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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014, and ending JUN 30, 2015

Name of foundation A. FRANKLIN PILCHARD FOUNDATION		A Employer identification number 36-3723290
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 2690	Room/suite	B Telephone number (847) 963-6762
City or town, state or province, country, and ZIP or foreign postal code PALATINE, IL 60078-2690		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,304,750.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		454,040.	454,040.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		25,492.			
b Gross sales price for all assets on line 6a 5,512,060.					
7 Capital gain net income (from Part IV, line 2)			25,492.		
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		479,532.	479,532.		
13 Compensation of officers, directors, trustees, etc		36,000.	6,000.		30,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		49,940.	12,500.		37,440.
c Other professional fees STMT 3		118,487.	118,487.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		9,415.	8,898.		517.
24 Total operating and administrative expenses. Add lines 13 through 23		213,842.	145,885.		67,957.
25 Contributions, gifts, grants paid		717,001.			717,001.
26 Total expenses and disbursements. Add lines 24 and 25		930,843.	145,885.		784,958.
27 Subtract line 26 from line 12		-451,311.			
a Excess of revenue over expenses and disbursements			333,647.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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SCANNED SEP 30 2015

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	99,372.	89,937.	89,937.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶	235,900.	0.	0.
	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 5	12,837,530.	13,061,094.	13,061,094.
	c Investments - corporate bonds STMT 6	6,128,604.	5,804,425.	5,804,425.
	11 Investments - land, buildings, and equipment basis ▶	321,256.		
Less: accumulated depreciation ▶	321,256.	321,256.	321,256.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <u>ACCRUED INTEREST</u>)	25,848.	28,038.	28,038.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	19,648,510.	19,304,750.	19,304,750.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,369,532.	1,369,532.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	18,278,978.	17,935,218.	
30 Total net assets or fund balances	19,648,510.	19,304,750.		
31 Total liabilities and net assets/fund balances	19,648,510.	19,304,750.		

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	19,648,510.
2 Enter amount from Part I, line 27a	2	-451,311.
3 Other increases not included in line 2 (itemize) ▶ <u>APPRECIATION OF INVESTMENTS</u>	3	107,551.
4 Add lines 1, 2, and 3	4	19,304,750.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,304,750.

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 5,512,060.		5,486,568.	25,492.

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

(i) FMV 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			25,492.

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	25,492.
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	1,557,336.	18,678,402.	.083376
2012	1,394,980.	17,536,653.	.079547
2011	1,296,519.	17,182,445.	.075456
2010	1,203,739.	16,787,511.	.071704
2009	1,056,325.	16,164,671.	.065348

2 Total of line 1, column (d)	2	.375431
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	.075086
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	19,184,479.
5 Multiply line 4 by line 3	5	1,440,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,336.
7 Add lines 5 and 6	7	1,443,822.
8 Enter qualifying distributions from Part XII, line 4	8	1,709,958.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,336.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,336.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,336.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,099.
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	8,099.
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	4,763.
11	Enter the amount of line 10 to be credited to 2015 estimated tax ☒ 4,763. 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?		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) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ► ROBERT C. PACILIO Telephone no ► (847) 963-6762 Located at ► PO BOX 2690, PALATINE, IL ZIP+4 ► 60078-2690			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►	☐ Yes ☒ 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?	☐ 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

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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)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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?

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEVIN J. RYAN 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	PRESIDENT/DIRECTOR 5.00	18,000.	0.	0.
DONALD R. PAWELSKI 6502 JOLIET ROAD STE F COUNTRYSIDE, IL 60525	SECRETARY/DIRECTOR 1.00	18,000.	0.	0.
ROBERT C. PACILIO 508 N. PLUM GROVE ROAD PALATINE, IL 60067	TREASURER/DIRECTOR 5.00	0.	0.	0.

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

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

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



0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GLENVIEW STATE BANK 800 WAUKEGAN ROAD, GLENVIEW, IL 60025	INVESTMENT FEES	67,547.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 GRANTING OF SCHOLARSHIP BASED ON FINANCIAL NEED AND SCHOLASTIC ABILITY	717,001.
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	
3 All other program-related investments See instructions	

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	19,476,628.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,476,628.
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	19,476,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	292,149.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,184,479.
6	Minimum investment return. Enter 5% of line 5	6	959,224.

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	959,224.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,336.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	955,888.
4	Recoveries of amounts treated as qualifying distributions	4	900,000.
5	Add lines 3 and 4	5	1,855,888.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,855,888.

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	784,958.
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	925,000.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,709,958.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,336.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,706,622.

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				1,855,888.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,704,236.	
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 ▶ \$ 1,709,958.				
a Applied to 2013, but not more than line 2a			1,704,236.	
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				5,722.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				1,850,166.
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	0.			
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				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ROBERT C. PACILIO, 847-963-6762

PO BOX 2690, PALATINE, IL 600782690

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

APPLICATION FORMS AVAILABLE

- c Any submission deadlines

OCTOBER 31

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABBIE O'RYAN 11339 S. DRAKE AVE CHICAGO, IL 60655	NONE FOR ALL RECIPIENTS		ALL PAYMENTS MADE ARE SCHOLARSHIP PAYMENTS	6,878.
ADAM RATNER 7529 WILSON TERRACE MORTON GROVE, IL 60053				6,000.
SHEKINAH BERGMANN 158 SWANSON ROAD SYCAMORE, IL 60178				663.
ALEX BRAVO 8120 S. KEATING CHICAGO, IL 60652				8,000.
ALYSSA PARHAM 535 N WASHTENAW CHICAGO, IL 60612				8,000.
Total	SEE CONTINUATION SHEET(S)			717,001.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[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		

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **8/24/15** 

Signature of officer or trustee Date Title

☒ Yes ☐ No

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
ROBERT C. PACILIO		8/24/15		P00843085
Firm's name ▶ MCCARTHY, PACILIO, OLIVA & CO., P.C.	Firm's EIN ▶ 36-3308801			
Firm's address ▶ 508 N. PLUM GROVE ROAD PALATINE, IL 60067	Phone no (847) 963-8900			

Part 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
AMANDA DZIALLO 11 S 365 DURHAM RD LEMONT, IL 60439				7,515.
AMBER KOOKEN 808 N 11TH ST DEKALB, IL 60115				8,000.
ANGELITA RUIZ 3723 S 54TH AVE CICERO, IL 60804				8,000.
ANTHONY FRANCHETTI 2535 S. WALNUT ST. BLUE ISLAND, IL 60406				8,000.
AUTUMN REGAN-STEINBERG 12332 S LOVELAND ALSIP, IL 60803				3,437.
BIANCA ROSADO 2234 S. ST LOUIS AVE CHICAGO, IL 60623				8,000.
PAUL CARLSON 2546 W 110 STREET CHICAGO, IL 60655				8,000.
BRENT DREVALAS 302 BIRCH AVE GENOA, IL 60135				8,000.
BRIAN GUMINO 8708 S ROOD ROAD KINGSTON, IL 60145				8,000.
CALEB KENNEDY 9700 TRIPP OAK LAWN, IL 60453				8,000.
Total from continuation sheets				687,460.

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
CALVIN BEACH 33560 E PINE CIRCLE GENOA, IL 60135				8,000.
CHEUK LAW 4020 S. ALBANY AVE CHICAGO, IL 60632				7,722.
CHRISTOPHER JACKSON 1272 EAGLE CREST DR LEMONT, IL 60439				367.
KYLE BURGESS 1805 N ARALIA DR MT. PROSPECT, IL 60096				8,000.
MONYETT CRUMP 10610 S CLAREMONT AVE CHICAGO, IL 60643				8,000.
KATHLEEN DAOERK 11 N MAIN ST. APT 2NW MT PROSPECT, IL 60096				8,000.
CYNTHIA VELAZQUEZ 760 W DEMPSTER ST MT. PROSPECT, IL 60056				5,640.
DANIEL CAPLICE 4045 CLAUSEN AVE WESTERN SPRINGS, IL 60558				8,000.
DANIELLE MARCHAN 13141 W PLAYFIELD DR CRESTWOOD, IL 60445				7,698.
DEYANIRA CHACON 645 E. LINCOLN AVE DES PLAINES, IL 60018				3,325.
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
ERIN FABRY 11726 S CAROLYN LANE ALSIP, IL 60803				7,641.
ERICA GUZY 220 KOCH DRIVE GENOA, IL 60135				8,000.
HANNA FABRY 11726 S CAROLYN LANE ALSIP, IL 60803				8,000.
EVAN JOHNSON-RANSOM 10907 S LONGWOOD DR CHICAGO, IL 60643				5,605.
EDGAR GAMINO 6345 S LACROSS AVE CHICAGO, IL 60638				8,000.
GABRIELA VALCHEVA 1709 E LONG VALLEY DR PALATINE, IL 60074				2,677.
GRACE WILLIAMSON 1713 W. 105TH ST. CHICAGO, IL 60643				7,838.
HALEY BROWN 199 S.WALNUT ST WINCHESTER, IL 62694				8,000.
JOHN GEARY 7347 KIOWA LANE PALOS HEGHTS, IL 60463				8,000.
ISRAEL FLORES 2828 W 102ND ST EVERGREEN PARK, IL 60805				8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAMUEL GETTIS 3838 W 111TH STREET CHICAGO, IL 60655				8,000.
MATTHEW GREENBERG 2240 N CHARTER POINT ARLINGTON HTS, IL 60004				4,156.
JACOB MORRELL 3827 ARTHUR AVE BROOKFIELD, IL 60513				8,000.
JANETTE CINO 926 PRAIRIE AVE DES PLAINES, IL 60018				4,238.
JEFFREY GOUGIS JR 10243 S. OAKLEY CHICAGO, IL 60643				8,000.
JESSICA DEL RE 649 N. EISENHOWER AVE PALATINE, IL 60074				8,000.
JESSICA RABCZAK 2104 HAVEN ST MT PROSPECT, IL 60056				6,000.
JIA JIA WANG 5325 S SPRINGFIELD CHICAGO, IL 60632				6,000.
JORDAN CLIFFORD 942 PEAR TREE LANE WHEELING, IL 60090				8,589.
CILLIAN HANNON 9120 S 87TH COURT HICKORY HILLS, IL 60457				8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KATHLEEN CONNOLLY 19906 RYAN COURT MOKENA, IL 60448				8,000.
KENTRELL BROWN 376 HOXIE ST. CALUMET CITY, IL, IL 60409				8,000.
KEVIN GOFFARD 14317 MCCARTHY ROAD LEMONT, IL 60639				803.
GALEN HUGHES 12782 NORTHWOOD DRIVE GENOA, IL 60135				8,000.
LAUREN ADAMS 1547 N. CLYBOURN APT D CHICAGO, IL 60610				8,000.
LAUREN ZELAYA 321 PEARL STREET DEKALB, IL 60115				7,338.
LAYLA ANDERSON 5623 N NAGLE CHICAGO, IL 60646				8,000.
LUKE SCHUMACHER 12677 NORTHWOODS DR GENOA, IL 60135				8,000.
LYDIA MOORE 1556 JOHN STREET SYCAMORE, IL 60178				6,724.
MARISOL LAY 3037 N AUSTIN CHICAGO, IL 60634				7,586.
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
MARTA KONOPKA 136 N EDGEWOOD AVE LA GRANGE, IL 60525				8,000.
MATTHEW ANGUS 9716 S LAWNDALE EVERGREEN PARK, IL 60805				7,431.
MATTHEW BIRTELL 663 KNOLLS STREET DEKALB, IL 60115				8,000.
MARK JANKOVEC 161 N WILLIAMS DRIVE PALATINE, IL 60074				8,000.
MEGAN GILL 9605 S. KOLIN OAK LAWN, IL 60453				4,915.
MICHAEL ANDRASCO 10410 S. ALBANY AVENUE CHICAGO, IL 60655				8,000.
MICHAEL BERGER 10353 S. ARTESIAN CHICAGO, IL 60655				8,000.
CHRISTIAN KENNEDY 8759 SOUTH BECK PLACE HOMETOWN, IL 60456				8,000.
MICHAEL SLAKIS 3441 W 115TH PLACE CHICAGO, IL 60655				8,000.
MILDA SAWICKI 713 MCCARTHY RD LEMONT, IL 60439				8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIRANDA HOLLOWAY 109 PROSPECT MANOR MT PROSPECT, IL 60056				1,688.
JAMES KENNY 10637 LE CLAIRE AVENUE OAK LAWN, IL 60453				8,000.
NATALIE SHEEHAN 2551 ROUTE 38 MALTA, IL 60150				7,678.
NATALIE VEGA 703 ASPEN WAY GENOA, IL 60135				8,000.
AUTUMN KILGUS 11585 ELLWOOD GREENS ROAD GENOA, IL 60135				8,000.
JACOB KVASNICKA 1510 ELMWOOD AVE DEKALB, IL 60115				8,000.
PAYMENTS ATTRIBUTABLE TO PRIOR YEARS				-345.
REBECCA WEIL 915 RIVER RD KINGSTON, IL 60146				8,000.
MADISON MARTINO 5413 CENTRAL AVE WESTERN SPRINGS, IL 60558				4,837.
RYAN MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KILEY MCKEE 455 QUINLAN AVE DEKALB, IL 60115				6,098.
SANDRA GONZALEZ 2131 CHASE AVE DES PLAINES, IL 60018				5,659.
SARAH MENKE 9220 S. RIDGEWAY EVERGREEN PARK, IL 60805				8,000.
DIONEL MENDOZA 930 GROVE STREET DEKALB, IL 60115				4,773.
SCOTT BELLUZZI 2826 GREENWOOD ACRES DEKALB, IL 60115				8,000.
SEAN MCLAUGHLIN 8943 BIRCH LANE HICKORY HILLS, IL 60457				8,000.
SHANNON LYLES 2118 W. RANDOLPH ST. CHICAGO, IL 60612				6,268.
STEPHANIE GOLDBERG 2001 CASTLESHIRE DR WOODSTOCK, IL 60098				8,000.
PATRICK MULVANY 321 N ASHLAND AVE LA GRANGE, IL 60526				7,903.
TESS KELLEY 307 W HARRIS AVE LA GRANGE, IL 60525				8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HECTOR MACIAS NUNO 13013 S. HOUSTON AVE CHICAGO, IL 60633				4,247.
VICTORIA HENSLEY 115 HOMEWOOD DR GENOA, IL 60135				8,000.
WILLIAM MCGIVERN 10131 S. TURNER EVERGREEN PARK, IL 60805				8,000.
MARGARET OCONNOR 9836 SPAULDING AVE EVERGREEN PARK, IL 60805				8,000.
JONATHON PELISSIER 10938 S. HOYNE AVE CHICAGO, IL 60643				8,000.
PAYTON PETRUCHUIS 737 COTTONWOOD CIRCLE GENOA, IL 60135				8,000.
KATHERINE RALEIGH 4 BRIARWOOD LANE INDIAN HEAD PARK, IL 60525				6,015.
MAGGIE RAPP 121 EAST MILNER DEKALB, IL 60115				8,000.
MICHAELA RUTLEDGE 5722 W 88TH PLACE OAK LAWN, IL 60453				8,000.
KAROLINA SALAIZA 9389 BAY COLONY APT. 1W DES PLAINES, IL 60016				1,897.
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
VERONICA SCHMIDT 1170 S. SECOND AVE DES PLAINES, IL 60018				7,698.
LEANARDO SERNA 10925 S. AUSTIN AVE CHICAGO RIDGE, IL 60415				4,193.
VICARI SHARKEY 4040 W. GRENSHAW ST CHICAGO, IL 60624				5,262.
NORA SHEEHAN 9747 S. AVERS EVERGREEN PARK, IL 60805				8,000.
MAN HUE TRAN 1091 ANTHONY ROAD WHEELING, IL 60090				6,638.
ZACHARY WALLER 94 N. JUNIPER ST CORTLAND, IL 60112				3,706.
BRENDAN WEIBEL 4554 HOWARD AVE WESTERN SPRINGS, IL 60558				8,000.
AMANDA WHELAN 7436 FOSTER ST MORTON GROVE, IL 60053				8,000.
VICTORIA ZAJDA 101 MANDEL LANE PROSPECT HTS, IL 60070				8,000.
Total from continuation sheets				

A. FRANKLIN PILCHARD FOUNDATION

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	220,000 BD-BRILLION, WI	P	04/01/12	04/01/15
b	250,000 BD-NEW LONDON, WI	P	04/01/12	04/01/15
c	250,000 BD-WISC GENL FUND	P	05/01/12	05/01/15
d	FRAC SHARE-GOOGLE	P	05/01/12	05/14/15
e	FRAC SHARE-CDK	P	10/14/11	10/14/14
f	SEE SCHEDULE ATTACHED	P		
g	SEE SCHEDULE ATTACHED	P		
h	SEE SCHEDULE ATTACHED	P		
i	SEE SCHEDULE ATTACHED	P		
j	SEE SCHEDULE ATTACHED	P		
k	SEE SCHEDULE ATTACHED	P		
l	SEE SCHEDULE ATTACHED	P		
m	400 SHS-EXXON MOBIL	P	10/01/11	10/17/14
n	250,000 BD-PORT S	P	11/03/11	11/03/14
o	300,000 BD-CISCO	P	10/31/10	11/17/14

(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 220,000.		220,000.	0.
b 250,000.		250,000.	0.
c 250,000.		250,000.	0.
d 52.		30.	22.
e 8.		5.	3.
f 2,228,906.		2,275,607.	-46,701.
g 32,264.		22,511.	9,753.
h 129,734.		114,554.	15,180.
i 59,379.		55,745.	3,634.
j 295,258.		282,616.	12,642.
k 599,828.		586,305.	13,523.
l 158,724.		147,027.	11,697.
m 36,535.		30,388.	6,147.
n 250,000.		250,000.	0.
o 300,000.		300,000.	0.

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

(i) FMV 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			0.
b			0.
c			0.
d			22.
e			3.
f			-46,701.
g			9,753.
h			15,180.
i			3,634.
j			12,642.
k			13,523.
l			11,697.
m			6,147.
n			0.
o			0.

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

A. FRANKLIN PILCHARD FOUNDATION

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	250,000 BD-TOYOTA	P	10/31/10	11/17/14
b	200,000 BD-LAKOTA	P	10/31/10	12/01/14
c	200,000 BD-ARIZONA STATE	P	10/31/11	08/15/14
d	50,000 BD-BOEING CAPITAL	P	10/30/10	09/26/14
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 250,000.		250,000.	0.
b 200,000.		200,000.	0.
c 200,100.		200,122.	-22.
d 51,272.		51,658.	-386.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV 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			0.
b			0.
c			-22.
d			-386.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	25,492.
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

Prepared for
A FRANKLIN PILCHARD FOUNDATIO
ATTN KEVIN RYAN
(GOOD HARBOR)
STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses
From 07/01/2014 through 06/30/2015
As of July 10, 2015
For Account. 315-24397

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

	Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term									
□	542	ISHARES 1 TO 3 YEAR TREASURY BOND ETF ORIGINAL COST 45,825.56 SYMBOL SHY LOSS DISALLOWED: 28.77	08/01/14	84.50	45,796.79	09/02/14	84.50	45,796.79	0.00
□	542	ISHARES 1 TO 3 YEAR TREASURY BOND ETF ORIGINAL COST 45,841.27 SYMBOL SHY REPLACEMENT ADDITION 28.77 LOSS DISALLOWED 4.96	10/01/14	84.62	45,865.08	11/03/14	84.62	45,865.08	0.00
□	124	ISHARES 1 TO 3 YEAR TREASURY BOND ETF ORIGINAL COST 10,487.67 SYMBOL SHY	10/01/14	84.58	10,487.67	11/03/14	84.62	10,493.12	5.44
○	542	ISHARES 1 TO 3 YEAR TREASURY BOND ETF ORIGINAL COST 46,013.03 SYMBOL SHY REPLACEMENT ADDITION: 4.96	10/16/14	84.90	46,017.99	11/18/14	84.66	45,884.70	-133.29
	822	ISHARES 1 TO 3 YEAR TREASURY BOND ETF SYMBOL SHY	10/16/14	84.89	69,783.61	11/18/14	84.66	69,588.98	-194.62
	124	ISHARES 1 TO 3 YEAR TREASURY BOND ETF SYMBOL SHY	10/01/14	84.58	10,487.67	11/18/14	84.66	10,497.61	9.93
	254	ISHARES 3 TO 7 YEAR TREASURY BOND ETF SYMBOL IEI	08/01/14	121.50	30,861.05	09/02/14	121.57	30,878.29	17.24
	533	ISHARES 3 TO 7 YEAR TREASURY BOND ETF SYMBOL IEI	02/02/15	124.96	66,603.95	03/02/15	122.81	65,456.95	-1,147.00

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 315-24397

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
553	ISHARES 7 TO 10 YEAR TREASURY BOND ETF ORIGINAL COST: 57,354.39 SYMBOL: IEF REPLACEMENT ADDITION: 51.41	05/20/14	103.81	57,405.81	07/01/14	103.05	56,985.78	-420.02
510	ISHARES 7 TO 10 YEAR TREASURY BOND ETF SYMBOL: IEF	08/18/14	104.60	53,343.60	09/16/14	102.93	52,491.81	-851.78
506	ISHARES 7 TO 10 YEAR TREASURY BOND ETF ORIGINAL COST: 52,304.05 SYMBOL: IEF REPLACEMENT ADDITION: 651.40	07/16/14	104.66	52,955.46	09/16/14	102.93	52,080.11	-875.34
42	ISHARES 7 TO 10 YEAR TREASURY BOND ETF ORIGINAL COST: 4,341.44 SYMBOL: IEF REPLACEMENT ADDITION: 3.90	07/16/14	103.46	4,345.35	09/16/14	102.93	4,322.86	-22.49
577	ISHARES 7 TO 10 YEAR TREASURY BOND ETF ORIGINAL COST: 61,782.85 SYMBOL: IEF LOSS DISALLOWED 278.96	12/16/14	106.59	61,503.89	02/18/15	106.59	61,503.89	0.00
577	ISHARES 7 TO 10 YEAR TREASURY BOND ETF ORIGINAL COST 63,629.65 SYMBOL: IEF REPLACEMENT ADDITION: 278.96	02/02/15	110.76	63,908.62	03/02/15	106.78	61,612.82	-2,295.79
10	ISHARES 7 TO 10 YEAR TREASURY BOND ETF SYMBOL: IEF	02/02/15	110.28	1,102.77	03/02/15	106.78	1,067.81	-34.95
24	ISHARES 7 TO 10 YEAR TREASURY BOND ETF SYMBOL: IEF	12/16/14	107.08	2,569.82	03/02/15	106.78	2,562.75	-7.07

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
304	ISHARES CORE S&P 500 ETF ORIGINAL COST: 57,319.10 SYMBOL: IVV LOSS DISALLOWED: 354.21	03/04/14	189.71	57,673.32	07/01/14	198.58	60,366.86	2,693.53
271	ISHARES CORE S&P 500 ETF ORIGINAL COST: 54,011.79 SYMBOL: IVV LOSS DISALLOWED: 213.44	07/16/14	198.52	53,798.35	08/18/14	198.52	53,798.35	0.00
268	ISHARES CORE S&P 500 ETF ORIGINAL COST: 51,988.57 SYMBOL: IVV REPLACEMENT ADDITION: 211.08	08/01/14	194.77	52,199.65	09/02/14	201.58	54,023.36	1,823.71
14	ISHARES CORE S&P 500 ETF SYMBOL: IVV	07/16/14	199.31	2,790.28	09/02/14	201.58	2,822.12	31.83
302	ISHARES CORE S&P 500 ETF ORIGINAL COST: 60,991.73 SYMBOL: IVV LOSS DISALLOWED: 4,407.58	09/16/14	187.36	56,584.15	10/16/14	187.36	56,584.15	0.00
302	ISHARES CORE S&P 500 ETF ORIGINAL COST: 59,173.03 SYMBOL: IVV REPLACEMENT ADDITION: 4,407.58	10/01/14	201.92	60,980.28	12/16/14	201.75	60,927.57	-52.70
13	ISHARES CORE S&P 500 ETF ORIGINAL COST: 2,547.18 SYMBOL: IVV LOSS DISALLOWED: 2,600.33	10/01/14	195.94	2,547.18	12/16/14	201.75	2,622.71	75.52
3	ISHARES CORE S&P 500 ETF ORIGINAL COST: 605.87 SYMBOL: IVV REPLACEMENT ADDITION: 2.36	09/16/14	201.75	605.24	12/16/14	201.75	605.24	0.00
4	ISHARES CORE S&P 500 ETF ORIGINAL COST: 807.83 SYMBOL: IVV LOSS DISALLOWED: 0.84	09/16/14	201.75	806.99	12/16/14	201.75	806.99	0.00

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
3	ISHARES CORE S&P 500 ETF ORIGINAL COST: 620.96 SYMBOL: IVV	11/18/14	207.99	623.97	01/05/15	203.26	609.78	-14.18
4	REPLACEMENT ADDITION: 3.00 ISHARES CORE S&P 500 ETF ORIGINAL COST: 827.95 SYMBOL: IVV	11/18/14	207.20	828.81	01/05/15	203.26	813.05	-15.76
296	REPLACEMENT ADDITION: 0.84 ISHARES CORE S&P 500 ETF ORIGINAL COST: 61,268.95 SYMBOL: IVV	11/18/14	215.77	63,869.29	01/05/15	203.26	60,165.43	-3,703.86
14	REPLACEMENT ADDITION: 2,600.33 ISHARES CORE S&P 500 ETF SYMBOL: IVV	10/01/14	195.94	2,743.12	01/05/15	203.26	2,845.66	102.54
304	ISHARES CORE S&P 500 ETF SYMBOL: IVV	03/02/15	212.95	64,737.89	03/20/15	213.20	64,811.62	73.73
5	ISHARES CORE S&P MID CAP ETF ORIGINAL COST: 722.86 SYMBOL: IJH	07/01/14	144.57	722.86	07/16/14	140.86	704.32	-18.53
405	ISHARES CORE S&P MID CAP ETF ORIGINAL COST: 57,420.09 SYMBOL: IJH	06/17/14	140.87	57,053.97	07/16/14	140.86	57,050.32	-3.65
401	LOSS DISALLOWED: 366.12 ISHARES CORE S&P MID CAP ETF ORIGINAL COST: 57,973.57 SYMBOL: IJH	07/01/14	145.49	58,339.70	08/01/14	136.29	54,652.56	-3,687.13
380	REPLACEMENT ADDITION: 366.12 ISHARES CORE S&P MID CAP ETF ORIGINAL COST: 54,753.17 SYMBOL: IJH	09/02/14	134.92	51,270.74	10/01/14	134.92	51,270.74	0.00
380	LOSS DISALLOWED: 3,482.43 ISHARES CORE S&P MID CAP ETF ORIGINAL COST: 54,212.32 SYMBOL: IJH	09/16/14	130.32	49,523.01	10/16/14	130.32	49,523.01	0.00
	REPLACEMENT ADDITION: 3,482.43 LOSS DISALLOWED: 8,171.75							

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
54	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 7,703.85 SYMBOL: IJH	09/16/14	130.32	7,037.48	10/16/14	130.32	7,037.48	0.00
	LOSS DISALLOWED 666.37							
3	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 432.26 SYMBOL: IJH	09/02/14	130.32	390.97	10/16/14	130.32	390.97	0.00
	LOSS DISALLOWED 41.29							
6	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 863.55 SYMBOL: IJH	11/18/14	143.93	863.55	12/16/14	140.09	840.52	-23.03
	LOSS DISALLOWED 41.29							
380	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 53,999.51 SYMBOL: IJH	11/03/14	140.09	53,232.64	12/16/14	140.09	53,232.64	0.00
	REPLACEMENT ADDITION 8,171.75							
	LOSS DISALLOWED 8,938.63							
54	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 7,673.61 SYMBOL: IJH	11/03/14	140.09	7,564.64	12/16/14	140.09	7,564.64	0.00
	REPLACEMENT ADDITION 666.37							
	LOSS DISALLOWED 775.35							
19	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 2,699.97 SYMBOL: IJH	11/03/14	140.09	2,661.63	12/16/14	140.09	2,661.63	0.00
	LOSS DISALLOWED 38.34							
3	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 426.31 SYMBOL: IJH	11/03/14	140.09	420.26	12/16/14	140.09	420.26	0.00
	REPLACEMENT ADDITION 41.29							
	LOSS DISALLOWED 47.34							
54	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 7,771.98 SYMBOL: IJH	11/18/14	142.87	7,715.05	02/02/15	142.87	7,715.05	0.00
	REPLACEMENT ADDITION 775.35							
	LOSS DISALLOWED 832.28							

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
19	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 2,734.58 SYMBOL IJH REPLACEMENT ADDITION 38.34 LOSS DISALLOWED 58.37	11/18/14	142.87	2,714.56	02/02/15	142.87	2,714.56	0.00
3	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 431.77 SYMBOL IJH REPLACEMENT ADDITION 47.34 LOSS DISALLOWED 50.50	11/18/14	142.87	428.61	02/02/15	142.87	428.61	0.00
1	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 143.92 SYMBOL IJH LOSS DISALLOWED 1.05	11/18/14	142.87	142.87	02/02/15	142.87	142.87	0.00
380	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 54,691.72 SYMBOL IJH REPLACEMENT ADDITION 8,938.63 LOSS DISALLOWED 8,626.51	11/18/14	144.75	55,003.84	02/02/15	142.87	54,291.11	-712.73
54	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 8,110.78 SYMBOL IJH REPLACEMENT ADDITION 832.28	02/18/15	165.61	8,943.07	03/20/15	153.76	8,303.17	-639.90
19	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 2,853.79 SYMBOL IJH REPLACEMENT ADDITION 58.37	02/18/15	153.27	2,912.17	03/20/15	153.76	2,921.48	9.31
3	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 450.59 SYMBOL IJH REPLACEMENT ADDITION 50.50	02/18/15	167.04	501.11	03/20/15	153.76	461.29	-39.82
1	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 150.19 SYMBOL IJH REPLACEMENT ADDITION 1.05	02/18/15	151.25	151.25	03/20/15	153.76	153.76	2.50

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
351	ISHARES CORE S&P MID CAP ETF ORIGINAL COST 52,720.12 SYMBOL: IJH	02/18/15	174.78	61,346.64	03/20/15	153.76	53,970.58	-7,376.06
14	REPLACEMENT ADDITION: 8,626.51 ISHARES RUSSELL 2000 ETF ORIGINAL COST 1,640.63 SYMBOL: IWM	06/17/14	114.44	1,602.15	07/16/14	114.44	1,602.15	0.00
469	LOSS DISALLOWED: 38.49 ISHARES RUSSELL 2000 ETF ORIGINAL COST 54,961.40 SYMBOL: IWM	06/17/14	114.44	53,671.96	07/16/14	114.44	53,671.96	0.00
14	REPLACEMENT ADDITION: 5,335.54 LOSS DISALLOWED 6,624.99 ISHARES RUSSELL 2000 ETF ORIGINAL COST 1,687.03 SYMBOL: IWM	07/01/14	123.25	1,725.53	08/01/14	110.45	1,546.29	-179.24
469	REPLACEMENT ADDITION: 38.49 ISHARES RUSSELL 2000 ETF ORIGINAL COST 56,515.81 SYMBOL: IWM	07/01/14	134.63	63,140.80	08/01/14	110.45	51,800.60	-11,340.20
5	REPLACEMENT ADDITION: 6,624.99 ISHARES RUSSELL 2000 ETF SYMBOL: IWM	07/01/14	120.50	602.51	08/01/14	110.45	552.25	-50.26
6	ISHARES RUSSELL 2000 ETF ORIGINAL COST 703.13 SYMBOL: IWM	06/17/14	128.56	771.39	08/01/14	110.45	662.69	-108.69
471	LOSS DISALLOWED: 68.25 ISHARES RUSSELL 2000 ETF SYMBOL: IWM	09/02/14	117.00	55,106.76	10/01/14	107.83	50,786.47	-4,320.29
549	ISHARES RUSSELL 2000 ETF SYMBOL: IWM	12/16/14	114.12	62,654.13	02/02/15	115.78	63,564.72	910.59
23	ISHARES RUSSELL 2000 ETF SYMBOL: IWM	01/05/15	117.55	2,703.65	02/18/15	121.88	2,803.18	99.53
10	ISHARES RUSSELL 2000 ETF SYMBOL: IWM	12/16/14	114.12	1,141.24	02/18/15	121.88	1,218.78	77.53

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
529	ISHARES RUSSELL 2000 ETF SYMBOL: IWM	03/02/15	123.02	65,079.48	03/20/15	126.04	66,674.72	1,595.24
528	ISHARES RUSSELL 2000 ETF SYMBOL: IWM	01/05/15	117.55	62,066.29	03/20/15	126.04	66,548.69	4,482.35
456	PROSHARES TR PROSHARES ULTRA 7-10 YR SYMBOL: UST	05/20/14	53.96	24,607.22	07/01/14	53.44	24,366.82	-240.40
403	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST: 22,261.72 SYMBOL: UST LOSS DISALLOWED 61.73	08/18/14	55.09	22,199.99	09/16/14	53.62	21,607.01	-592.97
450	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST: 24,216.75 SYMBOL: UST REPLACEMENT ADDITION: 533.01 LOSS DISALLOWED: 622.83	07/16/14	53.62	24,126.93	09/16/14	53.62	24,126.93	0.00
145	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST: 7,807.83 SYMBOL: UST REPLACEMENT ADDITION: 200.68	10/01/14	55.23	8,008.52	11/03/14	54.42	7,891.59	-116.92
305	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST: 17,137.70 SYMBOL: UST REPLACEMENT ADDITION: 422.14 LOSS DISALLOWED: 355.91	10/16/14	56.41	17,203.94	11/18/14	54.84	16,724.82	-479.11
38	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST: 2,135.19 SYMBOL: UST REPLACEMENT ADDITION: 61.73	10/16/14	57.81	2,196.92	11/18/14	54.84	2,083.75	-113.17

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
112	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST 6,394.45 SYMBOL: UST REPLACEMENT ADDITION 306.63 LOSS DISALLOWED 393.26	12/16/14	56.32	6,307.83	02/18/15	56.32	6,307.83	0.00
112	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST 6,742.25 SYMBOL: UST REPLACEMENT ADDITION 393.26	02/02/15	63.71	7,135.51	03/02/15	56.56	6,334.57	-800.94
94	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST 1,027.68 SYMBOL: UST LOSS DISALLOWED 49.28	02/02/15	60.20	5,658.68	03/02/15	56.56	5,316.51	-342.16
18	PROSHARES TR PROSHARES ULTRA 7-10 YR ORIGINAL COST 1,027.68 SYMBOL: UST LOSS DISALLOWED 49.28	12/16/14	59.83	1,076.96	03/02/15	56.56	1,018.06	-58.90
342	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 24,047.35 SYMBOL: MVW LOSS DISALLOWED 259.20	06/17/14	69.56	23,788.15	07/16/14	69.54	23,783.52	-4.62
336	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 24,656.69 SYMBOL: MVW REPLACEMENT ADDITION 259.20	07/01/14	74.15	24,915.89	08/01/14	65.07	21,862.36	-3,053.52
10	PROSHARES ULTRA MIDCAP400 ETF SYMBOL: MVW	06/17/14	70.31	703.14	08/01/14	65.07	650.67	-52.47

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
320	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 23,238.11 SYMBOL: MVV LOSS DISALLOWED: 1,885.45	09/02/14	66.73	21,352.66	10/01/14	63.93	20,457.72	-894.93
217	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 15,434.99 SYMBOL: MVV REPLACEMENT ADDITION 1,885.45 LOSS DISALLOWED: 2,031.75	09/16/14	70.45	15,288.69	10/16/14	59.50	12,911.53	-2,377.15
5	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 363.09 SYMBOL: MVV LOSS DISALLOWED 65.59	09/02/14	59.50	297.50	10/16/14	59.50	297.50	0.00
92	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 6,485.25 SYMBOL: MVV REPLACEMENT ADDITION 1,869.21 LOSS DISALLOWED 2,062.90	11/03/14	68.39	6,291.57	12/16/14	68.39	6,291.57	0.00
92	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 6,650.59 SYMBOL: MVV REPLACEMENT ADDITION 2,062.90 LOSS DISALLOWED: 1,882.41	11/18/14	74.25	6,831.08	02/02/15	71.47	6,575.44	-255.63
2	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 144.57 SYMBOL: MVV	11/18/14	72.29	144.58	02/02/15	71.47	142.94	-1.63

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Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
5	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 352.45 SYMBOL: MVV REPLACEMENT ADDITION: 65.59 LOSS DISALLOWED 60.69	11/03/14	71.47	357.36	02/02/15	71.47	357.36	0.00
8	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 563.93 SYMBOL: MVV LOSS DISALLOWED: 317.23	11/03/14	71.47	571.78	02/02/15	71.47	571.78	0.00
5	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 394.26 SYMBOL: MVV REPLACEMENT ADDITION: 60.69	02/18/15	90.99	454.96	03/20/15	82.37	411.84	-43.11
8	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST 630.82 SYMBOL: MVV REPLACEMENT ADDITION: 154.69	02/18/15	98.19	785.52	03/20/15	82.37	658.95	-126.57
81	PROSHARES ULTRA MIDCAP400 ETF ORIGINAL COST: 6,387.05 SYMBOL: MVV REPLACEMENT ADDITION: 1,882.41	02/18/15	102.09	8,269.48	03/20/15	82.37	6,671.85	-1,597.62
266	PROSHARES ULTRA RUSSELL2000 ETF ORIGINAL COST: 23,085.23 SYMBOL: UWM REPLACEMENT ADDITION: 4,525.60 LOSS DISALLOWED 5,506.08	06/17/14	83.10	22,104.75	07/16/14	83.10	22,104.75	0.00
266	PROSHARES ULTRA RUSSELL2000 ETF ORIGINAL COST: 24,382.89 SYMBOL: UWM REPLACEMENT ADDITION: 5,506.08	07/01/14	112.36	29,888.98	08/01/14	77.34	20,572.73	-9,316.25

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5	PROSHARES ULTRA RUSSELL2000 ETF	07/01/14	91.67	458.33	08/01/14	77.34	386.71	-71.61
	SYMBOL UWM							
18	PROSHARES ULTRA RUSSELL2000 ETF	06/17/14	103.80	1,868.40	08/01/14	77.34	1,392.14	-476.26
	ORIGINAL COST 1,562.15							
	SYMBOL UWM							
	LOSS DISALLOWED 306.24							
272	PROSHARES ULTRA RUSSELL2000 ETF	09/02/14	86.77	23,602.36	10/01/14	73.75	20,059.90	-3,542.46
	SYMBOL UWM							
72	PROSHARES ULTRA RUSSELL2000 ETF	12/16/14	82.70	5,954.19	02/02/15	84.21	6,063.23	109.04
	SYMBOL UWM							
59	PROSHARES ULTRA RUSSELL2000 ETF	03/02/15	94.74	5,589.52	03/20/15	99.53	5,872.35	282.83
	SYMBOL UWM							
72	PROSHARES ULTRA RUSSELL2000 ETF	01/05/15	88.17	6,348.15	03/20/15	99.53	7,166.26	818.11
	SYMBOL UWM							
17	PROSHARES ULTRA RUSSELL2000 ETF	12/16/14	82.70	1,405.85	03/20/15	99.53	1,692.03	286.18
	SYMBOL UWM							
230	PROSHARES ULTRA S&P500 ETF	03/04/14	105.85	24,344.90	07/01/14	117.65	27,058.46	2,713.55
	ORIGINAL COST 24,178.58							
	SYMBOL SSO							
	LOSS DISALLOWED 166.31							
202	PROSHARES ULTRA S&P500 ETF	07/16/14	117.24	23,682.37	08/18/14	117.24	23,682.37	0.00
	ORIGINAL COST 23,921.22							
	SYMBOL SSO							
	LOSS DISALLOWED 238.85							

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202	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 22,627.51 SYMBOL: SSO REPLACEMENT ADDITION 238.85	09/01/14	113.20	22,866.36	09/02/14	120.74	24,389.55	1,523.18
3	PROSHARES ULTRA S&P500 ETF SYMBOL: SSO	07/16/14	118.42	355.27	09/02/14	120.74	362.22	6.95
120	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 14,537.18 SYMBOL: SSO LOSS DISALLOWED 1,025.38	09/16/14	112.60	13,511.79	10/16/14	104.87	12,584.06	-927.73
47	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 5,402.12 SYMBOL: SSO REPLACEMENT ADDITION 764.97 LOSS DISALLOWED 418.21	10/01/14	122.32	5,748.88	12/16/14	121.71	5,720.36	-28.51
6	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 726.85 SYMBOL: SSO	09/16/14	121.14	726.86	12/16/14	121.71	730.26	3.39
44	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 5,605.16 SYMBOL: SSO REPLACEMENT ADDITION 418.21	11/18/14	136.89	6,023.38	01/05/15	123.96	5,454.20	-569.18
16	PROSHARES ULTRA S&P500 ETF ORIGINAL COST 1,839.01 SYMBOL: SSO LOSS DISALLOWED 260.41	10/01/14	131.21	2,099.44	01/05/15	123.96	1,983.34	-116.09
55	PROSHARES ULTRA S&P500 ETF SYMBOL: SSO	03/02/15	134.87	7,418.07	03/20/15	135.13	7,432.31	14.24

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 315-24397

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
	Short Term Subtotal			2,275,606.87			2,228,906.46	-46,700.26
Report Total				2,275,606.87			2,228,906.46	-46,700.26

Realized Gains or Losses	
Short Term	-46,700.26
Long Term	0.00
Term Unknown	0.00
Short Term includes assets held 12 months or less.	
Long Term includes assets held longer than 12 months + 1 day	

☐ = Wash Sale
☐ = Replacement Stock Transaction

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RBC Wealth Management, a division of RBC Capital Markets, LLC,
 Member NYSE/FINRA/SIPC

Prepared for:
A FRANKLIN PILCHARD FOUNDATION
ATTN KEVIN J RYAN
STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses
From 07/01/2014 through 06/30/2015
As of July 10, 2015
For Account 309-49675

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

	Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term									
	700	LEGGETT & PLATT INC SYMBOL: LEG	03/21/14	32.16	22,511.16	03/18/15	46.09	32,263.80	9,752.64
		Short Term Subtotal			22,511.16			32,263.80	9,752.64
Long Term									
	400	FIRST TRUST MID CAP CORE ALPHADEX FUND SYMBOL: FNX	09/12/13	45.23	18,093.20	03/20/15	54.91	21,964.99	3,871.79
	3,908.7950	MAINSTAY MARKETFIELD FUND CL I SYMBOL: MFLDX	07/05/12	15.35	60,000.00	09/26/14	17.07	66,723.13	6,723.13
	1,485.0220	MAINSTAY MARKETFIELD FUND CL I SYMBOL: MFLDX	02/16/12	14.46	21,473.42	09/26/14	17.07	25,349.33	3,875.91
	400	SPDR INDEX SHARES FUNDS SPDR EURO STOXX 50 ETF SYMBOL: FEZ	09/12/13	37.47	14,987.60	03/20/15	39.24	15,696.83	709.23
		Long Term Subtotal			114,554.22			129,734.28	15,180.06
Report Total					137,065.38			161,998.08	24,932.70

Realized Gains or Losses

Short Term	9,752.64
Long Term	15,180.06
Term Unknown	0.00
Short Term includes assets held 12 months or less Long Term includes assets held longer than 12 months + 1 day	

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Prepared for:
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STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses
From 07/01/2014 through 06/30/2015
As of July 10, 2015
For Account: 300-64416

Prepared by
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Short Term								
3,000	FULL CIRCLE CAPITAL CORP SYMBOL: FULL	06/25/14	7.86	23,586.10	12/31/14	4.44	13,306.54	-10,279.56
1,000	LEGGETT & PLATT INC SYMBOL: LEG	03/21/14	32.16	32,158.51	03/18/15	46.07	46,072.15	13,913.64
	Short Term Subtotal			55,744.61			59,378.69	3,634.08
Long Term								
1,000	FIRST TRUST MID CAP CORE ALPHADEX FUND SYMBOL: FNK	09/12/13	45.20	45,199.00	03/20/15	54.92	54,919.48	9,720.48
8,324,0840	MAINSTAY MARKETFIELD FUND CL I	09/12/13	18.02	150,000.00	09/26/14	17.07	142,092.12	-7,907.88
3,457,8150	SYMBOL: MFLDX MAINSTAY MARKETFIELD FUND CL I	02/16/12	14.46	50,000.00	09/26/14	17.07	59,024.90	9,024.90
1,000	SPDR INDEX SHARES FUNDS SPDR EURO STOXX 50 ETF SYMBOL: FEZ	09/12/13	37.42	37,416.75	03/20/15	39.22	39,221.27	1,804.52
	Long Term Subtotal			282,615.75			295,257.77	12,642.02

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 300-64416

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
Report Total								
				338,360.36			354,636.48	16,276.10
Realized Gains or Losses Short Term 3,634.08 Long Term 12,642.02 Term Unknown 0.00 Short Term includes assets held 12 months or less. Long Term includes assets held longer than 12 months + 1 day								

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Member NYSE/FINRA/SIPC

Prepared for:
A FRANKLIN PILCHARD FOUNDATIO
FOUNDATION (SAGE)
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STE F
6502 JOLIET ROAD
COUNTRYSIDE IL 60525-4661

Schedule of Realized Gains and Losses
From 07/01/2014 through 06/30/2015
As of July 10, 2015
For Account 300-64413

Prepared by:
JOHN KUHLMAN
RBC WEALTH MANAGEMENT
Phone 630/472-5511
Toll-Free 800/564-1135
Fax 630/472-5525

Short Term	Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
	71	ISHARES 1 TO 3 YEAR TREASURY BOND ETF	05/12/14	84.54	6,002.34	12/15/14	84.61	6,007.17	4.83
	130	SYMBOL SHY ISHARES 1-3 YEAR CREDIT BOND ETF	09/27/13	105.27	13,685.14	07/21/14	105.39	13,700.41	15.26
	53	SYMBOL CSJ ISHARES 1-3 YEAR CREDIT BOND ETF	08/23/13	104.90	5,559.67	07/21/14	105.39	5,585.55	25.88
	62	SYMBOL CSJ ISHARES 3 TO 7 YEAR TREASURY BOND ETF	08/26/14	121.76	7,549.31	04/08/15	124.21	7,701.31	151.99
	54	SYMBOL IEF ISHARES 7 TO 10 YEAR TREASURY BOND ETF	09/22/14	103.21	5,573.34	04/08/15	108.42	5,854.84	281.50
	133	SYMBOL IEF ISHARES COHEN & STEERS REIT ETF	05/12/14	87.40	11,623.69	10/14/14	88.81	11,811.86	188.17
	173	SYMBOL ICF ISHARES CORE U S CREDIT BOND ETF	03/26/15	112.72	19,500.53	06/17/15	108.47	18,766.09	-734.44
	9	SYMBOL CRED ISHARES CORE U S CREDIT BOND ETF	09/08/14	111.47	1,003.23	06/17/15	108.47	976.27	-26.95
	11	SYMBOL CRED ISHARES CORE U S CREDIT BOND ETF	07/21/14	111.53	1,226.83	06/17/15	108.47	1,193.22	-33.61
	12	SYMBOL CRED ISHARES IBOX \$ HIGH YIELD CORPORATE BOND ETF	12/22/14	89.84	1,078.08	03/10/15	89.99	1,079.86	1.78
		SYMBOL HYG							

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 300-64413

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
241	ISHARES IBOXX \$ HIGH YIELD CORPORATE BOND ETF SYMBOL: HYG	10/14/14	90.62	21,839.71	03/10/15	89.99	21,687.22	-152.49
9	ISHARES MBS ETF SYMBOL: MBB	05/12/14	107.17	964.52	01/15/15	109.91	989.17	24.64
171	ISHARES MSCI EAFE ETF SYMBOL: EFA	09/27/13	64.34	11,002.46	07/21/14	67.44	11,531.98	529.51
223	ISHARES MSCI EAFE SMALL CAP ETF SYMBOL: SCZ	04/23/14	51.94	11,583.09	09/22/14	49.53	11,046.30	-536.79
180	ISHARES MSCI EAFE VALUE ETF SYMBOL: EFV	03/26/15	54.12	9,741.58	04/10/15	54.55	9,818.85	77.27
38	ISHARES MSCI EAFE VALUE ETF SYMBOL: EFV	12/22/14	51.85	1,970.20	04/10/15	54.55	2,072.87	102.66
198	ISHARES MSCI EAFE VALUE ETF SYMBOL: EFV	04/23/14	58.26	11,535.80	04/10/15	54.55	10,800.74	-735.06
62	ISHARES SHORT TREASURY BOND ETF SYMBOL: SHV	01/15/15	110.27	6,836.74	02/10/15	110.26	6,835.96	-0.78
182	ISHARES SHORT TREASURY BOND ETF ORIGINAL COST: 20,069.14 SYMBOL: SHV	01/15/15	110.27	20,068.26	03/10/15	110.26	20,066.95	-1.31
21	LOSS DISALLOWED 0.87 ISHARES SHORT TREASURY BOND ETF ORIGINAL COST 2,315.61 SYMBOL: SHV	03/26/15	110.28	2,315.87	04/08/15	110.27	2,315.63	-0.23
98	REPLACEMENT ADDITION: 0.25 ISHARES SHORT TREASURY BOND ETF SYMBOL: SHV	01/15/15	110.27	10,806.46	04/08/15	110.27	10,806.25	-0.20
64	ISHARES TIPS BOND ETF SYMBOL: TIP	06/05/14	113.81	7,283.76	08/26/14	114.97	7,357.93	74.17

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 300-64413

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
47	PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE SYMBOL: HYS	03/04/14	106.90	5,024.23	10/14/14	102.96	4,839.01	-185.21
170	PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE SYMBOL: HYS	03/26/15	101.62	17,275.38	06/17/15	100.75	17,127.68	-147.70
228	PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE SYMBOL: HYS	03/10/15	101.61	23,167.08	06/17/15	100.75	22,971.23	-195.84
2,861	POWERSHARES EXCHANGE TRADED FD TR II S&P 500 LOW VOLATILITY SYMBOL: SPLV	07/21/14	35.19	100,666.00	10/20/14	34.78	99,514.54	-1,151.46
213	POWERSHARES GLOBAL EXCHANGE TRADED FD TR EMERGING MARKETS SYMBOL: PCY	09/27/13	27.38	5,831.94	09/22/14	28.66	6,103.78	271.84
105	SPDR S&P 500 ETF TRUST SYMBOL: SPY	05/12/14	189.50	19,897.33	07/21/14	196.82	20,665.88	768.55
60	SPDR S&P 500 ETF TRUST SYMBOL: SPY	11/04/13	176.25	10,575.25	07/21/14	196.82	11,809.08	1,233.82
246	SPDR S&P 500 ETF TRUST SYMBOL: SPY	08/23/13	166.36	40,925.45	07/21/14	196.82	48,417.21	7,491.76
30	SPDR S&P 500 ETF TRUST SYMBOL: SPY	10/14/14	188.50	5,655.02	12/22/14	206.78	6,203.27	548.24
117	SPDR S&P 500 ETF TRUST SYMBOL: SPY	09/22/14	199.23	23,310.40	12/22/14	206.78	24,192.75	882.35
80	SPDR S&P 500 ETF TRUST SYMBOL: SPY	10/20/14	189.35	15,147.86	01/28/15	202.75	16,220.36	1,072.49
37	SPDR S&P 500 ETF TRUST SYMBOL: SPY	10/14/14	188.50	6,974.53	01/28/15	202.75	7,501.92	527.38
62	SPDR S&P 500 ETF TRUST SYMBOL: SPY	10/20/14	189.35	11,739.59	02/10/15	205.70	12,753.27	1,013.67
179	SPDR S&P 500 ETF TRUST SYMBOL: SPY	10/20/14	189.35	33,893.35	03/10/15	205.53	36,789.67	2,896.32

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 300-64413

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
250	VANGUARD FTSE EMERGING MARKETS ETF FTSE EMERGING INDEX SYMBOL VWO	08/26/14	45.55	11,387.40	10/20/14	41.13	10,282.84	-1,104.55
269	VANGUARD FTSE EMERGING MARKETS ETF FTSE EMERGING INDEX SYMBOL VWO	07/21/14	44.16	11,878.48	10/20/14	41.13	11,064.34	-814.14
194	VANGUARD INTL EQUITY INDEX FD FTSE EUROPE ETF SYMBOL VGK	04/23/14	59.58	11,559.37	08/26/14	58.08	11,268.05	-291.32
343	VANGUARD INTL EQUITY INDEX FD FTSE EUROPE ETF SYMBOL VGK	03/26/15	54.84	18,809.43	04/10/15	55.82	19,145.87	336.43
447	VANGUARD INTL EQUITY INDEX FD FTSE EUROPE ETF SYMBOL VGK	01/28/15	53.32	23,836.05	04/10/15	55.82	24,951.03	1,114.98
	Short Term Subtotal			586,304.75			599,828.21	13,523.41
Long Term								
53	ISHARES 1 TO 3 YEAR TREASURY BOND ETF SYMBOL SHY	09/27/13	84.45	4,475.85	12/15/14	84.61	4,484.23	8.37
53	ISHARES 20 PLUS YEAR TREASURY BOND ETF SYMBOL TLT	09/27/13	106.48	5,643.44	10/20/14	121.15	6,420.72	777.28
9	ISHARES CORE U S CREDIT BOND ETF SYMBOL CRED	06/11/13	109.22	982.98	06/17/15	108.47	976.27	-6.70
201	ISHARES CORE U S CREDIT BOND ETF SYMBOL CRED	06/03/13	110.47	22,204.07	06/17/15	108.47	21,803.37	-400.69
8	ISHARES MBS ETF SYMBOL MBB	07/18/13	104.88	839.04	01/15/15	109.91	879.26	40.22
27	ISHARES MBS ETF SYMBOL MBB	06/11/13	105.95	2,860.52	01/15/15	109.91	2,967.50	106.98
305	ISHARES MBS ETF SYMBOL MBB	06/03/13	106.21	32,394.02	01/15/15	109.91	33,521.81	1,127.78

Schedule of Realized Gains and Losses

From 07/01/2014 through 06/30/2015

As of July 10, 2015

For Account 300-64413

Quantity	Description	Open Date	Unit Cost	Net Cost	Close Date	Unit Proceeds	Net Proceeds	Realized Gain/Loss
156	PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE SYMBOL: HYS	09/27/13	105.42	16,445.52	10/14/14	102.96	16,061.40	-384.11
1	PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE SYMBOL: HYS	08/23/13	104.07	104.07	10/14/14	102.96	102.96	-1.11
8	SPDR S&P 500 ETF TRUST SYMBOL: SPY	06/11/13	164.25	1,313.99	07/21/14	196.82	1,574.54	260.55
106	SPDR S&P 500 ETF TRUST SYMBOL: SPY	06/03/13	164.33	17,418.98	07/21/14	196.82	20,862.70	3,443.72
3	STANDARD & POORS MIDCAP 400 SPDR S&P MIDCAP 400 ETF SYMBOL: MDY	08/23/13	221.38	664.13	09/08/14	261.56	784.68	120.55
97	STANDARD & POORS MIDCAP 400 SPDR S&P MIDCAP 400 ETF SYMBOL: MDY	07/18/13	224.29	21,756.09	09/08/14	261.56	25,371.36	3,615.26
90	STANDARD & POORS MIDCAP 400 SPDR S&P MIDCAP 400 ETF SYMBOL: MDY	08/23/13	221.38	19,923.84	09/22/14	254.60	22,913.60	2,989.75
Long Term Subtotal				147,026.54			158,724.40	11,697.85
Report Total				733,331.29			758,552.61	25,221.28

Realized Gains or Losses		
Short Term	13,523.41	
Long Term	11,697.85	
Term Unknown	0.00	
Short Term includes assets held 12 months or less. Long Term includes assets held longer than 12 months + 1 day		

☐ = Wash Sale
☐ = Replacement Stock Transaction

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CRESENT PORK, INC.	18,872.	0.	18,872.	18,872.	
GLENVIEW STATE BANK	324,950.	0.	324,950.	324,950.	
GLENVIEW STATE BANK-PREMIUM AMORTIZATION	-35,124.	0.	-35,124.	-35,124.	
RBC DAIN RAUSCHER	145,342.	0.	145,342.	145,342.	
TO PART I, LINE 4	454,040.	0.	454,040.	454,040.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MPO & CO., 508 N. PLUM GROVE RD., PALATINE, IL 60067	49,940.	12,500.		37,440.
TO FORM 990-PF, PG 1, LN 16B	49,940.	12,500.		37,440.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST MANAGEMENT FEES:	0.	0.		0.
GLENVIEW STATE BANK, GLENVIEW, IL	67,547.	67,547.		0.
RBC CAPITAL MARKETS, OAKBROOK, IL	50,940.	50,940.		0.
TO FORM 990-PF, PG 1, LN 16C	118,487.	118,487.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	517.	0.		517.	
FARM EXPENSES	8,898.	8,898.		0.	
TO FORM 990-PF, PG 1, LN 23	9,415.	8,898.		517.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
12000 SHS-GENERAL ELECTRIC	318,840.	318,840.		
4000 SHS-JOHNSON&JOHNSON	389,840.	389,840.		
4000 SHS-PROCTOR&GAMBLE	312,960.	312,960.		
5000 SHS-WALGREEN	422,200.	422,200.		
10000 SHS-MICROSOFT	441,500.	441,500.		
8000 SHS- PFIZER INC	268,240.	268,240.		
4800 SHS-PEPSICO	448,032.	448,032.		
17000 SHS-CISCO SYSTEMS	466,820.	466,820.		
4000 SHS-AUTOMATIC DATA PROCESSING	320,920.	320,920.		
9000 SHS-TEXAS INSTRUMENTS	463,590.	463,590.		
8000 SHS-SYSCO	288,800.	288,800.		
6000/12000 SHS-STARBUCKS	643,380.	643,380.		
4800 SHS-STRYKER	458,736.	458,736.		
4000 SHS-CATERPILLAR	339,280.	339,280.		
2000 SHS-FEDEX	340,800.	340,800.		
400 SHS-GOOGLE-A	216,016.	216,016.		
4000 SHS-MCDONALD'S	380,280.	380,280.		
9000 SHS-AT&T	319,680.	319,680.		
5000 SHS-ABBOTT LABS	245,400.	245,400.		
5000 SHS-CME GROUP	465,300.	465,300.		
2700 SHS-CHEVRON	260,469.	260,469.		
6000 SHS-EMERSON ELECTRIC	332,580.	332,580.		
3000 SHS-MONSANTO	319,770.	319,770.		
3400 SHS-EXXON MOBIL	249,600.	249,600.		
22952/24355 SHS-HENDERSON GLOBAL	188,998.	188,998.		
7465/8225 SHS-BLACKROCK GLOBAL	168,367.	168,367.		
2682/3829 SHS-FIRST EAGLE GLOBAL	205,482.	205,482.		
8592/8986 SHS-PIMCO FDS	103,345.	103,345.		
24355/16970 SHS-HENDERSON FDS	131,686.	131,686.		
7034/13654 SHS-BLACKROCK GLOBAL	279,492.	279,492.		
3629/2830 SHS-FIRST EAGLE GLOBAL	151,850.	151,850.		
19786/20693 SHS-PIMCO FUNDS	237,977.	237,977.		
545/3815 SHS-APPLE COMPUTER	478,496.	478,496.		

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7959/8594 SHS-FIRST TR HIGH INC	134,417.	134,417.
213/2000 SHS-POWERSHARES EXCHANGE CEF	45,660.	45,660.
5000 SHS-INTEL	152,075.	152,075.
5512/5763 SHS-THORNBURG INV TR	122,983.	122,983.
400 SHS-GOOGLE-C	208,725.	208,725.
553/177 SHS-ISHARES 7 TO 10 YR TREASURY	18,587.	18,587.
313/1082 SHS-GUGENHEIM S&P 500	86,343.	86,343.
525/369 SHS-SPDR S&P 500 ETF TR	75,959.	75,959.
183/153 SHS-ISHARES 1-3 YR CREDIT	16,115.	16,115.
229/361 SHS-ISHARES 1 TO 3 YR TREAS	30,634.	30,634.
353/878 SHS-ISHARES MBS ETF	95,386.	95,386.
53/47 SHS-ISHARES 20 PLUS YR TREAS	5,521.	5,521.
3876/3880 SHS-NORTHERN LTS FD TR	59,668.	59,668.
6000 SHS-FULL CIRCLE CAPITAL	21,420.	21,420.
4175/4513 SHS-INVESCO BALANCED RISK	52,760.	52,760.
11629/11639 SHS-NORTHERN LTS FD	179,005.	179,005.
1333 SHS-CDK GLOBAL	71,955.	71,955.
300 SHS-ISHARES S&P 500 GROWTH	42,128.	42,128.
2696 SHS-ISHARES MSCI EAFE ETF	171,169.	171,169.
640 SHS-WISDOM TREE TR EUROPE	39,418.	39,418.
226 SHS-ISHARES INTERMEDIATE CREDIT	24,602.	24,602.
530 SHS-ISHARES 10+YEAR CREDIT	30,290.	30,290.
201 SHS-ISHARES 3 TO 7 YEAR TREASURY	24,715.	24,715.
52 SHS-ISHARES SHORT TREASURY	5,735.	5,735.
118 SHS-ISHARES TIPS BOND	13,222.	13,222.
654 SHS-CLEARBRIDGE AGGRESSIVE	148,744.	148,744.
3918 SHS-PUTNAM FUNDS TRUST	145,376.	145,376.
11843 SHS-AB SELECT US LONG/SHORT	140,458.	140,458.
436 SHS-CLEARBRIDGE AGGRESSIVE	99,163.	99,163.
2612 SHS-PUTNAM CAPITAL SPECTRUM	96,917.	96,917.
3644 SHS-AB SELECT US LONG/SHORT	43,218.	43,218.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,061,094.	13,061,094.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL PRIME OBLIGATION FUND	931,554.	931,554.
300M BD-IBM	304,311.	304,311.
100,000 CD-UNION BANK	100,270.	100,270.
250,000 BD-AT&T	249,993.	249,993.
300,000 BD-AMERICAN EXPRESS	301,161.	301,161.
300,000 BD-CLARENCE CANNON MO	300,636.	300,636.
200,000 BD-GEORGIA POWER	200,020.	200,020.
325,000 BD-INTEL	328,442.	328,442.
250,000 BD-JEFFERSON OH	251,045.	251,045.
250,000 BD-LYNBROOK NEW YORK	251,235.	251,235.
245,000 BD-MADISON, WISC	248,229.	248,229.
200,000 BD-SAN BUENAVENTURA CA	200,000.	200,000.

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300,000 BD-UNIV OF ALABAMA	300,510.	300,510.
280,000 BD-APPLE COMPUTER	279,868.	279,868.
200,000 BD-BP CAPITAL MARKETS	202,986.	202,986.
200,000 BD-ARLINGTON, TX	200,948.	200,948.
500,000 BD-ATLANTA, GA	500,365.	500,365.
250,000 BD-BOEING CAPITAL	253,953.	253,953.
200,000 BD-SOUTHERN COMPANY	202,270.	202,270.
PRIME MONEY MKY FUND	196,629.	196,629.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,804,425.	5,804,425.

FORM 990-PF

EXPLANATION OF CASH SET-ASIDE
PART XII, LINE 3B

STATEMENT 7

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