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

Department of the Treasury
Internal Revenue Service

2014

- 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.

Open to Public Inspection

For calendar year 2014, or tax year beginning _____, 2014, and ending _____

BAA For Paperwork Reduction Act Notice, see instructions.

TEFA0301 12/10/14

Form 990-PF (2014)

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing	75,922.	448,538.	448,538.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) . . ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) . . L-13. Stmt . . .	2,265,956.	2,312,407.	2,641,995.
	14 Land, buildings, and equipment basis ▶	1,033.		
	Less accumulated depreciation (attach schedule) . . L-14. Stmt . . ▶	1,033.	0.	0.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).	2,341,878.	2,760,945.	3,090,533.
L I A B I L I T E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
N F E U T N D A S B S A E T A S N C O R E R S	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,341,878.	2,760,945.	
	30 Total net assets or fund balances (see instructions)	2,341,878.	2,760,945.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,341,878.	2,760,945.	

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	2,341,878.
2 Enter amount from Part I, line 27a	2	419,067.
3 Other increases not included in line 2 (itemize) . . ▶	3	
4 Add lines 1, 2, and 3	4	2,760,945.
5 Decreases not included in line 2 (itemize) . . ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,760,945.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a FROM SCHEDULE K-1 — MF INTERNATIONAL EMERGING MKTS FUND LLC	P	Various	Various	
b FROM SCHEDULE K-1 — MF LARGE CAP GROWTH FUND LLC	P	Various	Various	
c FROM SCHEDULE K-1 — MF LARGE VALUE FUND LLC	P	Various	Various	
d FROM SCHEDULE K-1 — MF SMALL VALUE FUND LLC	P	Various	Various	
e See Columns (a) thru (d)				
(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 10,159.			0.	10,159.
b 36,193.			0.	36,193.
c 2,224.			0.	2,224.
d 15,550.			0.	15,550.
e See Columns (e) thru (h)			5,834.	26,715.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a 0.	0.	0.	0.	10,159.
b 0.	0.	0.	0.	36,193.
c 0.	0.	0.	0.	2,224.
d 0.	0.	0.	0.	15,550.
e See Columns (i) thru (l)		0.	0.	26,715.
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	90,841.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	90,841.

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 (column (b) divided by column (c))
2013	85,160.	2,124,553.	0.040084
2012	73,593.	1,809,652.	0.040667
2011	83,786.	1,747,313.	0.047951
2010	79,143.	1,599,601.	0.049477
2009	72,127.	1,439,768.	0.050096
2 Total of line 1, column (d)		2	0.228275
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.045655
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	2,648,238.
5 Multiply line 4 by line 3		5	120,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,587.
7 Add lines 5 and 6		7	122,492.
8 Enter qualifying distributions from Part XII, line 4		8	110,157.

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)

1 a 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 instrs)			
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	3,173.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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			3,173.
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			3,173.
6 Credits/Payments				
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	3,575.		
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c	3,000.		
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments Add lines 6a through 6d	7			6,575.
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			3,402.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	Refunded		

Part VII-A Statements Regarding Activities

1 a 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?	<input type="checkbox"/>	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	<input type="checkbox"/>	1 b	X
<i>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.</i>			
c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1) On the foundation	\$	(2) On foundation managers	\$
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers	\$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/>	2	X
<i>If 'Yes,' attach a detailed description of the activities</i>			
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? <i>If 'Yes,' attach a conformed copy of the changes</i>	<input type="checkbox"/>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	4 b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	5	X
<i>If 'Yes,' attach the statement required by General Instruction T</i>			
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?	<input type="checkbox"/>	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	<input type="checkbox"/>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)			
<i>IL – Illinois</i>			
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	<input type="checkbox"/>	8 b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	<input type="checkbox"/>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	<input type="checkbox"/>	10	X

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?	13	X
Website address ► N/A		
14 The books are in care of ► ERIC F. ACHEPOHL Telephone no ► (847) 883-9700 Located at ► 485 HALF DAY RD., SUITE 200 BUFFALO GROVE IL ZIP + 4 ► 60089		
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		
16 At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

1 a During the year did the foundation (either directly or indirectly):	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2014?	1 c	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __ .		
3 a 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"/>	<input checked="" type="checkbox"/>
b If 'Yes,' did it have excess business holdings in 2014 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 2014)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2014?	4 b	X

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

5 a 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 4945(d)(4)(A)? (see instructions) Yes No

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

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

5 b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

 Yes No

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

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. JOY 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR/PRES 1.00	0.	0.	0.
B. SHINER 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
J. BERNSTEIN 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ► None

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	<hr/> <hr/>
2	<hr/> <hr/>
3	<hr/> <hr/>
4	<hr/> <hr/>

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	<hr/> <hr/>
2	<hr/> <hr/>

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3 ►

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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	2,604,381.
b	Average of monthly cash balances	1b	84,186.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,688,567.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,688,567.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	40,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,648,238.
6	Minimum Investment return. Enter 5% of line 5	6	132,412.

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	132,412.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,173.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	129,239.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	129,239.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	129,239.

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	110,157.
b	Program-related investments – total from Part IX-B.	1b	
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	110,157.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,157.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				129,239.
2 Undistributed income, if any, as of the end of 2014			36,832.	
a Enter amount for 2013 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2014				
a From 2009 0.				
b From 2010 0.				
c From 2011 0.				
d From 2012 0.				
e From 2013 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 110,157.				
a Applied to 2013, but not more than line 2a			36,832.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2014 distributable amount				73,325.
e Remaining amount distributed out of corpus 0.				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
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				
d Subtract line 6c from line 6b Taxable amount — see instructions			0.	
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount — see instructions				0.
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				55,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2010 0.				
b Excess from 2011 0.				
c Excess from 2012 0.				
d Excess from 2013 0.				
e Excess from 2014 0.				

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

N/A

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).)

J. JOY

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED		PC	GENERAL OPERATING SUPPORT	87,500.
Total			► 3a	87,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	416.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	32,297.	
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)				32,724.	
13 Total. Add line 12, columns (b), (d), and (e)				13	32,724.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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
(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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.

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

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

Sign
Here

John E. Doherty
Signature of officer or trustee

1 "holis

1

TREASURER

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

Paid Preparer Use Only	Print/Type preparer's name SCOTT HIRSCH	Preparer's signature 	Date 11/10/15	Check <input type="checkbox"/> if self-employed	PTIN Scott L. Hirsch PO1215756
	Firm's name ► THE BENIDA GROUP LLC	Firm's EIN ► 36-4232037			
	Firm's address ► 485 HALF DAY ROAD SUITE #200	Phone no. (847) 883-9700			
	BUFFALO GROVE	IL	60089		

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

2014

Name of the organization	Employer identification number
DREAM MAKERZ FOUNDATION	20-5585809

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

DREAM MAKERZ FOUNDATION

Employer identification number

20-5585809

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. JOY 485 HALF DAY ROAD, SUITE 200 BUFFALO GROVE IL 60089	\$ 500,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name DREAM MAKERZ FOUNDATION	Employer Identification Number 20-5585809
Asset Information:	
Description of Property:	1,610 SHS MFC VANGUARD INTL EQTY INDEX FDS GLOBAL EX
Date Acquired:	Various How Acquired: Purchased
Date Sold:	05/21/14 Name of Buyer:
Sales Price:	91,197. Cost or other basis (do not reduce by depreciation) 84,014.
Sales Expense:	Valuation Method: Fair Market Value
Total Gain (Loss):	7,183. Accumulation Depreciation:
Description of Property:	918 SHS MFC VANGUARD REIT ETF
Date Acquired:	Various How Acquired: Purchased
Date Sold:	Various Name of Buyer:
Sales Price:	67,903. Cost or other basis (do not reduce by depreciation) 55,021.
Sales Expense:	Valuation Method: Fair Market Value
Total Gain (Loss):	12,882. Accumulation Depreciation:
Description of Property:	3,578.09 UNITS MF INT'L EMERGING MARKET LLC
Date Acquired:	Various How Acquired: Purchased
Date Sold:	12/31/14 Name of Buyer:
Sales Price:	50,000. Cost or other basis (do not reduce by depreciation) 49,693.
Sales Expense:	Valuation Method: Fair Market Value
Total Gain (Loss):	307. Accumulation Depreciation:
Description of Property:	296.81 UNITS OF MF LARGE CAP GROWTH FUND LLC
Date Acquired:	Various How Acquired: Purchased
Date Sold:	10/15/14 Name of Buyer:
Sales Price:	5,000. Cost or other basis (do not reduce by depreciation) 3,392.
Sales Expense:	Valuation Method: Fair Market Value
Total Gain (Loss):	1,608. Accumulation Depreciation:
Description of Property:	296.81 UNITS OF MF LARGE CAP GROWTH FUND LLC
Date Acquired:	Various How Acquired: Purchased
Date Sold:	12/31/14 Name of Buyer:
Sales Price:	30,000. Cost or other basis (do not reduce by depreciation) 19,683.
Sales Expense:	Valuation Method: Fair Market Value
Total Gain (Loss):	10,317. Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
FROM K-1 - MF INTERNATIONAL EMERGING MARKETS		129.	
FROM K-1 - MF LARGE CAP GROWTH		677.	
FROM K-1 - MF TAXABLE BOND FUND		4.	
FROM K-1 - MF SMALL CAP VALUE		22.	
FROM K-1 - MF INTERNATIONAL		-286.	
FROM K-1 - MF INFLATION PROTECTION		2.	
FROM K-1 - MF HIGH YIELD DEBT FUND LLC		121.	
FROM K-1 - MF HOPE VENTURE III LLC		2,254.	
FROM K-1 - MF HOPE VENTURE IV LLC		27.	
FROM MF ISLAND AGGRESSIVE LLC		7,905.	
FROM MF ISLAND CONSERVATIVE LLC		11,676.	
Total		<u>22,531.</u>	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2013 TAX PAYMENT	3,500.			
FROM K-1 - MF HOPE VENTURE III LLC		1.		
FROM K-1 - MF INFLATION PROTECTION		415.		
FROM K-1 - MF INTERNATIONAL		1,690.		
FROM K-1 - MF LARGE CAP GROWTH		10.		
FROM K-1 - MF SMALL CAP VALUE		17.		
FROM K-1 INTERNATIONAL EMERGING MARKET		1,516.		
Total	<u>3,500.</u>	<u>3,649.</u>		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
POSTAGE, MAILING SERVICE	236.			236.
DUES & MEMBERSHIPS	750.			750.
INSURANCE EXPENSES	2,265.			2,265.
BUSINESS REGISTRATION	10.			10.
FROM K-1 - MF INTL EMERGING MRKTS		431.		
FROM K-1 - MF INTERNATIONAL		1,562.		
FROM K-1 - MF HIGH YIELD DEBT		119.		
FROM K-1 - MF LARGE CAP GROWTH		90.		
FROM K-1 - MF LARGE CAP VALUE		80.		
FROM K-1 - MF SMALL CAP VALUE		64.		
FROM K-1 - MF TAXABLE BOND FUND		507.		
FROM K-1 - MF INFLATION PROTECTION FUND		109.		
FROM K-1 - MF HOPE VENTURE III LLC		3,700.		
Total	<u>3,261.</u>	<u>7,029.</u>		<u>3,261.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
 Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
FROM SCHEDULE K-1 - MF INTERNATIONAL FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF TAXABLE BOND FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF HIGH YIELD DEBT FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF INFLATION PROTECTION LLC	P	Various	Various
FROM SCHEDULE K-1 - MF HOPE VENTURE III LLC	P	Various	Various
FROM SCHEDULE K-1 - MF HOPE VENTURE IV LLC	P	Various	Various
NORTHERN TRUST ACCT #7880	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
 Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
795.		0.	795.
1,843.		0.	1,843.
5,036.		0.	5,036.
0.		5,834.	-5,834.
3,830.		0.	3,830.
75.		0.	75.
159,100.		138,130.	20,970.
Total		143,964.	26,715.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
 Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
0.	0.	0.	795.
0.	0.	0.	1,843.
0.	0.	0.	5,036.
0.	0.	0.	-5,834.
0.	0.	0.	3,830.
0.	0.	0.	75.
0.	0.	0.	20,970.
Total	0.	0.	26,715.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> E. ACHEPOHL 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	TREASURER/SECRETARY 1.00	0.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> S. BERNSTEIN 485 HALF DAY ROAD, SUITE #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
Total		<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	THE BENIDA GROUP	<u>17,004.</u>			<u>17,004.</u>
NORTHERN TRUST	NORTHERN TRUST FEES	<u>2,392.</u>	<u>2,392.</u>		<u>2,392.</u>
Total		<u>19,396.</u>	<u>2,392.</u>		<u>19,396.</u>

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
GUIDESTAR	09/13/07	100	100	200DB	5.00	0		
ADOBE	12/06/07	9	9	200DB	5.00	0		
COPIER	05/30/07	859	859	200DB	5.00	0		
LAPTOP COMPUTER	06/01/08	30	15	200DB	5.00	0		
COMPUTER	08/31/08	35	17	200DB	5.00	0		

Total

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MF INTERNATIONAL EMERGING MARKETS FUND, LLC	230,307.	248,875.
MF LARGE CAP GROWTH FUND LLC	165,411.	256,299.
MF LARGE VALUE FUND LLC	204,871.	258,690.
MF SMALL VALUE FUND LLC	166,522.	199,932.
MF HIGH YIELD DEBT FUND LLC	122,499.	146,327.
MF INTERNATIONAL FUND LLC	426,577.	405,687.
MF TAXABLE BOND FUND LLC	274,531.	295,048.
MF ISLAND AGGRESSIVE CORP	100,000.	159,402.
MF ISLAND CONSERVATIVE CORP	112,000.	160,918.
MF INFLATION PROTECTION LLC	307,100.	288,178.
MF HOPE VENTURE IV LLC	3,000.	3,026.
MF HOPE VENTURE III LLC	99,000.	119,024.
NT ACCOUNT #7880 - DIVERSIFIED ASSET PORTFOLIO	99,839.	99,839.
NT ACCOUNT #7883 - DIVERSIFIED ASSET PORTFOLIO	750.	750.
Total	2,312,407.	2,641,995.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
VARIOUS EQUIPMENT	1,033.	1,033.	0.
Total	1,033.	1,033.	0.

Dream Makerz Grants
EIN #20-5585809
Year 2014

Name	Address	Foundation Status	Purpose	Amount
Chicago Training Center	PO BOX 7076 Chicago IL 60680-7076	PC	General Operating Support	7,500 00
Beyond Sports Foundation	1350 Old Skokie Rd, Suite 205 Highland Park, IL 60035	PC	General Operating Support	7,500 00
Make-A-Wish Foundation	640 N. Lasalle St ,Suite 280 Chicago, IL 60654	PC	General Operating Support	10,000 00
First Book	1319 F Street NW, Suite 1000 Washington, D.C 20004	PC	General Operating Support	7,500 00
Polaris Project	PO Box 65323 Washington, D.C 20035	PC	General Operating Support	7,500.00
Children's Hospital of Philadelphia Foundation	PO Box 781352 Philadelphia, PA 19178-1352	PC	General Operating Support	10,000 00
Camp Laurelwood	463 Summer Hill Road Madison, CT 06443	PC	General Operating Support	4,000.00
Please Touch Museum	4231 Avenue of the Republic Philadelphia, PA 19131	PC	General Operating Support	2,000 00
Jewish United Fund Of Metropolitan Chicago	30 South Wells, Suite 4049 Chicago, IL 60606	PC	General Operating Support	20,000 00
Cradles to Crayons	30 Cliper Road, P O Box 799 W Conshohocken, PA 19428	PC	General Operating Support	4,000 00
Dreams for Kids	820 W Jackson, Suite 805 Chicago, IL 60607	PC	General Operating Support	5,000 00
Children's Scholar Fund of Philadelphia	100 South Broad Street, Suite 1200 Philadelphia, PA 19110	PC	General Operating Support	2,500 00
Total:				87,500.00