

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , and ending

Name of foundation
ED UIHLEIN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
736 N. WESTERN AVENUE 339

City or town, state, and ZIP code
LAKE FOREST, IL 60045

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **7,645,359.** **J** Accounting method: Cash Accrual
 Other (specify)

A Employer identification number
20-5723621

B Telephone number
847-473-3000

C If exemption application is pending, check here

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,440,000.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		93,387.	93,387.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<32,736.>			
b Gross sales price for all assets on line 6a		773,311.			
7 Capital gain net income (from Part IV, line 2)			0.		
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 (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,500,651.	93,387.		
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		3,250.	0.		3,250.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		2,467.	742.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		12,620.	11,535.		1,085.
24 Total operating and administrative expenses. Add lines 13 through 23		18,337.	12,277.		4,335.
25 Contributions, gifts, grants paid		4,262,200.			4,262,069.
26 Total expenses and disbursements. Add lines 24 and 25		4,280,537.	12,277.		4,266,404.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		220,114.			
b Net investment income (if negative, enter -0-)			81,110.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 24 2012

Operating and Administrative Expenses

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	4,008,661.	4,428,366.	4,428,366.
	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			
	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	3,087,030.	2,887,439.	3,216,993.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	7,095,691.	7,315,805.	7,645,359.	
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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	7,095,691.	7,315,805.		
30 Total net assets or fund balances	7,095,691.	7,315,805.		
31 Total liabilities and net assets/fund balances	7,095,691.	7,315,805.		

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	7,095,691.
2 Enter amount from Part I, line 27a	2	220,114.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,315,805.
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	7,315,805.

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	773,311.	806,047.	<32,736.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<32,736.>	
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	<32,736.>
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 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))
2010	2,759,790.	4,317,843.	.639159
2009	2,788,696.	4,257,619.	.654990
2008	1,595,970.	4,845,264.	.329388
2007	1,000.	698,083.	.001432
2006	0.	30,997.	.000000
2	Total of line 1, column (d)		1.624969
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		.324994
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		5,059,204.
5	Multiply line 4 by line 3		1,644,211.
6	Enter 1% of net investment income (1% of Part I, line 27b)		811.
7	Add lines 5 and 6		1,645,022.
8	Enter qualifying distributions from Part XII, line 4 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.		4,266,404.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.	1	811.
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	811.
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	811.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	930.
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	930.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	119.
11	Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> 119. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 ► RICHARD UIHLEIN Telephone no ► 847-473-3000 Located at ► 736 N WESTERN AVE #339, LAKE FOREST, IL ZIP+4 ► 60045			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011?	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 No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
RICHARD E. UIHLEIN 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
LUCIA UIHLEIN HIGGINS 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/SECRETARY 0.00	0.	0.	0.
FREDERICKA ANNE GOLDENBERG 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/TREASURER 0.00	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
NONE		
		0

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

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 THE ED UIHLEIN FOUNDATION IS ORGANIZED AND OPERATED FOR THE SOLE PURPOSE OF MAKING CASH CONTRIBUTIONS TO QUALIFYING PUBLIC CHARITIES. THE FOUNDATION DOES NOT ENGAGE IN ANY	0.
2 OTHER DIRECT CHARITABLE ACTIVITIES.	
	0.
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 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

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	3,282,117.
b	Average of monthly cash balances	1b	1,854,131.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,136,248.
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	5,136,248.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,044.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,059,204.
6	Minimum investment return. Enter 5% of line 5	6	252,960.

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	252,960.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	811.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	811.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	252,149.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	252,149.
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	252,149.

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	4,266,404.
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	4,266,404.
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	811.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,265,593.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				252,149.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				1,321,877.
d From 2009				2,577,233.
e From 2010				2,545,718.
f Total of lines 3a through e	6,444,828.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 4,266,404.				
a Applied to 2010, 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 2011 distributable amount				252,149.
e Remaining amount distributed out of corpus	4,014,255.			
5 Excess distributions carryover applied to 2011 (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:	10,459,083.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,459,083.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				1,321,877.
c Excess from 2009				2,577,233.
d Excess from 2010				2,545,718.
e Excess from 2011				4,014,255.

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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

RICHARD E. UIHLEIN

- 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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCURACY IN ACADEMIA 4455 CONNECTICUT AVENUE N.W. SUITE 330 WASHINGTON, DC 20008	NONE	PUBLIC	GENERAL	3,000.
ACCURACY IN MEDIA 4455 CONNECTICUT AVENUE N.W. SUITE 330 WASHINGTON, DC 20008	NONE	PUBLIC	GENERAL	13,000.
AMERICA'S MAJORITY FOUNDATION 7808 FOSTER, SUITE B OVERLAND, KS 66204	NONE	PUBLIC	GENERAL	20,000.
AMERICANS FOR PROSPERITY FOUNDATION 2111 WILSON BLVD. ARLINGTON, VA 22201	NONE	PUBLIC	GENERAL	30,000.
APOSTLE ISLANDS AREA COMMUNITY FUND 324 WEST SUPERIOR STREET, SUITE 212 DULUTH, MN 55802	NONE	PUBLIC	GENERAL	500.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	4,262,069.
b Approved for future payment				
NONE				
Total				0.

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
CAMP JORN PO BOX 430 MANITOWISH WATERS, WI 54545	NONE	PUBLIC	GENERAL	30,000.
CAPTAIN FREDERICK PABST MANSION, INC. 2000 W. WISCONSIN AVENUE MILWAUKEE, WI 53233	NONE	PUBLIC	GENERAL	250.
CENTER FOR COMPETITIVE POLITICS 124 S. WEST STREET ALEXANDRIA, VA 22314	NONE	PUBLIC	GENERAL	95,000.
CHICAGO HISTORICAL SOCIETY 1601 NORTH CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	GENERAL	2,000.
CHICAGO ZOOLOGICAL SOCIETY 3300 GOLF ROAD BROOKFIELD, IL 60513	NONE	PUBLIC	GENERAL	2,500.
CLARE BOOTHE LUCE POLICY INSTITUTE 112 ELDEN STREET, SUITE P HERNDON, VA 20170	NONE	PUBLIC	GENERAL	68,000.
DELTA WATERFOWL FOUNDATION PO BOX 3128 BISMARCK, ND 58502	NONE	PUBLIC	GENERAL	448.
EAGLE FORUM EDUCATION & LEGAL DEFENSE P.O. BOX 618 ALTON, IL 62002	NONE	PUBLIC	GENERAL	3,000.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC	GENERAL	1,000.
FRANK WARD TRUST 855 SKOKIE HIGHWAY, SUITE D LAKE BLUFF, IL 60044	NONE	PUBLIC	GENERAL	500.
Total from continuation sheets				4,195,569.

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
GILDER LEHRMAN INSTITUTE OF AM. HISTORY 19 WEST 44TH STREET, SUITE 500 NEW YORK, NY 10036	NONE	PUBLIC	GENERAL	7,000.
GREAT LAKES ADAPTIVE SPORTS ASSOCIATION 400 E. ILLINOIS ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	GENERAL	2,000.
GROVE CITY COLLEGE 100 CAMPUS DRIVE GROVE CITY, PA 16127	NONE	PUBLIC	GENERAL	5,000.
GUARDIAN ANGELS OF S.W. FLORIDA 1429 60TH AVENUE W STE 200 BRADENTON, FL 34207	NONE	PUBLIC	GENERAL	10,000.
HIGH FRONTIER PO BOX 1325 FORT DAVIS, TX 79734	NONE	PUBLIC	GENERAL	3,000.
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	NONE	PUBLIC	GENERAL	10,000.
ILLINOIS POLICY INSTITUTE 190 S. LASALLE STREET, SUITE 2130 CHICAGO, IL 60603	NONE	PUBLIC	GENERAL	1,150,000.
INSTITUTE FOR HUMANE STUDIES 3301 NORTH FAIRFAX DRIVE ARLINGTON, VA 22201	NONE	PUBLIC	GENERAL	40,000.
LA CASA ZACHARIAS CENTER 4275 OLD GRAND AVENUE GURNEE, IL 60031	NONE	PUBLIC	GENERAL	
LAKE COUNTY COMMUNITY FOUNDATION 114 SOUTH GENESEE STREET, SUITE 505 WAUKEGAN, IL 60085	NONE	PUBLIC	GENERAL	
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
LAKE FOREST HOSPITAL 660 N. WESTMORELAND ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	GENERAL	10,000.
LAKE FOREST SYMPHONY 50 E. OLD MILL ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	GENERAL	1,000.
LINCOLN PARK ZOO PO BOX 14903 CHICAGO, IL 60614	NONE	PUBLIC	GENERAL	921.
MEDIA RESEARCH CENTER 325 SOUTH PATRICK STREET ALEXANDRIA, VA 22314	NONE	PUBLIC	GENERAL	250,000.
METRO SQUASH 5655 SOUTH UNIVERSITY AVENUE CHICAGO, IL 60697	NONE	PUBLIC	GENERAL	5,000.
NATIONAL LEGAL AND POLICY CENTER 107 PARK WASHINGTON COURT FALLS CHURCH, VA 22046	NONE	PUBLIC	GENERAL	50,000.
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION 8001 BRADDOCK ROAD STE 600 SPRINGFIELD, VA 22151	NONE	PUBLIC	GENERAL	50,000.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE, SUITE 200 SACRAMENTO, CA 95834	NONE	PUBLIC	GENERAL	2,000.
PRO LIFE ACTION LEAGUE 6160 N. CICERO AVE., SUITE 600 CHICAGO, IL 60646	NONE	PUBLIC	GENERAL	4,500.
SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	PUBLIC	GENERAL	2,500.
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
SIDEWALK SUNDAY SCHOOL 1312 27TH STREET ZION, IL 60099	NONE	PUBLIC	GENERAL	1,277,650.
STUDENTS FOR LIBERTY PO BOX 17321 ARLINGTON, VA 22216	NONE	PUBLIC	GENERAL	3,000.
THE FEDERALIST SOCIETY 1015 18TH STREET, N.W., SUITE 425 WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL	100,000.
THE HEARTLAND INSTITUTE 19 SOUTH LASALLE STREET, SUITE 903 CHICAGO, IL 60603	NONE	PUBLIC	GENERAL	5,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20002-4999	NONE	PUBLIC	GENERAL	20,000.
THE JACK MILLER CENTER 111 PRESIDENTIAL BLVD. STE 146 PHILADELPHIA, PA 19004	NONE	PUBLIC	GENERAL	190,000.
THE LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET ARLINGTON, VA 22201	NONE	PUBLIC	GENERAL	150,000.
THE LOVETT SCHOOL 4075 PACES FERRY RD NW ATLANTA, GA 30327	NONE	PUBLIC	GENERAL	15,000.
THE NITTANY CHRISTIAN SCHOOL 1221 W. WHITEHALL ROAD STATE COLLEGE, PA 16801	NONE	PUBLIC	GENERAL	100,000.
THE SEEING EYE P.O. BOX 375 MORRISTOWN, NJ 07963-0375	NONE	PUBLIC	GENERAL	500.
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
U.S. SPORTSMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PKWY COLUMBUS, OH 43229	NONE	PUBLIC	GENERAL	300.
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL	10,000.
WATERFOWL FESTIVAL PO BOX 929 EASTON, MD 21601	NONE	PUBLIC	GENERAL	3,000.
YMCA OF METROPOLITAN CHICAGO 801 N. DEARBORN CHICAGO, IL 60610	NONE	PUBLIC	GENERAL	1,000.
AMERICAN FAMILY BUSINESS FOUNDATION 722 12TH STREET NW 4TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL	125,000.
AMERICAN OPINION FOUNDATION 770 N. WESTHILL BLVD. APPLETON, WI 54914	NONE	PUBLIC	GENERAL	250,000.
CUMBERLAND COLLEGE 6191 CELLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC	GENERAL	1,000.
DANIEL MURPHY SCHOLARSHIP FOUNDATION 100 WEST MONROE, SUITE 500 CHICAGO, IL 60603	NONE	PUBLIC	GENERAL	20,000.
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD SUITE 625 PALMETTO BAY, FL 33157	NONE	PUBLIC	GENERAL	3,000.
FELLOW MORTALS W4632 PALMER ROAD LAKE GENEVA, WI 53147	NONE	PUBLIC	GENERAL	1,000.
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
FOODSTOCK C.O.O.L. 33 N. WAUKEGAN ROAD, SUITE 105 LAKE BLUFF, IL 60044	NONE	PUBLIC	GENERAL	2,500.
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BOULEVARD, SUITE B DAVIS, CA 95616	NONE	PUBLIC	GENERAL	1,000.
GORTON COMMUNITY CENTER (FRIENDS OF GORTON) 400 E. ILLINOIS ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	GENERAL	500.
I BACK JACK FOUNDATION P.O. BOX 41 HARTLAND, WI 53029	NONE	PUBLIC	GENERAL	5,000.
ILLINOIS FAMILY INSTITUTE P.O. BOX 88848 CAROL STREAM, IL 60188	NONE	PUBLIC	GENERAL	1,000.
KENOSHA CIVIL WAR MUSEUM 5400 FIRST AVENUE KENOSHA, WI 53140	NONE	PUBLIC	GENERAL	5,000.
KENOSHA PUBLIC MUSEUM 5500 FIRST AVENUE KENOSHA, WI 53140	NONE	PUBLIC	GENERAL	17,000.
NORTH LAKELAND DISCOVERY CENTER P.O. BOX 237 MANITOWISH WATERS, WI 54545	NONE	PUBLIC	GENERAL	50,000.
LAKE FOREST COLLEGE 555 NORTH SHERIDAN ROAD LAKE FOREST, IL 60045-2338	NONE	PUBLIC	GENERAL	10,000.
NORTH LAKELAND EDUCATION FOUNDATION P.O. BOX 518 MANITOWISH WATERS, WI 54545	NONE	PUBLIC	GENERAL	1,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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).

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.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

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	RICHARD UIHLEIN 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	\$ 4,440,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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

_____ _____ _____	_____ _____ _____
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(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

_____ _____ _____	_____ _____ _____
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(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

_____ _____ _____	_____ _____ _____
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(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

_____ _____ _____	_____ _____ _____
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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 13294 SHARES MFB NORTHERN HI YIELD	P	VARIOUS	12/29/11
b 31799 SHARES MFB NORTHERN FDS FIXED INCOME	P	VARIOUS	02/17/11
c 500 SHARES AFLAC INC	P	VARIOUS	10/31/11
d 50 SHARES APPLE COMPUTER INC	P	03/14/08	10/31/11
e 1200 SHARES CISCO SYS INC	P	VARIOUS	10/31/11
f 250 SHARES EXXON MOBIL CORP	P	03/06/08	10/31/11
g 300 SHARES FEDEX CORP	P	12/24/09	10/31/11
h 225 SHARES GOLDMAN SACHS GROUP INC	P	VARIOUS	10/31/11
i 600 SHARES ITT INDS INC	P	VARIOUS	10/31/11
j 2525 SHARES MFB NORTHERN INTL EQTY INDEX	P	VARIOUS	10/31/11
k 500 SHARES KINETIC CONCEPT INC	P	07/19/07	11/07/11
l 700 SHARES BAXTER INTL INC	P	VARIOUS	12/29/11
m 300 SHARES NEXTERA ENERGY INC COM	P	12/24/11	12/29/11
n 6836 SHARES MFB NORTHERN HI YIELD FXD INC FD	P	VARIOUS	12/29/11
o 500 SHARES SCHLUMBERGER LTD ISIN	P	VARIOUS	12/29/11

(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 93,454.		99,285.	<5,831.>
b 321,168.		312,321.	8,847.
c 22,830.		32,326.	<9,496.>
d 20,331.		6,297.	14,034.
e 21,936.		29,218.	<7,282.>
f 19,972.		21,592.	<1,620.>
g 24,786.		24,909.	<123.>
h 25,069.		38,052.	<12,983.>
i 27,457.		34,501.	<7,044.>
j 24,442.		33,649.	<9,207.>
k 34,250.		28,070.	6,180.
l 34,690.		41,041.	<6,351.>
m 18,221.		15,897.	2,324.
n 48,058.		51,145.	<3,087.>
o 33,494.		37,744.	<4,250.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			<5,831.>
b			8,847.
c			<9,496.>
d			14,034.
e			<7,282.>
f			<1,620.>
g			<123.>
h			<12,983.>
i			<7,044.>
j			<9,207.>
k			6,180.
l			<6,351.>
m			2,324.
n			<3,087.>
o			<4,250.>

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 3 SHARES OCEAN RIG UDW INC	P	03/06/08	12/31/11
b CAPITAL GAIN DISTRIBUTION	P		
c			
d			
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 45.			45.
b 3,108.			3,108.
c			
d			
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			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			45.
b			3,108.
c			
d			
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	<32,736.>
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	93,387.	0.	93,387.
TOTAL TO FM 990-PF, PART I, LN 4	93,387.	0.	93,387.

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
ACCOUNTING FEES	3,250.	0.		3,250.
TO FORM 990-PF, PG 1, LN 16B	3,250.	0.		3,250.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	742.	742.		0.
FEDERAL EXTENSION AND ESTIMATED TAXES PAID	1,725.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,467.	742.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	340.	0.		340.
INVESTMENT FEES	11,535.	11,535.		0.
WIRE TRANSFER FEES	325.	0.		325.
OFFICE SUPPLIES	420.	0.		420.
TO FORM 990-PF, PG 1, LN 23	12,620.	11,535.		1,085.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DETAIL AVAILABLE IN TAXPAYER'S FILE	2,887,439.	3,216,993.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,887,439.	3,216,993.