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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation BARI MICHELON FAMILY FOUNDATION		A Employer identification number 36-3203303	
Number and street (or P O box number if mail is not delivered to street address) 1960 BROWNING CT		Room/suite	B Telephone number (312) 602-6800
City or town, state or province, country, and ZIP or foreign postal code HIGHLAND PARK, IL 60035		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,036,610.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis)	
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
1 Contributions, gifts, grants, etc., received	512.		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.	4.	STATEMENT 2
4 Dividends and interest from securities	23,288.	23,273.	STATEMENT 3
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	245,991.		STATEMENT 1
b Gross sales price for all assets on line 6a	305,622.		
7 Capital gain net income (from Part IV, line 2)		60,025.	
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	269,795.	83,302.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees STMT 4	6,220.	3,110.	3,110.
c Other professional fees			
17 Interest			
18 Taxes STMT 5	292.	292.	0.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses STMT 6	3,957.	3,957.	0.
24 Total operating and administrative expenses Add lines 13 through 23	10,469.	7,359.	3,110.
25 Contributions, gifts, grants paid	107,351.		107,351.
26 Total expenses and disbursements. Add lines 24 and 25	117,820.	7,359.	110,461.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	151,975.		
b Net investment income (if negative, enter -0-)		75,943.	
c Adjusted net income (if negative enter -0-)			N/A

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,056.	21,703.	21,703.
	2 Savings and temporary cash investments	1,776.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	57,997.	199,101.	1,014,907.
	c Investments - corporate bonds			
	Liabilities	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 ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)		68,829.	220,804.	1,036,610.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	68,829.	220,804.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
30 Total net assets or fund balances	68,829.	220,804.		
31 Total liabilities and net assets/fund balances	68,829.	220,804.		

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	68,829.
2 Enter amount from Part I, line 27a	2	151,975.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	220,804.
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	220,804.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES - BERNSTEIN				
b PUBLICLY TRADED SECURITIES - BOA				
c CAPITAL GAINS DIVIDENDS				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 238,821.		222,184.	16,637.
b 52,518.		23,413.	29,105.
c 14,283.			14,283.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			16,637.
b			29,105.
c			14,283.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	60,025.
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))
2013	4,288.	597,022.	.007182
2012	1,453.	92,484.	.015711
2011	1,509.	101,365.	.014887
2010	2,215.	84,287.	.026279
2009	1,389.	68,059.	.020409

2 Total of line 1, column (d)	2	.084468
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	.016894
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,097,359.
5 Multiply line 4 by line 3	5	18,539.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	759.
7 Add lines 5 and 6	7	19,298.
8 Enter qualifying distributions from Part XII, line 4	8	110,461.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	759.
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	759.
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	759.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	992.
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	992.
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	233.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 233. Refunded <input checked="" 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>IL</u>		
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 2014 or the taxable year beginning in 2014 (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 ► BARI MICHELON Telephone no. ► 847-926-9003 Located at ► 1960 BROWNING CT., HIGHLAND PARK, IL ZIP+4 ► 60035			
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 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? 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 ►	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 ► <input type="checkbox"/>	1b	X
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARI MICHELON 1960 BROWNING CT. HIGHLAND PARK, IL 60035	PRESIDENT 0.50	0.	0.	0.
JON MICHELON 1960 BROWNING CT. HIGHLAND PARK, IL 60035	V-PRES/TREASURER 0.50	0.	0.	0.
RICK MICHELON 1960 BROWNING CT. HIGHLAND PARK, IL 60035	V-PRES/SECRETARY 0.50	0.	0.	0.

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

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

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

0

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Part 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	1,086,713.
b	Average of monthly cash balances	1b	27,357.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,114,070.
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	1,114,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,097,359.
6	Minimum investment return. Enter 5% of line 5	6	54,868.

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	54,868.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	759.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,109.
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	54,109.

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	110,461.
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	110,461.
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	759.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,702.

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.

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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				54,109.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			28,421.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 110,461.				
a Applied to 2013, but not more than line 2a			28,421.	
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 2014 distributable amount				54,109.
e Remaining amount distributed out of corpus	27,931.			
5 Excess distributions carryover applied to 2014 (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	27,931.			
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 2013 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	27,931.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	27,931.			

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				
COLLEGE BOUND OPPORTUNITIES 2003 N. MILWAUKEE AVE., SUITE 246 CHICAGO, IL 60015		PC	GENERAL FUNDING	2,500.
AMERICAN FRIENDS OF THE ISRAEL SPORT CENTER FOR THE DISABLED PO BOX 667 DEERFIELD, IL 60015		PC	GENERAL FUNDING	5,000.
JUF 30 S. WELLS ST. CHICAGO, IL 60606		PC	GENERAL FUNDING	17,500.
JUNIOR ACHIEVEMENT OF CHICAGO 651 W. WASHINGTON BLVD., SUITE 404 CHICAGO, IL 60661		PC	GENERAL FUNDING	5,000.
LURIE CHILDREN'S HOSPITAL 225 E. CHICAGO AVE. CHICAGO, IL 60661		PC	GENERAL FUNDING	30,000.
Total	SEE CONTINUATION SHEET(S)			107,351.
b Approved for future payment				
NONE				
Total				0.

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

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

[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

Date _____

Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

STANTON N. DERDINGER

Firm's name ► CBIZ MHM, LLC

Firm's address ► 225 WEST WACKER DR., STE. 2500
CHICAGO, IL 60606

Firm's EIN ► 34-1853929

Phone no 312-602-6800

Form **990-PF** (2014)

36-3203303

3 Grants and Contributions Paid During the Year (Continuation)

42363 1
05-01-14

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - BERNSTEIN				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
238,821.	36,218.	0.	0.	202,603.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - BOA				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,518.	23,413.	0.	0.	29,105.

CAPITAL GAINS DIVIDENDS FROM PART IV	14,283.
TOTAL TO FORM 990-PF, PART I, LINE 6A	245,991.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	2.	2.	
BERNSTEIN	2.	2.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	1,155.	0.	1,155.	1,155.	
BERNSTEIN	36,373.	14,255.	22,118.	22,118.	
BERNSTEIN - CAP GAIN DIST	28.	28.	0.	0.	
NON-DIVIDEND DISTRIBUTION	15.	0.	15.	0.	
TO PART I, LINE 4	37,571.	14,283.	23,288.	23,273.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,220.	3,110.		3,110.
TO FORM 990-PF, PG 1, LN 16B	6,220.	3,110.		3,110.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	292.	292.		0.
TO FORM 990-PF, PG 1, LN 18	292.	292.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	3,957.	3,957.		0.
TO FORM 990-PF, PG 1, LN 23	3,957.	3,957.		0.

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

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	199,101.	1,014,907.
TOTAL TO FORM 990-PF, PART II, LINE 10B	199,101.	1,014,907.

ATTACHMENT #1

Bari Michelin Family Foundation
 36-3203303
 Form 990-PF, Part II, Line 10b
 Investments - Corporate Stocks
 Statement 6b
 12/31/14

	Valuation Method	Book Value	Fair Market Value
Corporate Stocks			
958 395 Shares AB DISCOVERY GROWTH FND CL ADV	Cost	\$ 1,578 47	\$ 9,009
449 917 Shares AB DISCOVERY VALUE FUND CL ADV	Cost	\$ 1,509 50	\$ 9,291
13 Shares ACTAVIS PLC	Cost	\$ 2,760 17	\$ 3,346
55 Shares AETNA INC	Cost	\$ 4,341 79	\$ 4,886
9 Shares AFFILIATED MANAGERS GROUP INC	Cost	\$ 414 31	\$ 1,910
18 Shares ALLERGAN INC	Cost	\$ 951 22	\$ 3,827
52 Shares ALLSTATE CORP	Cost	\$ 3,570 46	\$ 3,653
56 Shares ALTRIA GROUP INC	Cost	\$ 1,582 03	\$ 2,759
51 Shares AMDOCS LTD	Cost	\$ 614 64	\$ 2,379
40 Shares AMERICAN ELECTRIC POWER	Cost	\$ 2,161 93	\$ 2,429
55 Shares AMERICAN EXPRESS CO	Cost	\$ 1,813 89	\$ 5,117
90 Shares AMERICAN INTERNATIONAL GROUP	Cost	\$ -	\$ 5,041
35 Shares AMERICAN TOWER CORP	Cost	\$ -	\$ 3,460
50 Shares AMPHENOL CORP-CL A	Cost	\$ 2,130 07	\$ 2,691
45 Shares ANSYS INC	Cost	\$ 1,537 50	\$ 3,690
45 Shares ANTHEM INC	Cost	\$ 5,157 47	\$ 5,655
41 Shares AON PLC	Cost	\$ 559 61	\$ 3,888
85 Shares APPLE INC	Cost	\$ 1,184 08	\$ 9,382
19 Shares ASSURANT INC	Cost	\$ 1,221 36	\$ 1,300
4 Shares AUTOZONE INC	Cost	\$ 2,085 76	\$ 2,476
62 Shares BALL CORP	Cost	\$ 3,446 40	\$ 4,227
294 Shares BANK OF AMERICA CORP	Cost	\$ -	\$ 5,260
1156 418 Shares BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	Cost	\$ 1,087 58	\$ 30,784
15796 62 Shares BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	Cost	\$ 23,664 05	\$ 213,728
7187 451 Shares BERNSTEIN INTERNATIONAL PORTFOLIO(1)	Cost	\$ 2,316 54	\$ 107,668
12 Shares BIOGEN IDEC INC	Cost	\$ 565 54	\$ 4,073
15 Shares BOEING CO/THE	Cost	\$ -	\$ 1,950
35 Shares BOOZ ALLEN HAMILTON HOLDING	Cost	\$ 859 83	\$ 929
145 Shares BROCADE COMMUNICATIONS SYS	Cost	\$ 1,403 14	\$ 1,717
50 Shares CAPITAL ONE FINANCIAL CORP	Cost	\$ 723 08	\$ 4,128
21 Shares CHUBB CORP	Cost	\$ -	\$ 2,173
80 Shares COMCAST CORP-CLASS A	Cost	\$ 770 15	\$ 4,641
28 Shares COSTCO WHOLESALE CORP	Cost	\$ 992 72	\$ 3,969
55 Shares CVS/CAREMARK CORP	Cost	\$ 1,050 73	\$ 5,297
50 Shares DANAHER CORP	Cost	\$ -	\$ 4,286
70 Shares DELTA AIR LINES INC	Cost	\$ 2,673 88	\$ 3,443
45 Shares DOLLAR GENERAL CORP	Cost	\$ 2,622 59	\$ 3,182
55 Shares DOW CHEMICAL CO/THE	Cost	\$ 2,618 08	\$ 2,509
55 Shares DR PEPPER SNAPPLE GROUP INC	Cost	\$ 3,342 87	\$ 3,942
40 Shares DTE ENERGY COMPANY	Cost	\$ 2,803 49	\$ 3,455
50 Shares EBAY INC	Cost	\$ 2,610 17	\$ 2,806
95 Shares ELECTRONIC ARTS INC	Cost	\$ -	\$ 4,466
85 Shares EMC CORP/MASS	Cost	\$ 2,498 92	\$ 2,528
10 Shares EOG RESOURCES INC	Cost	\$ 1,143 66	\$ 921
35 Shares ESTEE LAUDER COMPANIES-CL A	Cost	\$ 2,636 23	\$ 2,667
7 Shares EVEREST RE GROUP LTD	Cost	\$ -	\$ 1,192
8 Shares F5 NETWORKS INC	Cost	\$ 905 21	\$ 1,044
30 Shares FACEBOOK INC-A	Cost	\$ 1,798 48	\$ 2,341
65 Shares FIDELITY NATIONAL INFORMATION	Cost	\$ 2,127 06	\$ 4,043
31 Shares FISERV INC	Cost	\$ 2,051 28	\$ 2,200
300 Shares FORD MOTOR CO	Cost	\$ 721 62	\$ 4,650
65 Shares GAMESTOP CORP-CLASS A	Cost	\$ 2,387 16	\$ 2,197

ATTACHMENT #1

60 Shares GILEAD SCIENCES INC	Cost	\$	2,015 95	\$	5,656
12 Shares GOLDMAN SACHS GROUP INC	Cost	\$	1,956 35	\$	2,326
5 Shares GOOGLE INC-CL A	Cost	\$	-	\$	2,653
8 Shares GOOGLE INC-CL C	Cost	\$	1,076 56	\$	4,211
65 Shares HESS CORP	Cost	\$	2,390 58	\$	4,798
175 Shares HEWLETT-PACKARD CO	Cost	\$	337 14	\$	7,023
52 Shares HOME DEPOT INC	Cost	\$	-	\$	5,458
9 Shares INTERCONTINENTALEXCHANGE GROUP	Cost	\$	-	\$	1,974
6 Shares INTUITIVE SURGICAL INC	Cost	\$	2,710 39	\$	3,174
87 Shares ITT CORP	Cost	\$	3,899 08	\$	3,520
55 Shares JOHNSON & JOHNSON	Cost	\$	-	\$	5,751
50 Shares JPMORGAN CHASE & CO	Cost	\$	601 65	\$	3,129
59 Shares KROGER CO	Cost	\$	-	\$	3,788
24 Shares L-3 COMMUNICATIONS HOLDINGS	Cost	\$	2,916 09	\$	3,029
19 Shares LOCKHEED MARTIN CORP	Cost	\$	3,191 56	\$	3,659
30 Shares LYONDELLBASELL INDU-CL A	Cost	\$	-	\$	2,382
4 Shares MCKESSON CORP	Cost	\$	850 87	\$	830
35 Shares MEAD JOHNSON NUTRITION CO	Cost	\$	-	\$	3,519
11 Shares MEDTRONIC INC	Cost	\$	823 35	\$	794
27 Shares MERCK & CO INC	Cost	\$	-	\$	1,533
155 Shares MICROSOFT CORP	Cost	\$	4,120 14	\$	7,200
24 Shares MONSANTO CO	Cost	\$	886 39	\$	2,867
40 Shares MONSTER BEVERAGE CORP	Cost	\$	2,873 98	\$	4,334
30 Shares MURPHY OIL CORP	Cost	\$	1,991 18	\$	1,516
9 Shares NETSUITE INC	Cost	\$	647 46	\$	983
45 Shares NIKE INC -CL B	Cost	\$	2,017 62	\$	4,327
21 Shares NXP SEMICONDUCTORS NV	Cost	\$	1,313 19	\$	1,604
60 Shares OCCIDENTAL PETROLEUM CORP	Cost	\$	1,466 76	\$	4,837
227 Shares OFFICE DEPOT INC	Cost	\$	1,106 63	\$	1,947
20 Shares ORACLE CORP	Cost	\$	814 79	\$	899
19630 652 Shares OVERLAY A PORTFOLIO CLASS 1	Cost	\$	12,810 27	\$	239,887
5799 826 Shares OVERLAY B PORTFOLIO CLASS 1	Cost	\$	4,826 35	\$	60,492
35 Shares PARTNERRE LTD	Cost	\$	1,518 38	\$	3,995
16 Shares PEPSICO INC	Cost	\$	366 94	\$	1,513
184 Shares PFIZER INC	Cost	\$	-	\$	5,732
30 Shares PHILIP MORRIS INTERNATIONAL	Cost	\$	678 60	\$	2,444
15 Shares POLARIS INDUSTRIES INC	Cost	\$	527 81	\$	2,269
5 Shares PRECISION CASTPARTS CORP	Cost	\$	-	\$	1,204
3 Shares PRICELINE GROUP INC/THE	Cost	\$	2,329 39	\$	3,421
40 Shares QUINTILES TRANSNATIONAL HOLDIN	Cost	\$	2,089 67	\$	2,355
40 Shares RAYTHEON COMPANY	Cost	\$	1,527 87	\$	4,327
35 Shares SCHLUMBERGER LTD	Cost	\$	1,058 65	\$	2,989
19 Shares SERVICENOW INC	Cost	\$	885 58	\$	1,289
18 Shares SHERWIN-WILLIAMS CO/THE	Cost	\$	898 04	\$	4,735
155 Shares SLM CORP	Cost	\$	1,360 91	\$	1,579
65 Shares STARBUCKS CORP	Cost	\$	2,632 84	\$	5,333
40 Shares TIME WARNER INC	Cost	\$	1,701 96	\$	3,417
30 Shares UNION PACIFIC CORP	Cost	\$	-	\$	3,574
17 Shares UNITEDHEALTH GROUP INC	Cost	\$	1,621 36	\$	1,719
65 Shares US BANCORP	Cost	\$	2,654 66	\$	2,922
82 Shares VALERO ENERGY CORP	Cost	\$	3,919 78	\$	4,059
70 Shares VERIZON COMMUNICATIONS INC	Cost	\$	2,142 35	\$	3,275
26 Shares VF CORP	Cost	\$	1,956 13	\$	1,947
22 Shares VISA INC - CLASS A SHRS	Cost	\$	427 98	\$	5,768
56 Shares WALT DISNEY CO/THE	Cost	\$	2,643 98	\$	5,275
145 Shares WELLS FARGO & COMPANY	Cost	\$	1,052 83	\$	7,949
225 Shares XEROX CORP	Cost	\$	2,466 63	\$	3,119
Grand Total of Corporate Stocks		\$	199,101	\$	1,014,907

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

The undersigned, being all of the Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Directors had been personally present at a meeting of the Board of Directors of the Foundation and had voted for same:

RESOLVED, that the following persons be and they hereby are elected additional Directors of the Foundation to serve until the next annual meeting of the Members or until their respective successors have been duly elected and qualified:

Jon Michelin; and

Richard Michelin.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

Dated: December 19, 2013



Bari Michelin

Lee Cohn

Being all of the Directors of the Foundation

257541v1

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

The undersigned, being all of the Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Directors had been personally present at a meeting of the Board of Directors of the Foundation and had voted for same:

RESOLVED, that the following persons be and they hereby are elected additional Directors of the Foundation to serve until the next annual meeting of the Members or until their respective successors have been duly elected and qualified:

Jon Michelon; and

Richard Michelon.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

Dated: December 19, 2013

Bari Michelon



Lee Cohn

Being all of the Directors of the Foundation

257541v1

RESIGNATION OF DIRECTOR

I, LEE COHN, as a director on the Board of Directors of The Alvin and Lorraine Cohn Family Foundation, an Illinois not-for-profit corporation (the "Foundation"), hereby resign as director effective upon acceptance by the Board of Directors of the Foundation.

I hereby give notice of such resignation by delivery of a copy of this Resignation of Director to the Board of Directors of the Foundation.

Dated: December 20, 2013



LEE COHN

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

The undersigned, being all of the Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Directors had been personally present at a meeting of the Board of Directors of the Foundation and had voted for same:


RESOLVED, that the Bylaws of the Foundation shall be and are hereby amended by deleting the first sentence of Section 2, Article IV of the Bylaws and replacing such sentence with the following:

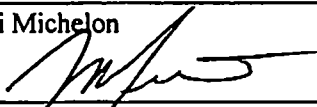
The number of directors shall be three (3).


FURTHER RESOLVED, that the resignation of Lee Cohn as a Director of the Foundation shall be, and is hereby, accepted by the Board of Directors of the Foundation, effectively the date hereof.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

Dated: December 21, 2013


Bari Michelin


Jon Michelin


Richard Michelin

Being all of the Directors of the Foundation

257602

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

The undersigned, being all of the Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Directors had been personally present at a meeting of the Board of Directors of the Foundation and had voted for the same:

Election of New Officers

RESOLVED, that the following-named persons be, and they hereby are, elected officers of the Foundation to serve in the capacity or capacities set forth opposite their respective names until their respective successors have been duly elected and qualified:

Bari Michelin	- President
Jon Michelin	- Treasurer
Richard Michelin	- Secretary
Paul A. Lutter	- Assistant Secretary

Amendment of Bylaws

FURTHER RESOLVED, that the Bylaws of the Foundation shall be and are hereby amended by adding a new Section 10 to Article II of the Bylaws as follows:

Section 10. VACANCY OF SOLE MEMBER. Upon a vacancy of a member, if at the time of such vacancy there is no other member of the corporation, a successor member shall be elected by a majority of the board of directors.

Election of New Members

FURTHER RESOLVED, that the following-named persons be, and they hereby are, elected members of the Foundation to serve until their respective resignations or vacancies:

Bari Michelin	- Member
Jon Michelin	- Member
Richard Michelin	- Member

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

DATED: December 23, 2013



Bari Michelin




Jon Michelin



Richard Michelin

Being all of the Directors of the Foundation

257606v1

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE MEMBERS AND THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

The undersigned, being all of the Members and Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Directors had been personally present at a joint meeting of the Members and the Board of Directors of the Foundation and had voted for the same:

RESOLVED, that a distribution of fifty percent (50%) of the balance of principal and accrued income of the Foundation as of the date of such distribution shall be made to the Arizona Community Foundation to be held as a Donor Advised Fund established by Lee Cohn as Advisor (the "Distribution").

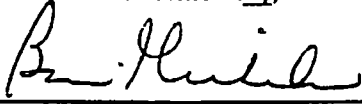
FURTHER RESOLVED, that the Distribution shall be made at the Foundation's earliest convenience but no later than December 31, 2013.

FURTHER RESOLVED, that the remaining balance of principal and accrued income of the Foundation shall continue to be held, administered and distributed by the Foundation as its Board of Directors shall direct in compliance with the Foundation's Articles of Incorporation and Bylaws, as amended from time to time.

FURTHER RESOLVED, that the officers of the Foundation are directed and authorized to take all appropriate and necessary actions required to effect the Distribution.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

DATED: December ~~24~~, 2013



Bari Michelin



Jon Michelin




Richard Michelin


Being all of the Members
of the Foundation



Bari Michelin



Jon Michelin



Richard Michelin

Being all of the Directors of the Foundation

**UNANIMOUS WRITTEN CONSENT OF ALL
OF THE MEMBERS AND THE BOARD OF DIRECTORS OF
THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION,
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**


The undersigned, being all of the Members and Directors of **THE ALVIN AND LORRAINE COHN FAMILY FOUNDATION**, an Illinois not-for-profit corporation (the "Foundation"), do hereby vote for, consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned Members and Directors had been personally present at a joint meeting of the Members and Board of Directors of the Foundation and had voted for the same:

RESOLVED, that the Bylaws of the Foundation shall be and are hereby amended to change the name of the Foundation from "The Alvin and Lorraine Cohn Family Foundation" to "The Bari Michelin Family Foundation".

FURTHER RESOLVED, that the officers of the Foundation are directed and authorized to take all appropriate and necessary actions required to effect such name change.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be taken to be one and the same instrument.

DATED: December 30, 2013



Bari Michelin



Jon Michelin



Richard Michelin


Being all of the Members of the
Foundation



Bari Michelin



Jon Michelin



Richard Michelin

Being all of the Directors of the Foundation

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868 **Electronic filing (e-file)**. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions BARI MICHELON FAMILY FOUNDATION	Employer identification number (EIN) or 36-3203303
	Number, street, and room or suite no. If a P.O. box, see instructions. 1960 BROWNING CT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HIGHLAND PARK, IL 60035	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BARI MICHELON

- The books are in the care of ► **1960 BROWNING CT. - HIGHLAND PARK, IL 60035**
Telephone No ► **847-926-9003** Fax No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** or
► ☐ tax year beginning _____, and ending _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	759.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	992.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.