Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation Gilford-Atkins Families Foundation	A Employer identification number 36-3859669
Number and street (or P O box number if mail is not delivered to street address) 5 Revere Drive / Room/suite 400	B Telephone number 847-205-4700
City or town, state or province, country, and ZIP or foreign postal code Northbrook, IL 60062	C If exemption application is pending, check here ▶ [ ]
G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change	D 1. Foreign organizations, check here ▶ [ ] 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,299,525. J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	38,272.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	73,212.	73,212.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	44,325.			
	b Gross sales price for all assets on line 6a 145,192.				
	7 Capital gain net income (from Part IV, line 2)		44,325.		
	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	155,809.	117,537.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	30,000.	24,000.		6,000.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	119.	119.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	12,638.	12,623.		15.
	24 Total operating and administrative expenses Add lines 13 through 23	42,757.	36,742.		6,015.
	25 Contributions, gifts, grants paid	118,268.			118,268.
	26 Total expenses and disbursements. Add lines 24 and 25	161,025.	36,742.		124,283.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<5,216.>			
	b Net investment income (if negative, enter -0-)		80,795.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,226.		
	2 Savings and temporary cash investments	25,000.	107,542.	107,542.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,300.		
	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 6	595,090.	596,054.	1,509,129.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	695,555.	612,920.	677,118.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 8)	5,762.	5,736.	5,736.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,335,933.	1,322,252.	2,299,525.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Bank overdraft)	0.	14.	
	23 **Total liabilities** (add lines 17 through 22)	0.	14.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,964,570.	1,955,320.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<628,637.>	<633,082.>	
	30 **Total net assets or fund balances**	1,335,933.	1,322,238.	
	31 **Total liabilities and net assets/fund balances**	1,335,933.	1,322,252.	

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	1,335,933.
2	Enter amount from Part I, line 27a	2	<5,216.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,330,717.
5	Decreases not included in line 2 (itemize) ▶ See Statement 5	5	8,479.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,322,238.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Attached Statements			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	145,192.		100,867.	44,325.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				44,325.

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	44,325.
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	114,159.	2,031,890.	.056184
2012	131,870.	1,454,080.	.090690
2011	115,122.	968,617.	.118852
2010	130,524.	878,204.	.148626
2009	126,281.	887,390.	.142306

2 Total of line 1, column (d)	2	.556658
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	.111332
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,175,145.
5 Multiply line 4 by line 3	5	242,163.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	808.
7 Add lines 5 and 6	7	242,971.
8 Enter qualifying distributions from Part XII, line 4	8	124,283.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,616.
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	1,616.
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	1,616.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,176.		
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	4,176.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,560.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 2,560.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ Lawrence Gilford Telephone no. ▶ 847-205-4700
Located at ▶ Steinberg Advisors,LTD. 5 Revere Dr. , Northbrook ZIP+4 ▶ 60062

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] 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
Lawrence Gilford c/o Steinberg Advisors 5 Revere Drive Northbrook, IL 60062	President 10.00	0.	0.	0.
Darlene Gilford c/o Steinberg Advisors 5 Revere Drive Northbrook, IL 60062	Vice President 10.00	0.	0.	0.
Patricia Gilford c/o Steinberg Advisors 5 Revere Drive Northbrook, IL 60062	Treasurer 10.00	0.	0.	0.
Cathy Atkins c/o Steinberg Advisors 5 Revere Drive Northbrook, IL 60062	Secretary 10.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,146,660.
b	Average of monthly cash balances	1b	61,609.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,208,269.
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	2,208,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,124.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,175,145.
6	**Minimum investment return.** Enter 5% of line 5	6	108,757.

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	108,757.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,616.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107,141.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	107,141.
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	107,141.

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	124,283.
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	124,283.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,283.

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					107,141.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	82,299.				
b From 2010	86,854.				
c From 2011	67,011.				
d From 2012	64,279.				
e From 2013	14,018.				
f Total of lines 3a through e		314,461.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 124,283.					
a Applied to 2013, but not more than line 2a				0.	
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					107,141.
e Remaining amount distributed out of corpus		17,142.			
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		331,603.			
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		82,299.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		249,304.			
10 Analysis of line 9:					
a Excess from 2010	86,854.				
b Excess from 2011	67,011.				
c Excess from 2012	64,279.				
d Excess from 2013	14,018.				
e Excess from 2014	17,142.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

See Statement 9

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				
AJC - Global Jewish Advocacy 165 East 56 Street New York, NY 10022-2746	N/A	Public Charity	Unrestricted	100.
Alzheimers Association 225 N Michigan Ave Chicago, IL 60601	N/A	Public Charity	Unrestricted	2,500.
Anti-Defamation League 120 S LaSalle St # 1150 Chicago, IL 60603	N/A	Public Charity	Unrestricted	100.
Apres Ski NOT-FOR-PROFIT CORPORATION 345 N LA SALLE DR APT 2201 Chicago, IL 60654	N/A	Public Charity	Unrestricted	180.
B'Nai Brith International 2020 K Street NW 7th Fl Washington, DC 20006	N/A	Public Charity	Unrestricted	100.
Total See continuation sheet(s)			▶ 3a	118,268.
b Approved for future payment				
None				
Total			▶ 3b	0.

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	73,212.	
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	44,325.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		117,537.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 117,537.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Laurence E. Gilford — Date: 5/14/15 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Allen C. Berg	Allen C. Berg	5/13/15		P00625656

Firm's name ▶ STEINBERG ADVISORS, LTD — Firm's EIN ▶ 36-4320168

Firm's address ▶ 5 Revere Drive, Northbrook, IL 60062 — Phone no (847) 205-4700

423622
11-24-14

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
Gilford-Atkins Families Foundation	36-3859669

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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)

Name of organization	Employer identification number
Gilford-Atkins Families Foundation	36-3859669

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Edward Atkins 126 Park Ave. Glencoe, IL 60022	$ 38,272.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: Gilford-Atkins Families Foundation

Employer identification number: 36-3859669

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	150 Shares of TUP, 450 Shares of SCI, 170 Shares of ANDE, 190 Shares of AWK	$ 38,272.	11/07/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
Gilford-Atkins Families Foundation	36-3859669

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	205 BOFI HLDG INC	P	06/29/10	06/06/14
b	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	01/15/14
c	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	02/15/14
d	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	03/15/14
e	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	04/15/14
f	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	05/15/14
g	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	06/15/14
h	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	07/15/14
i	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	08/15/14
j	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	09/15/14
k	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	10/15/14
l	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	11/15/14
m	0 GNMA POOL# GN783266 5.5% 02/15/2025	P	04/18/12	12/15/14
n	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	01/20/14
o	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	02/20/14

	(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	16,349.		2,969.	13,380.
b	295.		320.	<25.>
c	644.		703.	<59.>
d	415.		453.	<38.>
e	655.		715.	<60.>
f	830.		906.	<76.>
g	271.		296.	<25.>
h	451.		493.	<42.>
i	586.		640.	<54.>
j	552.		602.	<50.>
k	289.		315.	<26.>
l	222.		242.	<20.>
m	443.		483.	<40.>
n	2,013.		2,109.	<96.>
o	2,328.		2,440.	<112.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				13,380.
b				<25.>
c				<59.>
d				<38.>
e				<60.>
f				<76.>
g				<25.>
h				<42.>
i				<54.>
j				<50.>
k				<26.>
l				<20.>
m				<40.>
n				<96.>
o				<112.>

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	
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	

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	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	03/20/14
b	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	04/20/14
c	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	05/20/14
d	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	06/20/14
e	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	07/20/14
f	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	08/20/14
g	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	09/20/14
h	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	10/20/14
i	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	11/20/14
j	0 GOVT NATL MTG ASSN SER 2009-015 CL NK 4.50000%	P	05/12/11	12/20/14
k	330 ISHARES DJ TRANSPORTATION AVERAGE	P	02/14/13	10/16/14
l	385 MERCK & CO INC	P	03/16/11	06/06/14
m	681 PRIVATEBANCORP IV 10.000% PFD	P	06/21/12	10/08/14
n	675 SERVICE CORP INTERNATIONAL	P	01/15/13	06/06/14
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,155.		2,258.	<103.>
b	2,020.		2,116.	<96.>
c	2,313.		2,423.	<110.>
d	2,356.		2,469.	<113.>
e	2,067.		2,166.	<99.>
f	1,660.		1,739.	<79.>
g	1,526.		1,599.	<73.>
h	1,360.		1,425.	<65.>
i	1,580.		1,656.	<76.>
j	1,355.		1,420.	<65.>
k	47,386.		34,803.	12,583.
l	22,229.		13,440.	8,789.
m	17,025.		17,841.	<816.>
n	13,817.		1,826.	11,991.
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<103.>
b				<96.>
c				<110.>
d				<113.>
e				<99.>
f				<79.>
g				<73.>
h				<65.>
i				<76.>
j				<65.>
k				12,583.
l				8,789.
m				<816.>
n				11,991.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	44,325.
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 XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Cantor Zussman Fund For Music 937 Happ Road Northfield, IL 60093	N/A	Public Charity	Unrestricted	250.
Chicago Architecture Foundation 2337 North Cambridge Ave Chicago, IL 60614	N/A	Public Charity	Unrestricted	85.
Citizens Utility Board 309 West Washington Street, Suite 800 Chicago, IL 60606	N/A	Public Charity	Unrestricted	300.
Desert Community Foundation 75-105 Merle Street Palm Desert, CA 92211	N/A	Public Charity	Tamarisk Employee Scholarship Day	500.
Erika's Lighthouse 897 1/2A Green Bay Rd Winnetka, IL 60093	N/A	Public Charity	Unrestricted	250.
Evanston Art Center 2603 Sheridan Road Evanston, IL 60201	N/A	Public Charity	Unrestricted	500.
Family Institute 618 Library Place Evanston, IL 60201	N/A	Public Charity	Unrestricted	2,000.
Fox Chase Cancer Center 333 Cottman Ave Philadelphia, PA 19111	N/A	Public Charity	Unrestricted	2,000.
Friends of the Israel Defense Forces 29 E Madison S Chicago, IL 60602	N/A	Public Charity	Unrestricted	200.
Friends Of Prentice 251 East Huron St Suite 3-200 Chicago, IL 60611	N/A	Public Charity	Unrestricted	200.
Total from continuation sheets				115,288.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Glencoe Patriotic Committee 999 Green Bay Rd Glencoe, IL 60022	N/A	Public Charity	Unrestricted	50.
HAP - Houston Achievement Place 245 W 17th Street Houston, TX 77008	N/A	Public Charity	Project CLASS Program	5,000.
Ill Chapter of MS Society 525 West Monroe Street Chicago, IL 60661	N/A	Public Charity	Unrestricted	125.
Invest for Kids 875 N. Michigan Chicago, IL 60611	N/A	Public Charity	Unrestricted	600.
JCC of Chicago 30 S. Wells St, Ste 4000 Chicago, IL 60606	N/A	Public Charity	Elaine Frank Apachi Day Camp; The Big Night; Unrestricted ;ListTotal 5490	10,463.
Jewish Family Services 216 W. Jackson Blvd., Suite 800 Chicago, IL 60606	N/A	Public Charity	Unrestricted	100.
Jewish Fed At The Desert 80 East Tahquitz Canyon Way Suite 202 Palm Springs, CA 92262	N/A	Public Charity	Unrestricted	50.
Jewish Federation of Palm Springs 69-710 Highway 111 Rancho Mirage, CA 92270	N/A	Public Charity	Unrestricted	400.
Jewish National Fund 42 East 69th Street New York, NY 10021	N/A	Public Charity	Unrestricted	720.
Jewish United Fund 30 S. Wells St, Ste 4000 Chicago, IL 60606	N/A	Public Charity	Unrestricted	50,900.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Judicial Watch 425 Third St, SW Suite 800 Washington, DC 20024	N/A	Public Charity	Unrestricted	175.
Literature For All Of Us 2010 Dewey Avenue Evanston, IL 60201	N/A	Public Charity	Unrestricted	100.
Lyric Opera Of Chicago 20 N Wacker Chicago, IL 60606	N/A	Public Charity	Unrestricted	500.
Midwest Pallitive And Hospice Care 2050 Claire Ct Glenview, IL 60025	N/A	Public Charity	Unrestricted	100.
Morningside MCA Employees Fund 305 West 44th Street New York, NY 10036	N/A	Public Charity	Unrestricted	250.
National Kidney Foundation 30 East 33rd St. New York, NY 10016	N/A	Public Charity	Unrestricted	450.
P.S. Art Museum 745 North Gene Autry Trail Palm Springs, CA 92262	N/A	Public Charity	Unrestricted	85.
Partners for Progress 23525 W Milton Rd Wauconda, IL 60084	N/A	Public Charity	Unrestricted	300.
Palm Spring Friends of Philharmonic PO Box 12770 Palm Desert, CA 92255	N/A	Public Charity	Unrestricted	500.
Play For Pink 175 East 74th Street, Suite 17B New York, NY 10021	N/A	Public Charity	Unrestricted	80.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Posse Foundation 111 W Jackson Blvd #1900 Chicago, IL 60604	N/A	Public Charity	Unrestricted	440.
Rally Capital Services LLC/Lurie Cancer Center 350 North Lasalle st Chicago, IL 60657	N/A	Public Charity	Unrestricted	325.
Ravinia 418 Sheridan Road Highland Park, IL 60035	N/A	Public Charity	Unrestricted	4,000.
Salvation Army PO Box 4121 Carol Stream, IL 60197-4121	N/A	Public Charity	Unrestricted	100.
Society of Contemporary Art 111 S. Michigan Ave Chicago, IL 60603	N/A	Public Charity	Unrestricted	475.
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	Public Charity	Unrestricted	500.
Special Olympics Illinois 605 E. Willow St. Normal, IL 61761	N/A	Public Charity	Unrestricted	100.
Temple Jeremiah 937 Happ Road Northfield, IL 60093	N/A	Public Charity	Partnership of Promise	3,700.
Three Walls 119 N Peoria St Chicago, IL 60607	N/A	Public Charity	Unrestricted	1,125.
Tools for Tomorrow 149155 Avenida Fernando La Quinta, CA 92253	N/A	Public Charity	Unrestricted	55.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
University of Wisconson-Madison 1848 University Avenue Madison, WI 53726-4090	N/A	Public Charity	Unrestricted	26,000.
US Holocaust Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	N/A	Public Charity	Unrestricted	500.
Volunteer Center 520 Glendale Avenue Winnetka, IL 60093	N/A	Public Charity	Unrestricted	100.
WBEZ 91.5 848 East Grand Ave Chicago, IL 60611	N/A	Public Charity	Unrestricted	100.
World Jewish Congress PO Box 90400 Washington, DC 20090	N/A	Public Charity	Unrestricted	210.
WTTW Public TV 5400 N. St. Louis Ave Chicago, IL 60625	N/A	Public Charity	Unrestricted	275.
ZBT Philanthropy 126 Pride Ave Glencoe, IL 60022	N/A	Public Charity	Unrestricted	50.
Total from continuation sheets				

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Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
National Financial Services	73,212.	0.	73,212.	73,212.	
To Part I, line 4	73,212.	0.	73,212.	73,212.	

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting & Management Fees	30,000.	24,000.		6,000.
To Form 990-PF, Pg 1, ln 16b	30,000.	24,000.		6,000.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	119.	119.		0.
To Form 990-PF, Pg 1, ln 18	119.	119.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Annual Report	15.	0.		15.
Investment Charges	12,593.	12,593.		0.
Bank Charge	30.	30.		0.
To Form 990-PF, Pg 1, ln 23	12,638.	12,623.		15.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 5

Description	Amount
Unrealized Gain on 2014 Donated Stocks	4,445.
Prior Year Return of Capital Adjustment	3,414.
NON DEDUCTABLE DONATIONS	620.
Total to Form 990-PF, Part III, line 5	8,479.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
100 Shs PepsiCo Inc	5,761.	9,456.
1800 Shs General Electric Co	48,872.	45,486.
2000 Shs Walgreen Co	67,584.	152,400.
23330 Shs MB Financial Inc - New	130,684.	766,624.
4,200 Shs Eaton Vance	37,530.	57,918.
425 Shs Procter & Gamble Co	26,116.	38,713.
3735 Shs Merck & Co Inc New	127,989.	212,111.
500 Shs Apache Corp	30,054.	31,335.
500 Shs Exxon Mobil Corp	28,670.	46,225.
500 Shs Johnson & Johnson	33,695.	52,285.
450 Shs Service Corp	1,826.	10,215.
700 Shs Anadarko Pete Corp	49,010.	57,750.
190 Shs American Water Works	4,268.	10,127.
170 Shs Andersons Inc	732.	9,034.
150 Shs Tupperware Brands Corp	3,263.	9,450.
Total to Form 990-PF, Part II, line 10b	596,054.	1,509,129.

Form 990-PF	Other Investments	Statement 7

Description	Valuation Method	Book Value	Fair Market Value
1000 Shs Barclays Bk PLC Pref	COST	33,223.	33,904.
1000 Shs Charles Schwab Corp Pref	COST	32,919.	33,280.
1000 Shs Fixed Inc Tr Goldman Sachs	COST	33,463.	35,750.
1000 Shs HSBC Hldgs PLC	COST	35,223.	34,541.
619 Shs Privatebancorp Cap Tr IV	COST	16,123.	16,503.
1000 Shs SCE Tr I Pref Secs	COST	32,053.	31,850.
1000 Shs Wells Fargo & Co New Dep Shs	COST	38,518.	37,921.

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1300 Shs IShares US Reg. Bank	COST	34,532.	45,435.
1300 Shs Saratoga Invt Corp	COST	32,933.	33,488.
1400 Shs Nextera Energy Cap	COST	33,099.	34,440.
1400 Shs Public Storage	COST	31,354.	32,130.
1725 Shs Ishares TR Dow Jones	COST	91,077.	136,965.
200 Shs Pincipal Financial Inc	COST	19,495.	20,000.
825 Shs Ishares TR S&P Global	COST	49,325.	49,574.
GENERAL ELECTRIC CAP 4.875%	COST	32,605.	34,664.
GNMA Pool #783266	COST	25,315.	25,185.
GNMA SER 2009-015 CL NK	COST	41,663.	41,488.
Total to Form 990-PF, Part II, line 13		612,920.	677,118.

Form 990-PF Other Assets Statement 8

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Int/Div Outstanding	132.	106.	106.
Federal Tax Deposits	5,630.	5,630.	5,630.
To Form 990-PF, Part II, line 15	5,762.	5,736.	5,736.

Form 990-PF Part XV - Line 1a Statement 9
List of Foundation Managers

Name of Manager

Lawrence Gilford
Darlene Gilford
Patricia Gilford
Cathy Atkins