

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

Department of the Treasury  
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>ED UHLEIN FAMILY FOUNDATION</b>		A Employer identification number <b>20-5723621</b>
Number and street (or P O box number if mail is not delivered to street address) <b>736 N. WESTERN AVENUE</b>	Room/suite <b>339</b>	B Telephone number <b>847-473-3000</b>
City or town, state, and ZIP code <b>LAKE FOREST, IL 60045</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 9,365,988.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	5,465,000.		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	108,365.	108,365.		<b>STATEMENT 1</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	42,725.			
b Gross sales price for all assets on line 6a	119,011.			
7 Capital gain net income (from Part IV, line 2)		42,725.		
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	5,616,090.	151,090.		
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	3,050.	0.		3,050.
c Other professional fees				
17 Interest				
18 Taxes <b>STMT 3</b>	1,648.	927.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 4</b>	25,632.	24,282.		1,350.
24 Total operating and administrative expenses. Add lines 13 through 23	30,330.	25,209.		4,400.
25 Contributions, gifts, grants paid	3,872,171.			3,872,171.
26 Total expenses and disbursements. Add lines 24 and 25	3,902,501.	25,209.		3,876,571.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,713,589.			
b Net investment income (if negative, enter -0-)		125,881.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,428,366.	5,866,188.	5,866,188.
	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 <b>STMT 5</b>	2,887,439.	3,163,206.	3,499,800.
	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 ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>7,315,805.</b>	<b>9,029,394.</b>	<b>9,365,988.</b>	
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 ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
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	7,315,805.	9,029,394.		
<b>30 Total net assets or fund balances</b>	<b>7,315,805.</b>	<b>9,029,394.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>7,315,805.</b>	<b>9,029,394.</b>		

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	7,315,805.
2 Enter amount from Part I, line 27a	2	1,713,589.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,029,394.
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	9,029,394.

**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	<b>SEE ATTACHED STATEMENT</b>		
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	119,011.	76,286.	42,725.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			
b			
c			
d			
e			42,725.

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	42,725.
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))
2011	4,265,593.	5,059,204.	.843135
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

2 Total of line 1, column (d)	2	2.468104
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	.493621
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,293,716.
5 Multiply line 4 by line 3	5	2,613,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,259.
7 Add lines 5 and 6	7	2,614,348.
8 Enter qualifying distributions from Part XII, line 4	8	3,876,571.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,259.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,259.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	840.
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	840.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	419.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>RICHARD UIHLEIN</b> Telephone no. ► <b>847-473-3000</b> Located at ► <b>736 N WESTERN AVE #339, LAKE FOREST, IL</b> ZIP+4 ► <b>60045</b>			
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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.) <b>N/A</b>	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 2012 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 2012.) <b>N/A</b>	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 2012?	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)? **N/A**  
 Organizations relying on a current notice regarding disaster assistance check here

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  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? **7b**  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		

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 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 <span style="float: right;">▶</span>	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	3,460,921.
b	Average of monthly cash balances	1b	1,913,410.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,374,331.
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	5,374,331.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,615.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,293,716.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	264,686.

**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	264,686.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,259.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	263,427.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263,427.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	263,427.

**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	3,876,571.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,876,571.
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	1,259.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	3,875,312.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				263,427.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	1,321,877.			
c From 2009	2,577,233.			
d From 2010	2,545,718.			
e From 2011	4,014,255.			
f Total of lines 3a through e	10,459,083.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,876,571.				
a Applied to 2011, 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 2012 distributable amount				263,427.
e Remaining amount distributed out of corpus	3,613,144.			
5 Excess distributions carryover applied to 2012 (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	14,072,227.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,072,227.			
10 Analysis of line 9:				
a Excess from 2008	1,321,877.			
b Excess from 2009	2,577,233.			
c Excess from 2010	2,545,718.			
d Excess from 2011	4,014,255.			
e Excess from 2012	3,613,144.			

**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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities.					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 or e-mail 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHMENT				3,872,171.
<b>Total</b>			<b>▶ 3a</b>	3,872,171.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.

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 categories like Program service revenue, Membership dues, Dividends, and Net rental income.

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.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with columns Yes and No. Rows include 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c. All 'No' boxes are checked with an 'X'.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

May the IRS discuss this return with the preparer shown below (see Instr)? [ ] Yes [X] No

Paid Preparer Use Only Print/Type preparer's name: REBECCA GOTTFRIED Preparer's signature: [Signature] Firm's name: DELOITTE TAX LLP Firm's address: 555 EAST WELLS STREET MILWAUKEE, WI 53202

**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

**2012**

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) (2012)

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	\$ 5,465,000.	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
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____



FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DETAIL AVAILABLE IN TAXPAYER'S FILE	3,163,206.	3,499,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,163,206.	3,499,800.

Ed Uihlein Family Foundation  
 EIN 20-5723621  
 Attachment to Part XV

NAME	ADDRESS	PURPOSE	BOOK AMOUNT	RELATIONSHIP
Accuracy in Academia	4455 Connecticut Avenue, N W, Ste 330, Washington, D C 20008	General Charity	3,000 00	None
Accuracy in Media	4455 Connecticut Avenue, N W, Ste 330, Washington, D C 20008	General Charity	15,000 00	None
Camp Jom	PO Box 430, #28 Red Feather Road, Manitowish Waters, WI 54545	General Charity	10,000 00	None
Captain Frederick Pabst Mansion, Inc	2000 West Wisconsin Ave, Milwaukee, WI 53233	General Charity	250 00	None
Center for Competitive Politics	124 West Street South, Ste 201, Alexandria, VA 22314	General Charity	100,000 00	None
Chicago Historical Society	1601 North Clark Street, Chicago, IL 60614-6038	General Charity	2,000 00	None
Chicago Hope Academy	2189 W Bowler St., Chicago, IL 60612	General Charity	5,000 00	None
Chicago Zoological Society	3300 Golf Road Brookfield, IL 60513-0719	General Charity	2,500 00	None
Christ Church of Longboat Key	8400 Gulf of Mexico Drive, Longboat Key, FL 34228	General Charity	25,000 00	None
Care Booths Luce Policy Institute	112 Elden Street, Suite P, Herndon, VA 20170	General Charity	50,000 00	None
Cumberland College	816 Walnut Street, Williamsburg, KY 40769-9983	General Charity	1,500 00	None
Delta Waterfowl Foundation	P O Box 3128, Blismark, ND 58502	General Charity	500 00	None
Diamond Anniversary Campaign	550 Hatheway Circle, Lake Forest, IL 60045	General Charity	10,000 00	None
Ducks Unlimited	One Waterfowl Way, Memphis, TN 38120-2351	General Charity	50,000 00	None
Eagle Forum Education & Legal Defense	P O Box 618, Alton, IL 62002	General Charity	3,000 00	None
Ellenhowe Medical Center	39000 Bob Hope Drive, Rancho Mirage, CA 92270	General Charity	1,000 00	None
Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, FL 33157	General Charity	3,500 00	None
The Federalist Society	1015 18th Street, N W, Suite 425, Washington, D C 20036	General Charity	100,000 00	None
Fellow Mortals	W4632 Palmer Road, Lake Geneva, WI 53147	General Charity	1,000 00	None
Foundation for Teaching Economics	260 Russell Boulevard, Suite B, Davis, CA 95618	General Charity	1,000 00	None
Frank Ward Trust	855 Skokde Highway, Suite D, Lake Bluff, IL 60044	General Charity	500 00	None
Gilder Lehrman Institute of Am. History	19 West 44th Street, Suite 500, New York, NY 10036	General Charity	10,000 00	None
Gorton Children's Drop-In Center	400 E Illinois Road, Lake Forest, IL 60045	General Charity	5,000 00	None
Great Lakes Adaptive Sports Association	400 E Illinois Road, Lake Forest, IL 60045	General Charity	2,000 00	None
Grove City College	100 Campus Drive, Grove City, PA 16127	General Charity	10,000 00	None
Guardian Angels of S W Florida	1426-60th Ave West, Suite 200, Bradenton, FL 34207	General Charity	10,000 00	None
The Heartland Institute	19 South LaSalle Street, Suite 903, Chicago, IL 60603	General Charity	5,000 00	None
The Heritage Foundation	214 Massachusetts Avenue, NE, Washington, D C 20002-4999	General Charity	20,000 00	None
High Frontier	PO Box 1325, Fort Davis, TX 79734	General Charity	3,500 00	None
Hillsdale College	33 East College Street, Hillsdale, MI 48242	General Charity	25,000 00	None
I Back Jack Foundation	P O Box 41, Hartland, WI 53029	General Charity	5,000 00	None
Illinois Family Institute	P O Box 89848, Carol Stream, IL 60188	General Charity	2,000 00	None
Illinois Policy Institute	190 South LaSalle Street, Suite 2130, Chicago, IL 60603	General Charity	900,000 00	None
Institute for Humane Studies	3301 North Fairfax Drive, Suite 440, Arlington, VA 22201-4432	General Charity	250,000 00	None
The Jack Miller Center	111 Presidential Blvd., Suite 146, Philadelphia, PA 19004	General Charity	25,000 00	None
The Jack Miller Center	111 Presidential Blvd., Suite 146, Philadelphia, PA 19004	General Charity	68,000 00	None
Kanoshia Child War Museum	5400 First Avenue, Kanosh, WI 83140	General Charity	5,000 00	None
Kanoshia Public Museum	5500 First Avenue, Kanosh, WI 83140	General Charity	5,000 00	None
Lacasa Zacharias Center	4275 Old Grand Avenue, Guimes, IL 60031	General Charity	10,000 00	None
Lake County Community Foundation	114 South Genesee Street, Suite 505, Waukegan, IL 60085	General Charity	1,000 00	None
Lake Forest College	555 North Sheridan Road, Lake Forest, IL 60045-2338	General Charity	25,000 00	None
Lake Forest College	555 North Sheridan Road, Lake Forest, IL 60045-2338	General Charity	25,000 00	None
Lake Forest Northwestern Hospital	650 N Westmoreland Road, Lake Forest, IL 60045	General Charity	20,000 00	None
Lake Forest Symphony	800 North Shore Drive, Suite 109A, Lake Bluff, IL 60044-2217	General Charity	1,000 00	None
Landmark Legal Foundation	19415 Deerfield Ave, Suite 312, Leesburg, VA 20176	General Charity	5,000 00	None
The Leadership Institute	1101 North Highland Street, Arlington, VA 22201	General Charity	200,000 00	None
Lincoln Park Zoo	2001 North Clark Street, Chicago, IL 60614	General Charity	1,000 00	None
Living Lands & Waters	17624 Route 84 North Great River Road, East Moline, IL 61244	General Charity	5,000 00	None
The Lovett School	4075 Peaces Ferry Road, N W, Atlanta, GA 30327-3099	General Charity	50,000 00	None
MacArthur Institute	800 46th Avenue, East Moline, IL 61244	General Charity	250 00	None
The Machver Institute	44 East Millin Street, Suite 201, Madison, WI 53703	General Charity	2,500 00	None
Manitowish Waters Bike Trail, Inc	P O Box 326, Manitowish Waters, WI 54545	General Charity	180,000 00	None
Media Research Center	325 South Patrick Street, Alexandria, VA 22314-3580	General Charity	150,000 00	None
Metro Squash	5655 South University Avenue, Chicago, IL 60697	General Charity	0 00	None
Metro Squash	5655 South University Avenue, Chicago, IL 60697	General Charity	100,000 00	None
Montessori School of Lake Forest	13700 West Laurel Drive, Lake Forest, IL 60045	General Charity	2,500 00	None
National Legal & Policy Center	107 Park Washington Court, Falls Church, VA 22046	General Charity	50,000 00	None
Navy SEAL Foundation	1619 D Street, Bldg 5325, Virginia Beach, VA 23459	General Charity	500 00	None
The Nitany Christian School	1221 W Whitahall Road, State College, PA 16801	General Charity	50,000 00	None
North Lakeland Education Foundation	P O Box 518, Manitowish Waters, WI 54545	General Charity	1,000 00	None
Pacific Legal Foundation	3900 Lannane Drive, Suite 200, Sacramento, CA 95834	General Charity	2,500 00	None
The Peregrine Fund	5698 West Flying Hawk Lane, Boise, ID 83709	General Charity	250 00	None
Pro Life Action League	6180 N Cicero Ave., Suite 600, Chicago, IL 60648	General Charity	6,000 00	None
Rocky Mountain Elk Foundation	5705 Grant Creek, Missoula MT 59808	General Charity	1,500 00	None
Second Amendment Foundation	James Madison Building, 12500 N E Tenth Place, Bellevue, WA 98005	General Charity	1,000 00	None
The Seeing Eye	P O Box 375, Morristown, NJ 07963-0375	General Charity	200 00	None
The Seeing Eye	P O Box 375, Morristown, NJ 07963-0375	General Charity	500 00	None
Shedd Aquarium	1200 South Lake Shore Drive, Chicago, IL 60605	General Charity	2,500 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	110,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	15,000 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	50,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	80,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	500 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	4,636 71	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	80,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	2,250 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	4,776 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	309 46	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	80,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	20,000 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	80,833 37	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	20,000 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Charity	95,833 33	None
Students for Liberty	PO Box 17321, Arlington, VA 22218	General Charity	3,500 00	None
Teach for America	300 West Adams Street, Suite 1000, Chicago, IL 60606	General Charity	75,000 00	None
U S Sportsman's Alliance Foundation	801 Kingsmill Parkway, Columbus, OH 43229	General Charity	250 00	None
Washington Legal Foundation	2009 Massachusetts Ave, N W, Washington, D C 20036	General Charity	10,000 00	None
Waterfowl Festival	40 S Harrison Street, Easton, MD 21801	General Charity	3,000 00	None
The Wetlands Initiative	53 West Jackson Boulevard, Suite 1015, Chicago, IL 60604-3658	General Charity	2,500 00	None
YMCA of Metropolitan Chicago	801 North Dearborn St., Chicago, IL 60610	General Charity	1,000 00	None

3,872,171 17

ED UHLEIN FAMILY 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 0.500 SHS - PHILLIPS 66 COM	P	10/31/11	05/01/12
b 142 SHS - PHILLIPS 66 COM	P	10/31/11	06/07/12
c 40 SHS - APPLE COMPUTERS	P	03/06/08	02/24/12
d 50 SHS - COLGATE PALMOLIVE	P	09/02/10	02/24/12
e 250 SHS - ORACLE CORP	P	07/11/08	02/24/12
f 100 SHS - PROCTER & GAMBLE	P	04/14/18	02/24/12
g 550 SHS - MEDCO HEALTH SOLUTIONS	P	VARIOUS	04/03/12
h 0.500 SHS - EXPRESS SCRIPTS HLDG	P	02/28/08	04/20/12
i 250 SHS - MFC ISHARES TR BARCLAYS TIPS BD FD PROT	P	12/24/09	08/29/12
j CAPITAL GAIN DISTRIBUTION	P		
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 16.		17.	<1.>
b 4,554.		4,795.	<241.>
c 20,799.		4,940.	15,859.
d 4,648.		3,749.	899.
e 7,365.		5,202.	2,163.
f 6,688.		7,015.	<327.>
g 40,240.		24,559.	15,681.
h 28.		28.	0.
i 30,155.		25,981.	4,174.
j 4,518.			4,518.
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			<1.>
b			<241.>
c			15,859.
d			899.
e			2,163.
f			<327.>
g			15,681.
h			0.
i			4,174.
j			4,518.
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	42,725.
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