STMT 7	6,421,418.	6,128,604.	6,128,604.
	11	Investments - land, buildings, and equipment basis ▶	321,256.			
		Less accumulated depreciation ▶		321,256.	321,256.	321,256.
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶ ACCRUED INTEREST)		27,503.	25,848.	25,848.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		18,265,194.	19,648,510.	19,648,510.
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		1,369,532.	1,369,532.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		16,895,662.	18,278,978.	
	30	**Total net assets or fund balances**		18,265,194.	19,648,510.	
	31	**Total liabilities and net assets/fund balances**		18,265,194.	19,648,510.	

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	18,265,194.
2	Enter amount from Part I, line 27a	2	-342,405.
3	Other increases not included in line 2 (itemize) ▶ APPRECIATION OF INVESTMENTS	3	1,725,721.
4	Add lines 1, 2, and 3	4	19,648,510.
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	19,648,510.

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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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	3,982,203.		3,970,960.	11,243.

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				
b				
c				
d				
e				11,243.

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 11,243.

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	1,394,980.	17,536,653.	.079547
2011	1,296,519.	17,182,445.	.075456
2010	1,203,739.	16,787,511.	.071704
2009	1,056,325.	16,164,671.	.065348
2008	1,126,433.	17,553,586.	.064171

2	Total of line 1, column (d)	2	.356226
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	.071245
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,678,402.
5	Multiply line 4 by line 3	5	1,330,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,282.
7	Add lines 5 and 6	7	1,334,025.
8	Enter qualifying distributions from Part XII, line 4	8	1,560,618.

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	3,282.
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	3,282.
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	3,282.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,381.		
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	11,381.
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	8,099.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	8,099.	**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)? *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.*	1b		X
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

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 ▶ ROBERT C. PACILIO Telephone no ▶(847)963-6762

Located at ▶PO BOX 2690, PALATINE, IL ZIP+4 ▶60078-2690

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)? — 5b | | X

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
KEVIN J. RYAN 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	PRESIDENT/DIRECTOR 5.00	18,000.	0.	0.
DONALD R. PAWELSKI 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	SECRETARY/DIRECTOR 1.00	18,000.	0.	0.
ROBERT C. PACILIO 508 N. PLUM GROVE ROAD PALATINE, IL 60067	TREASURER/DIRECTOR 5.00	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
GLENVIEW STATE BANK 800 WAUKEGAN ROAD, GLENVIEW, IL 60025	INVESTMENT FEES	65,105.
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 GRANTING OF SCHOLARSHIP BASED ON FINANCIAL NEED AND SCHOLASTIC ABILITY	593,918.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	18,962,845.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,962,845.
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	18,962,845.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	284,443.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,678,402.
6	**Minimum investment return.** Enter 5% of line 5	6	933,920.

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	933,920.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,282.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,282.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	930,638.
4	Recoveries of amounts treated as qualifying distributions	4	775,000.
5	Add lines 3 and 4	5	1,705,638.
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	1,705,638.

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	660,618.
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) SEE STATEMENT 8	3b	900,000.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,560,618.
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	3,282.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,557,336.

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				1,705,638.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,559,216.	
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 ▶ $ 1,560,618.				
a Applied to 2012, but not more than line 2a			1,559,216.	
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				1,402.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,704,236.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Form **990-PF** (2013)

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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))

NONE

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

ROBERT C. PACILIO, 847-963-6762
PO BOX 2690, PALATINE, IL 600782690

b The form in which applications should be submitted and information and materials they should include

APPLICATION FORMS AVAILABLE

c Any submission deadlines

OCTOBER 31

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

APPLICANTS MUST BE GRADUATING FROM ONE OF THE HIGH SCHOOLS PARTICIPATING IN THE SCHOLARSHIP PROGRAM.

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*				
ABBIE O'RYAN 11339 S. DRAKE AVE CHICAGO, IL 60655	NONE FOR ALL RECIPIENTS		ALL PAYMENTS MADE ARE SCHOLARSHIP PAYMENTS	1,122.
ADAM RATNER 7529 WILSON TERRACE MORTON GROVE, IL 60053				9,426.
ADAM SAHS 10639 S. RIDGEWAY CHICAGO, IL 60655				6,492.
ALEX BRAVO 8120 S. KEATING CHICAGO, IL 60652				774.
MATTHEW ANGUS 9716 S LAWNDALE EVERGREEN PARK, IL 60805				8,001.
Total SEE CONTINUATION SHEET(S)			▶ 3a	593,918.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	467,213.	
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			14	11,243.	
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.		478,456.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 478,456.

(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)

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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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee | Date 8/5/14 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name: ROBERT C. PACILIO

Preparer's signature

Date 8/5/14

Check ☐ if self- employed

PTIN P00843085

Firm's name ▶ MCCARTHY,PACILIO,OLIVA & CO., P.C.

Firm's EIN ▶ 36-3308801

Firm's address ▶ 508 N. PLUM GROVE ROAD
PALATINE, IL 60067

Phone no (847)963-8900

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	225,000 BD-GE CAPITAL	P	01/06/12	01/07/14
b	250,000 BD-SHEBOYGAN, WI	P	04/01/12	04/01/14
c	200,000 BD-WILLIAMSON CTY, TN	P	04/01/12	04/01/14
d	126,000 BD-YALE UNIVERSITY	P	04/15/12	04/16/14
e	SEE SCHEDULE ATTACHED	P		
f	SEE SCHEDULE ATTACHED	P		
g	SEE SCHEDULE ATTACHED	P		
h	SEE SCHEDULE ATTACHED	P		
i	SEE SCHEDULE ATTACHED	P		
j	SEE SCHEDULE ATTACHED	P		
k	DIVIDENDS REINVESTED	P		
l				
m				
n				
o				

	(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	225,000.		225,000.	0.
b	250,000.		250,000.	0.
c	200,000.		200,000.	0.
d	127,687.		127,687.	0.
e	400,822.		393,488.	7,334.
f	246,208.		225,723.	20,485.
g	315,939.		323,873.	-7,934.
h	123,813.		104,342.	19,471.
i	129,869.		130,603.	-734.
j	1,962,865.		1,962,821.	44.
k			27,423.	-27,423.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0.
b				0.
c				0.
d				0.
e				7,334.
f				20,485.
g				-7,934.
h				19,471.
i				-734.
j				44.
k				-27,423.
l				
m				
n				
o				

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	11,243.
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

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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
ALYSSA PARHAM 2943 N DAWSON CHICAGO, IL 60618				8,000.
AMBER KOOKEN 808 N 11TH ST DEKALB, IL 60115				1,378.
ANTHONY FRANCHETTI 2535 S. WALNUT ST. BLUE ISLAND, IL 60406				8,000.
SCOTT BELLUZZI 2826 GREENWOOD ACRES DEKALB, IL 60115				3,262.
AUTUMN REGAN-STEINBERG 12332 S LOVELAND ALSIP, IL 60803				5,375.
HALEY BROWN 199 S.WALNUT ST WINCHESTER, IL 62694				8,000.
BRENT DREVALAS 302 BIRCH AVE GENOA, IL 60135				8,000.
CALVIN BEACH 33560 E PINE CIRCLE GENOA, IL 60135				8,000.
CHEUK LAW 4020 S. ALBANY AVE CHICAGO, IL 60632				8,000.
CHRISTOPHER JACKSON 1272 EAGLE CREST DR LEMONT, IL 60439				3,228.
Total from continuation sheets				568,103.

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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
DANIEL CAPLICE 4045 CLAUSEN AVE WESTERN SPRINGS, IL 60558				8,000.
CONNIE TO 1251 W. ARGYLE CHICAGO, IL 60640				6,564.
CRYSTAL WOHEAD 20 W 325 S. FRONTAGE RD LEMONT, IL 60439				8,000.
CYNTHIA VELAZQUEZ 760 W DEMPSTER ST MT. PROSPECT, IL 60056				4,095.
DANIELLE MARCHAN 14740 SUNSET CT OAK FOREST, IL 60452				3,185.
DEYANIRA CHACON 645 E. LINCOLN AVE DES PLAINES, IL 60018				8,000.
ELIZABETH MCINERNEY 775 DARSHA ROAD NEW LENOX, IL 60451				8,000.
JANETTE CINO 926 PRAIRIE AVE DES PLAINES, IL 60018				8,000.
ESMA ALEGOZ 1821 N. ANDOA LN MT. PROSPECT, IL 60056				632.
FRANK GENTILE 454 MACKINAW AVE CALUMENT CITY, IL 60409				8,000.
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
GABRIELA VALCHEVA 1709 E LONG VALLEY DR PALATINE, IL 60074				2,904.
GRACE WILLIAMSON 1713 W. 105TH ST. CHICAGO, IL 60643				8,000.
AMANDA DZIALLO 11 S 365 DURHAM RD LEMONT, IL 60439				8,000.
HARRY MCCARTHY 3541 W 98TH ST EVERGREEN PARK, IL 60805				4,000.
MEGAN GILL 9605 S. KOLIN OAK LAWN, IL 60453				8,000.
ISRAEL FLORES 2828 W 102ND ST EVERGREEN PARK, IL 60805				4,987.
IVAN GARCIA 2166 N. WESTMORELAND DR PALATINE, IL 60074				8,000.
JACOB MORRELL 4324 DEYO AVE BROOKFIELD, IL 60513				8,000.
SANDRA GONZALEZ 2131 CHASE AVE DES PLAINES, IL 60018				6,365.
JESSICA DEL RE 649 N. EISENHOWER AVE PALATINE, IL 60074				8,000.
Total from continuation sheets				

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
JEFFREY GOUGIS JR 10243 S. OAKLEY CHICAGO, IL 60643				7,478.
JORDAN CLIFFORD 942 PEAR TREE LANE WHEELING, IL 60090				5,392.
BRIAN GUMINO 8708 S ROOD ROAD KINGSTON, IL 60145				8,000.
KAITLYN SMENTEK 2805 W. BURR OAK AVE BLUE ISLAND, IL 60406				8,000.
ERICA GUZY 220 KOCH DRIVE GENOA, IL 60135				7,379.
KATHLEEN CONNOLLY 19906 RYAN COURT MOKENA, IL 60448				8,000.
VICTORIA HENSLEY 115 HOMEWOOD DR GENOA, IL 60135				8,000.
KENTRELL BROWN 376 HOXIE ST. CALUMET CITY, IL, IL 60409				5,501.
KEVIN GOFFARD 14317 MCCARTHY ROAD LEMONT, IL 60639				4,952.
COLLIN HILLQUIST 704 MEADOW LANE SYCAMORE, IL 60178				3,935.
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
MIRANDA HOLLOWAY 109 PROSPECT MANOR MT PROSPECT, IL 60056				8,000.
KRISTEN WITEK 426 BUCKTHORN TERR BUFFALO GROVE, IL 60087				6,024.
EVAN JOHNSON-RANSOM 10907 S LONGWOOD DR CHICAGO, IL 60643				8,000.
LAUREN ADAMS 1547 N. CLYBOURN APT D CHICAGO, IL 60610				8,000.
LAYLA ANDERSON 5623 N NAGLE CHICAGO, IL 60646				8,000.
LUKE SCHUMACHER 12677 NORTHWOODS DR GENOA, IL 60135				8,000.
CALEB KENNEDY 9700 TRIPP OAK LAWN, IL 60453				8,000.
MARTA KONOPKA 136 N EDGEWOOD AVE LA GRANGE, IL 60525				8,000.
MATTHEW BIRTELL 663 KNOLLS STREET DEKALB, IL 60115				8,590.
JACOB KVASNICKI 1510 ELMWOOD AVE DEKALB, IL 60115				8,000.
Total from continuation sheets				

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
MAX WHITING 747 WASHINGTON ST WOODSTOCK, IL 60098				4,776.
ZANE LACASSE 33021 GENOA ROAD GENOA, IL 60135				3,457.
MICHAEL ANDRASCO 10410 S. ALBANY AVENUE CHICAGO, IL 60655				8,000.
MICHAEL BERGER 10353 S. ARTESIAN CHICAGO, IL 60655				8,000.
MICHAEL BRAGG 10101 S. KILDARE OAK LAWN, IL 60453				8,000.
MARISOL LAY 3037 N AUSTIN CHICAGO, IL 60634				8,000.
MILDA SAWICKI 713 MCCARTHY RD LEMONT, IL 60439				8,000.
NATALIE GANNON 10541 S. KEELER OAK LAWN, IL 60453				5,236.
BRENDAN MCGINLEY 9711 S RIDGEWAY EVERGREEN PARK, IL 60805				8,000.
LYDIA MOORE 1556 JOHN STREET SYCAMORE, IL 60178				6,480.
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
NICOLE CHOWEWA 1215 FREEMAN RD HOFFMAN ESTATES, IL 60192				3,540.
JESSICA RABCZAK 2104 HAVEN ST MT PROSPECT, IL 60056				6,101.
PATRYCJA KALWAJTYS 3618 N. NEWCASTLE CHICAGO, IL 60634				3,047.
PAYMENTS ATTRIBUTABLE TO PRIOR YEARS				-4,025.
REBECCA WEIL 915 RIVER RD KINGSTON, IL 60146				8,000.
RUBEN ESPARZA 2608 GROVE ST BLUE ISLAND, IL 60406				7,083.
RYAN MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				7,772.
SABRINA SMOOT 3928 W. 81ST PL CHICAGO, IL 60652				5,097.
SARAH MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				8,000.
SEAN MCLAUGHLIN 8943 BIRCH LANE HICKORY HILLS, IL 60457				7,620.
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
SHANNON LYLES 2118 W. RANDOLPH ST. CHICAGO, IL 60612				5,631.
STEPHANIE GOLDBERG 2001 CASTLESHIRE DR WOODSTOCK, IL 60098				8,000.
TERRENCE MCMAHON 10435 S. AVERS AVENUE CHICAGO, IL 60655				12,498.
TESS KELLEY 307 W HARRIS AVE LA GRANGE, IL 60525				8,000.
TREVOR HANSON 229 S. GENOA ST GENOA, IL 60135				8,000.
WILLIAM MCGIVERN 10131 S. TURNER EVERGREEN PARK, IL 60805				8,000.
WINGCHI LAU 3144 S. MAY ST CHICAGO, IL 60608				6,496.
SARAH RILEY 4607 EBERLY AVE BROOKFIELD, IL 60513				6,871.
BIANCA ROSADO 2234 S. ST LOUIS AVE CHICAGO, IL 60623				5,524.
ANGELITA RUIZ 5321 W 35TH ST CICERO, IL 60804				8,000.
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
NATALIE SHEEHAN 2551 ROUTE 38 MALTA, IL 60150				8,000.
MICHAEL SLAKIS 3441 W 115TH PLACE CHICAGO, IL 60655				8,000.
NATALIE VEGA 703 ASPEN WAY GENOA, IL 60135				8,000.
JIA JIA WANG 5325 S SPRINGFIELD CHICAGO, IL 60632				4,655.
LAUREN ZELAYA 321 PEARL STREET DEKALB, IL 60115				7,018.
Total from continuation sheets				

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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
CRESENT PORK, INC.	25,350.	0.	25,350.	25,350.	
GLENVIEW STATE BANK	334,140.	0.	334,140.	334,140.	
GLENVIEW STATE BANK-PREMIUM AMORTIZATION	-12,737.	0.	-12,737.	-12,737.	
RBC DAIN RAUSCHER	120,460.	0.	120,460.	120,460.	
TO PART I, LINE 4	467,213.	0.	467,213.	467,213.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MPO & CO., 508 N. PLUM GROVE RD., PALATINE, IL 60067	49,200.	12,500.		36,700.
TO FORM 990-PF, PG 1, LN 16B	49,200.	12,500.		36,700.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST MANAGEMENT FEES:	0.	0.		0.
GLENVIEW STATE BANK, GLENVIEW, IL	65,105.	65,105.		0.
RBC CAPITAL MARKETS, OAKBROOK, IL	39,647.	39,647.		0.
TO FORM 990-PF, PG 1, LN 16C	104,752.	104,752.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FARM EXPENSES	26,991.	26,991.		0.
TO FORM 990-PF, PG 1, LN 23	26,991.	26,991.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
12000 SHS-GENERAL ELECTRIC	315,360.	315,360.
4000 SHS-JOHNSON&JOHNSON	418,480.	418,480.
4000 SHS-PROCTOR&GAMBLE	314,360.	314,360.
5000 SHS-WALGREEN	370,650.	370,650.
10000 SHS-MICROSOFT	417,000.	417,000.
8000 SHS- PFIZER INC	237,440.	237,440.
4800 SHS-PEPSICO	428,832.	428,832.
17000 SHS-CISCO SYSTEMS	422,450.	422,450.
4000 SHS-AUTOMATIC DATA PROCESSING	317,120.	317,120.
9000 SHS-TEXAS INSTRUMENTS	430,110.	430,110.
8000 SHS-SYSCO	299,600.	299,600.
6000 SHS-STARBUCKS	464,280.	464,280.
4800 SHS-STRYKER	404,736.	404,736.
4000 SHS-CATERPILLAR	434,680.	434,680.
2000 SHS-FEDEX	302,760.	302,760.
400 SHS-GOOGLE-A	233,868.	233,868.
4000 SHS-MCDONALD'S	402,960.	402,960.
9000 SHS-AT&T	318,240.	318,240.
5000 SHS-ABBOTT LABS	204,500.	204,500.
5000 SHS-CME GROUP	354,750.	354,750.
2700 SHS-CHEVRON	352,485.	352,485.

6000 SHS-EMERSON ELECTRIC	398,160.	398,160.
3000 SHS-MONSANTO	374,220.	374,220.
3400 SHS-EXXON MOBIL	342,312.	342,312.
21640/22952 SHS-HENDERSON GLOBAL	195,321.	195,321.
11676/7465 SHS-BLACKROCK GLOBAL	165,893.	165,893.
3459/2682 SHS-FIRST EAGLE GLOBAL	153,636.	153,636.
18931/8592 SHS-PIMCO FDS	109,726.	109,726.
15078/15992 SHS-HENDERSON FDS	136,092.	136,092.
7034/12394 SHS-BLACKROCK GLOBAL	275,385.	275,385.
2557/3629 SHS-FIRST EAGLE GLOBAL	207,899.	207,899.
8221/19786 SHS-PIMCO FUNDS	252,669.	252,669.
545/3815 SHS-APPLE COMPUTER	354,528.	354,528.
7373/7959 SHS-FIRST TR HIGH INC	144,447.	144,447.
2000 SHS-POWERSHARES EXCHANGE CEF	51,000.	51,000.
400/213 SHS-POWERSHARES EXCHANGE CEF	6,211.	6,211.
5000 SHS-INTEL	154,500.	154,500.
638/304 SHS-ISHARES CORE S&P 500 ETF	59,888.	59,888.
1072/489 SHS-ISHARES TRUST RUSSELL 2000 IND FD	58,098.	58,098.
1062/284 SHS-PROSHARES ULTRA RUSSELL 2000 ETF	25,316.	25,316.
816/230 SHS-PROSHARES ULTRA S&P 500 ETF	26,629.	26,629.
5250/5512 SHS-THORNBURG INV TR	121,979.	121,979.
3457/5394 SHS-MAINSTAY MARKETFIELD FUND	96,388.	96,388.
5394/11782 SHS-MAINSTAY MARKETFIELD FUND	210,543.	210,543.
357/171 SHS-ISHARES MSCI EAFE INDEX FD	11,691.	11,691.
400 SHS-GOOGLE-C	230,112.	230,112.
405 SHS-ISHARES CORE S&P MID CAP	57,947.	57,947.
553 SHS-ISHARES 7 TO 10 YR TREASURY	57,280.	57,280.
456 SHS-PRO SHARES TRUST	24,528.	24,528.
352 SHS-PROSHARES ULTRA MIDCAP	25,330.	25,330.
313 SHS-GUGENHEIM S&P 500	24,010.	24,010.
525 SHS-SPDR S&P 500 ETF TR	102,753.	102,753.
190 SHS-S&P MIDCAP 400	49,506.	49,506.
223 SHS-ISHARES MSCI EAFE SMALL	11,801.	11,801.
198 SHS-ISHARES MSCI EAFE VALUE	11,597.	11,597.
194 SHS-VANGUARD INTL EQUITY	11,630.	11,630.
210 SHS-ISHARES CORE U S CREDIT	23,402.	23,402.
183 SHS-ISHARES 1-3 YR CREDIT	19,339.	19,339.
204 SHS-PIMCO 0-5 YEAR HIGH YIELD	21,801.	21,801.
229 SHS-ISHARES 1 TO 3 YR	19,364.	19,364.
353 SHS-ISHARES MBS ETF	38,202.	38,202.
64 SHS-ISHARES TIPS BOND ETF	7,383.	7,383.
53 SHS-ISHARES 20 PLUS YR TREAS	6,017.	6,017.
133 SHS-ISHARES COHEN & STEERS REIT	11,615.	11,615.
400 SHS-FIRST TRUST MID CAP CORE	21,380.	21,380.
700 SHS-LEGGETT & PLATT	23,996.	23,996.
400 SHS-SPDR INDEX SHARES FUNDS	17,308.	17,308.
3876 SHS-NORTHERN LTS FD TR	58,106.	58,106.
3496 SHS-ALLIANCE BERNSTEIN SELECT	42,554.	42,554.
1000 SHS-FIRST TRUST MID CAP	53,450.	53,450.
6000 SHS-FULL CIRCLE CAPITAL	46,860.	46,860.
1000 SHS-LEGGETT & PLATT	34,280.	34,280.
1000 SHS-SPDR INDEX SHARES FUNDS	43,270.	43,270.
4175 SHS-INVESCO BALANCED RISK	52,896.	52,896.
11629 SHS-NORTHERN LTS FD	174,319.	174,319.

11364 SHS-ALLIANCE BERNSTEIN SELECT	138,302.	138,302.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,837,530.	12,837,530.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL PRIME OBLIGATION FUND	343,596.	343,596.
300M BD-IBM	307,866.	307,866.
100,000 CD-UNION BANK	103,490.	103,490.
300,000 BD-CISCO SYSTEMS	303,126.	303,126.
250,000 BD-PORT SEATTLE	250,390.	250,390.
250,000 BD-TOYOTA MOTOR	250,995.	250,995.
250,000 BD-AT&T	250,652.	250,652.
300,000 BD-AMERICAN EXPRESS	307,857.	307,857.
300,000 BD-BOEING CAPITAL	308,724.	308,724.
220,000 BD-BRILLION WISC	220,015.	220,015.
300,000 BD-CLARENCE CANNON MO	300,726.	300,726.
200,000 BD-GEORGIA POWER	200,056.	200,056.
325,000 BD-INTEL	333,492.	333,492.
250,000 BD-JEFFERSON OH	250,833.	250,833.
200,000 BD-LAKOTA OH	201,912.	201,912.
250,000 BD-LYNBROOK NEW YORK	253,462.	253,462.
245,000 BD-MADISON, WISC	251,002.	251,002.
250,000 BD-NEW LONDON WISC	250,555.	250,555.
200,000 BD-SAN BUENAVENTURA CA	200,890.	200,890.
300,000 BD-UNIV OF ALABAMA	301,821.	301,821.
250,000 BD-WISCONSIN STATE	250,938.	250,938.
280,000 BD-APPLE COMPUTER	279,404.	279,404.
200,000 BD-ARIZONA STATE	200,592.	200,592.
200,000 BD-BP CAPITAL MARKETS	206,210.	206,210.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,128,604.	6,128,604.

FORM 990-PF EXPLANATION OF CASH SET-ASIDE STATEMENT 8

PART XII, LINE 3B

THE FOUNDATION GIVES SCHOLARSHIPS UP TO $8,000. PER YEAR FOR FOUR YEARS. THE AMOUNTS SET ASIDE ARE FOR THE REMAINING AMOUNT OF THE SCHOLARSHIPS THAT HAVE BEEN AWARDED.