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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation
HONEYBEE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
939 TOWER RD.

City or town, state or province, country, and ZIP or foreign postal code
WINNETKA, IL 60093

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **352,917.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
36-7391521

B Telephone number
847 446-2564

C If exemption application is pending, check here ☐

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

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

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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | 10,253. | 10,253. | | STATEMENT 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 6,699. | | | |
| b Gross sales price for all assets on line 6a 32,852. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 6,699. | | |
| 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 | | 16,952. | 16,952. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employer benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | | | | | |
| c Other professional fees STMT 2 | | 307. | 307. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes STMT 3 | | 1,293. | 0. | | 15. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 4 | | 100. | 0. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,700. | 307. | | 15. |
| 25 Contributions, gifts, grants paid | | 14,015. | | | 14,015. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 15,715. | 307. | | 14,030. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 1,237. | | | |
| b Net investment income (if negative, enter -0-) | | | 16,645. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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| Part II Balance Sheets | | Beginning of year (a) Book Value | End of year | |
|-----------------------------|---|-------------------------------------|----------------|-----------------------|
| | | | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 987. | 1,856. | 1,856. |
| | 2 Savings and temporary cash investments | 5,147. | 2,233. | 2,233. |
| | 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 STMT 6 | 15,744. | 14,431. | 15,351. |
| | b Investments - corporate stock STMT 7 | 191,108. | 189,822. | 256,614. |
| | c Investments - corporate bonds STMT 8 | 73,456. | 79,300. | 76,826. |
| | 11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | | | |
| | 14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ | | | |
| Liabilities | 15 Other assets (describe ▶ STATEMENT 9) | 0. | 37. | 37. |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 286,442. | 287,679. | 352,917. |
| | 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. ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 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 | 286,442. | 287,679. | |
| | 30 Total net assets or fund balances | 286,442. | 287,679. | |
| | 31 Total liabilities and net assets/fund balances | 286,442. | 287,679. | |

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 | 286,442. |
| 2 Enter amount from Part I, line 27a | 2 | 1,237. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 287,679. |
| 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 | 287,679. |

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 287.88 SHS BOSTON COMMON US EQUITY FUND | P | 12/26/13 | 03/25/14 |
| b 51.731 SHS BOSTON COMMON US EQUITY FUND | P | 12/28/12 | 03/25/04 |
| c 17400.3 SHS US TSY NT INDX 2.375% | P | 01/30/08 | 12/13/13 |
| d CAPITAL GAINS DIVIDENDS | | | |
| 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 9,324. | | 9,123. | 201. |
| b 1,676. | | 1,286. | 390. |
| c 19,149. | | 15,744. | 3,405. |
| d 2,703. | | | 2,703. |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 201. |
| b | | | 390. |
| c | | | 3,405. |
| d | | | 2,703. |
| 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 | 6,699. |
| 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 | 15,313. | 305,767. | .050081 |
| 2011 | 13,914. | 291,495. | .047733 |
| 2010 | 13,765. | 298,604. | .046098 |
| 2009 | 14,160. | 284,074. | .049846 |
| 2008 | 17,204. | 278,276. | .061824 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | .255582 |
| 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 | .051116 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 337,960. |
| 5 Multiply line 4 by line 3 | 5 | 17,275. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 166. |
| 7 Add lines 5 and 6 | 7 | 17,441. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 14,030. |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 333. |
| 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 | 333. |
| 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 | 333. |
| 6 Credits/Payments: | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 549. | |
| 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 | 549. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 216. | |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 216. Refunded <input type="checkbox"/> | 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? | | X |
| 1b 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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 | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? | 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 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | 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? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► MELISSA MIZEL Telephone no. ► 847 446-2564 Located at ► 939 TOWER ROAD,, WINNETKA, IL ZIP+4 ► 60093 | | | |
| 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 | | | |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here | N/A ► <input type="checkbox"/> | 1b |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | | 1c |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |
| 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 |

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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

6b

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

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 |
|---|---|---|---|---------------------------------------|
| MELISSA MIZEL 939 TOWER ROAD WINNETKA, IL 60093 | TRUSTEE 10.00 | 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
| | | | | |
| | | | | |

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 | 332,371. |
| b | Average of monthly cash balances | 1b | 10,736. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 343,107. |
| 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 | 343,107. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 5,147. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 337,960. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 16,898. |

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 | 16,898. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 333. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 333. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 16,565. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 16,565. |
| 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 | 16,565. |

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 | 14,030. |
| 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 | 14,030. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 14,030. |

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.

Form 990-PF (2013)

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 | | | | 16,565. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 13,490. | |
| 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: ► \$ 14,030. | | | | |
| a Applied to 2012, but not more than line 2a | | | 13,490. | |
| 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 | | | | 540. |
| 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 | | | | 16,025. |
| 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 | | | | |

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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| AMNESTY INTERNATIONAL USA 5 PENN PLAZA, 16TH FL NEW YORK, NY 10001 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC/COMMU | 1,000. |
| ANGELIC ORGANICS LEARNING CENTER/CSA LEARNING CENTER 1547 ROCKTON ROAD CALEDONIA, IL 61011 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 360. |
| BEND THE ARC (JEWISH FUND FOR JUSTICE) 330 7TH AVE. 19TH FLOOR NEW YORK, NY 10001 | N/A | PUBLIC CHARITY | CHARITABLE/RELIGIOUS/C | 360. |
| CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY NEW YORK, NY 10012 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC/COMMU | 1,000. |
| CHICAGO FOUNDATION FOR WOMEN ONE E WACKER DR #1620 CHICAGO, IL 60601 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC/COMMU | 500. |
| Total | | | SEE CONTINUATION SHEET(S) | 14,015. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

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. | | |

[illegible]

- 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

10.27.14

► **PRESIDENT**

May the IRS discuss this return with the preparer shown below (see note 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

GERALD FRISHMAN

Preparer's signature

Date

Check ☐ self-employed

| |
|------|
| PTIN |
|------|

Firm's name ► **WARADY & DAVIS LLP**

Firm's EIN ▶ 36-2170602

Firm's address ► 1717 DEERFIELD RD SUITE 300S
DEERFIELD, IL 60015

Phone no. (847) 267-9600

Form **990-PF** (2013)

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 PUBLIC RADIO WBEZ 848 EAST GRAND AVENUE CHICAGO, IL 60611 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 500. |
| CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 180. |
| FEEDING AMERICA 35 E WACKER DR #2000 CHICAGO, IL 60601 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 500. |
| FINCA INTERNATIONAL INC 1101 14TH STREET NW, 11TH FLOOR WASHINGTON, DC 20005 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| FREE PRESS ACTION FUND 40 MAIN STREET #301 FLORENCE, MA 01062 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 250. |
| FRIENDS OF THE EARTH 11100 15TH ST NW 11TH FL WASHINGTON, DC 20005 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 150. |
| GLOBAL EXCHANGE 2017 MISSION STREET 2ND FL SAN FRANCISCO, CA 94110 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 150. |
| GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 540. |
| GREEN AMERICA 1612 K STREET NW #600 WASHINGTON, DC 20006 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 100. |
| HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN RIGHTS 208 S LASALLE ST, #1300 CHICAGO, IL 60604 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| Total from continuation sheets | | | | 10,795. |

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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 250. |
| INSPIRATION CORPORATION 4554 NORTH BROADWAY SUITE 207 CHICAGO, IL 60640 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND ST NEW YORK, NY 10168 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 180. |
| LEGAL MOMENTUM 395 HUDSON STREET NEW YORK, NY 10014 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK, NY 10011 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC/ENVIR | 180. |
| NEW ISRAEL FUND P. O. BOX 96712 WASHINGTON, DC 20077 | N/A | PUBLIC CHARITY | CHARITABLE/RELIGIOUS | 540. |
| OCEANA ADVOCACY RESOURCES 1350 CONNECTICUT AVE NW, 5TH FL WASHINGTON, DC 20036 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 100. |
| OXFAM AMERICA 226 CAUSEWAY ST 5TH FL BOSTON, MA 02114 | N/A | PUBLIC CHARITY | CHARITABLE | 360. |
| PACIFICA FOUNDATION RADIO 1925 MARTIN LUTHER JR WAY BERKELEY, CA 94704 | N/A | PUBLIC CHARITY | CHARITABLE | 180. |
| PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH STREET NW, #600 WASHINGTON, DC 20005 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| PLANNED PARENTHOOD 1110 VERMONT AVE NW #300 WASHINGTON, DC 20005 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 150. |
| PROJECT VOTE SMART ONE COMMON GROUND PHILIPSBURG, MT 59858 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| PROPUBLICA 1 EXCHANGE PLAZA, 55 BROADWAY NEW YORK, NY 10006 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC/LITER | 500. |
| RESIST 259 ELM STREET #201 SOMERVILLE, MA 02144 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 540. |
| SAN MIGUEL SCHOOLS 1954 WEST 48TH STREET 4TH FL CHICAGO, IL 60609 | N/A | PUBLIC CHARITY | CHARITABLE/EDUCATION | 150. |
| SAY:THE STUTTERING ASSOCIATION FOR THE YOUNG (OUR TIME THEATRE COMPANY) 330 WEST 42ND ST, 12TH FLOOR NEW YORK, NY 10036 | N/A | PUBLIC CHARITY | CHARITABLE | 400. |
| SHALVA PO BOX 46375 CHICAGO, IL 60646 | N/A | PUBLIC CHARITY | CHARITABLE/RELIGIOUS | 515. |
| T'RUAH(RABBIS FOR HUMAN RIGHTS) 333-7TH AVENUE 13TH FLOOR NEW YORK, NY 10001 | N/A | PUBLIC CHARITY | CHARITABLE/RELIGIOUS | 180. |
| TECHNOSERVE 1 MECHANIC ST NORWALK, CT 06850 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| THE CENTER FOR PUBLIC INTEGRITY 910 17TH STREET NW, 7TH FLOOR WASHINGTON, DC 20006 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 200. |
| 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| THE GLOBAL FUND FOR WOMEN 222 SUTTER STREET #500 SAN FRANCISCO, CA 94108 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| THE HESPERIAN FOUNDATION 1919 ADDISON STREET SUITE 304 BERKELEY, CA 94704 | N/A | PUBLIC CHARITY | CHARITABLE/CIVIC | 360. |
| THE STUDENT CONSERVATION ASSOCIATION 689 RIVER ROAD CHARLESTOWN, NH 03603 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 100. |
| THE TRUST FOR PUBLIC LAND 101 MONTGOMERY ST #900 SAN FRANCISCO, CA 94104 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 100. |
| WATERKEEPERS ALLIANCE 17 BATTERY PLACE #1329 NEW YORK, NY 10004 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 360. |
| WILDLIFE CONSERVATION SOCIETY 2300 SOUTHER BLVD BRONX, NY 10460 | N/A | PUBLIC CHARITY | CHARITABLE/ENVIRONMENT | 200. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

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 |
|---------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| INVESTORS BANK & TRUST | 12,956. | 2,703. | 10,253. | 10,253. | |
| TO PART I, LINE 4 | 12,956. | 2,703. | 10,253. | 10,253. | |

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 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES | 307. | 307. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 307. | 307. | | 0. |

FORM 990-PF TAXES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| STATE ANNUAL REPORT FILING FEE | 15. | 0. | | 15. |
| FEDERAL TAXES | 1,278. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,293. | 0. | | 15. |

FORM 990-PF

OTHER EXPENSES

STATEMENT

4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PENALTIES | 100. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 100. | 0. | | 0. |

FOOTNOTES

STATEMENT

5

ALL OF THE GRANTS AND CONTRIBUTIONS LISTED IN PART XV,
FORM 990-PF WERE MADE FOR RELIGIOUS, CHARITABLE,
SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSE OF EACH
DONEE ORGANIZATION.

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 6 |
|-------------|--|-----------|---|

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| US GOVERNMENT OBLIGATIONS | X | | 14,431. | 15,351. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 14,431. | 15,351. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 14,431. | 15,351. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCKS | 189,822. | 256,614. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 189,822. | 256,614. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE BONDS | 79,300. | 76,826. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 79,300. | 76,826. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 9 |
|-------------|--------------|-----------|---|

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| ACCRUED INTEREST PAID | 0. | 37. | 37. |
| TO FORM 990-PF, PART II, LINE 15 | 0. | 37. | 37. |

Honeybee Foundation-Portfolio Value

As of 6/30/2014

10/16/2014

Page 1

| Security | Shares | Cost Basis | Pre-Tax Gain | Market Value Balance |
|--------------------------------|------------|-------------------|------------------|-------------------------|
| Bond | | | | |
| AT & T 5.625% 6/15/16 | 5,000 000 | 5,743.50 | -280 50 | 5,463.00 |
| Calvert Social 2% 12/15/17 | 2,000 000 | 2,000.00 | 0 00 | 2,000 00 |
| FORD MOTOR CO 6.5% 8/1/... | 5,000 000 | 5,844.60 | -22 85 | 5,821 75 |
| General Mills 5.7% 2/15/17 | 8,000.000 | 9,496.56 | -547 76 | 8,948 80 |
| Hershey Co 4.85% 8/15/15 | 10,000 000 | 11,333.50 | -831 70 | 10,501 80 |
| kraft Foods Inc 5.375% | 100.000 | 11,901.35 | -406.35 | 11,495.00 |
| Massachusetts Ser D 4% | 100.000 | 10,243.60 | 92.60 | 10,336.20 |
| Morgan Stanley Mtn 6% 4/28/... | 10,000.000 | 10,925.10 | -460.10 | 10,465.00 |
| PNC Bank 6.875% 4/1/18 | 10,000.000 | 11,812.20 | -17.30 | 11,794.90 |
| TOTAL Bond | | 79,300.41 | -2,473.96 | 76,826.45 |
| Stock | | | | |
| Boston Common US Equity F .. | 7,507.545 | 186,637.57 | 67,117.45 | 253,755.02 |
| Strats-PG Ser 2006 | 50.000 | 1,250.00 | -310.00 | 940.00 |
| US Bancorp Pfd Ser G | 70.000 | 1,934.10 | -15.40 | 1,918.70 |
| TOTAL Stock | | 189,821.65 | 66,792.07 | 256,613 72 |
| US Government | | | | |
| TSY INFL IX N/B 0.125% 1/1 .. | 15,404 400 | 14,431.45 | 919.96 | 15,351 41 |
| TOTAL US Government | | 14,431.45 | 919.96 | 15,351.41 |
| TOTAL Investments | | 283,553.53 | 65,238.05 | 348,791.58 |