efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491286004041

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation
The Poetry Foundation

A Employer identification number
36-2490808

Number and street (or P O box number if mail is not delivered to street address)
61 West Superior Street

Room/suite

B Telephone number (see page 10 of the instructions)
(312) 787-7070

City or town, state, and ZIP code
Chicago, IL 60654

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 ▶ ☐

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)* ▶$ 207,613,718

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,080,078			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	45,014	45,014	45,014	
	4	Dividends and interest from securities	2,189,154	2,189,154	2,189,154	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-341,919			
	b	Gross sales price for all assets on line 6a 6,154,856				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain			465,974	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	656,018	33,864	636,408	
	12	**Total.** Add lines 1 through 11	3,628,345	2,268,032	3,336,550	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	521,912	111,205	111,205	410,708
	14	Other employee salaries and wages	1,020,869	8,000	8,000	1,017,677
	15	Pension plans, employee benefits	503,520	11,121	11,121	492,150
	16a	Legal fees (attach schedule)	86,795	8,680	8,680	78,792
	b	Accounting fees (attach schedule)	70,701	0	0	70,701
	c	Other professional fees (attach schedule)	665,536	0	0	703,001
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	99,839	0	0	142,275
	19	Depreciation (attach schedule) and depletion	147,671	1,385	1,385	
	20	Occupancy	448,691	11,532	11,532	508,905
	21	Travel, conferences, and meetings	397,576	0	0	419,858
	22	Printing and publications	1,014,515	0	458,164	686,479
	23	Other expenses (attach schedule)	934,173	293,581	256,107	492,311
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,911,798	445,504	866,194	5,022,857
	25	Contributions, gifts, grants paid	725,194			0
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,636,992	445,504	866,194	5,022,857
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,008,647			
	b	**Net investment income** (if negative, enter -0-)		1,822,528		
	c	**Adjusted net income** (if negative, enter -0-)			2,470,356	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	55,717	49,957	49,957
2	Savings and temporary cash investments	1,949,867	5,656,515	5,656,515
3	Accounts receivable ▶ 22,259,039			
	Less allowance for doubtful accounts ▶ 1,431	56,201,115	22,257,608	22,257,608
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	116,581	151,893	151,893
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	54,613,263	81,285,829	81,285,829
c	Investments—corporate bonds (attach schedule)	16,816,025	36,270,826	36,270,826
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,272,605	12,276,696	12,276,696
14	Land, buildings, and equipment basis ▶ 15,786,960			
	Less accumulated depreciation (attach schedule) ▶ 1,253,972	9,011,919	14,532,988	14,532,988
15	Other assets (describe ▶)	37,340,460	35,131,406	35,131,406
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	179,377,552	207,613,718	207,613,718
Liabilities				
17	Accounts payable and accrued expenses	869,476	1,365,132	
18	Grants payable			
19	Deferred revenue	489,653	500,707	
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)	0	15,000,000	
22	Other liabilities (describe ▶)	7,135	5,276	
23	**Total liabilities** (add lines 17 through 22)	1,366,264	16,871,115	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	140,636,780	156,033,443	
25	Temporarily restricted	37,243,066	34,577,718	
26	Permanently restricted	131,442	131,442	
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	178,011,288	190,742,603	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	179,377,552	207,613,718	

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	178,011,288
2	Enter amount from Part I, line 27a	2	-3,008,647
3	Other increases not included in line 2 (itemize) ▶	3	15,739,962
4	Add lines 1, 2, and 3	4	190,742,603
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	190,742,603

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-341,919
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	465,974

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 page 18 of 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))
2009			
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☑ and enter "N/A" on line 1 Date of ruling or determination letter 2008-08-01 **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	N/A
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	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** 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 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶www poetryfoundation org

14 The books are in care of ▶CAREN SKOULAS Telephone no ▶(312) 799-8001

Located at ▶61 WEST SUPERIOR STREET CHICAGO IL ZIP+4 ▶60654

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 page 20 of the instructions)		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 ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2010?		4b		No

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)? (see page 22 of the instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** **No**

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? ☐ 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** **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**

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 (see page 22 of the instructions).

(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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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
CATHY HALLEY 61 WEST SUPERIOR STREET CHICAGO,IL 60654	ONLINE EDITOR 35 0	97,850	19,872	
STEPHEN YOUNG 61 WEST SUPERIOR STREET CHICAGO,IL 60654	PROGRAM DIRECTOR 35 0	91,530	33,712	
DON SHARE 61 WEST SUPERIOR STREET CHICAGO,IL 60654	ASSOCIATE EDITOR 35 0	73,550	43,410	
BETH ALLEN 61 WEST SUPERIOR STREET CHICAGO,IL 60654	PROJECT MANAGER 35 0	72,799	34,460	
TRAVIS NICHOLS 61 WEST SUPERIOR STREET CHICAGO,IL 60654	ASSOCIATE EDITOR 35 0	61,800	25,294	

Total number of other employees paid over $50,000 ▶ 3

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Norcon Inc 661 West Ohio Street CHICAGO,IL 60654	Construction	4,195,490
Tierra Innovations Inc 45 Main Street Suite 1008 BROOKLYN,IL 11201	Web Design Services	319,940
US Equities Development LLC 20 N Michigan Avenue Suite 400 CHICAGO,IL 60602	PROPERTY PLANNING	195,790
John Ronan Architects 420 West Huron Street CHICAGO,IL 60654	Architecture Service	184,939
Mayer Brown LLP 2027 Collection Drive CHICAGO,IL 60693	Legal Services	151,579
Total number of others receiving over $50,000 for professional services. . . . . ▶		9

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 "POETRY" MAGAZINE- SEE PAGE 18	2,040,570
2 POETRYFOUNDATION ORG- SEE PAGE 19	2,373,465
3 EDUCATIONAL AND PUBLIC PROGRAMS- SEE PAGE 20	3,405,769
4 LILLY AWARDS AND OTHER PRIZES- SEE PAGE 21	474,805

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	92,656,873
b	Average of monthly cash balances	1b	14,189,716
c	Fair market value of all other assets (see page 24 of the instructions)	1c	39,642,127
d	**Total** (add lines 1a, b, and c)	1d	146,488,716
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	146,488,716
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,197,331
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	144,291,385
6	**Minimum investment return.** Enter 5% of line 5	6	7,214,569

Part XI **Distributable Amount** (see page 25 of the 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	
2a	Tax on investment income for 2010 from Part VI, line 5	2a			
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	

Part XII **Qualifying Distributions** (see page 25 of the 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	5,022,857
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	5,622,629
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,645,486
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 (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,645,486

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008 , 2007 , 2006		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 10,645,486				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2010 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. . . . . . . ▶ 2008-08-01

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	2,470,356	999,915	877,715	1,672,426	6,020,412
b 85% of line 2a	2,099,803	849,928	746,058	1,421,562	5,117,351
c Qualifying distributions from Part XII, line 4 for each year listed	10,645,486	5,267,744	5,876,200	12,718,151	34,507,581
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	10,645,486	5,267,744	5,876,200	12,718,151	34,507,581
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)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	4,809,713	3,550,368	3,192,253	3,178,807	14,731,141
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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

Stephen Young Program Director
61 West Superior Street
Chicago, IL 60654
(312) 799-8002

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

FOR GRANTS TO EXEMPT ORGANIZATIONS, APPLICATIONS SHOULD BE MADE BY LETTER AND SHOULD INCLUDE INFORMATION ABOUT THE REQUESTING ORGANIZATION AND A DETAILED DESCRIPTION OF HOW THE GRANT WILL BE USED APPLYING ORGANIZATIONS SHOULD INCLUDE DOCUMENTS VERIFYING TAX STATUS APPLICATIONS FOR SUPPORT FOR NEEDY POETS SHOULD BE MADE BY LETTER BY INDIVIDUALS NOT RELATED TO THE POET INFORMATION THAT ALLOWS THE FOUNDATION TO VERIFY THE POET'S STATUS MUST BE PROVIDED

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES GRANT APPLICATIONS ARE REVIEWED PERIODICALLY ON A YEAR ROUND BASI

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

THE POETRY FOUNDATION IS A PRIVATE OPERATING FOUNDATION AND PRIMARILY RUNS ITS OWN PROGRAMS WE HAVE A SMALL GRANTS PROGRAM FOR ORGANIZATIONS WHOSE WORK IS CONSISTENT WITH THE FOUNDATION'S MISSION AND WHO MAY BE BETTER ABLE TO FULFILL THE FOUNDATION'S MISSION IN PARTICULAR AREAS WE ALSO HAVE A SMALL FUND TO PROVIDE FINANCIAL SUPPORT TO POETS IN EMERGENCY FINANCIAL SITUATIONS, PRIMARILY RELATED TO HEALTHCARE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				725,194
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a MAGAZINE SUBSCRIPTIONS					544,568
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	45,014	
4 Dividends and interest from securities			14	2,189,154	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	29,435	
8 Gain or (loss) from sales of assets other than inventory			18	-341,919	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		7,487		1,996,212	544,568

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,548,267

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1a	Supports distribution of magazine to broadest possible audience

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2011-10-11 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☑	PTIN
Preparer's Signature	ANN PETRIE			
Firm's name	GRANT THORNTON LLP		Firm's EIN	
Firm's address	175 W JACKSON BLVD STE 2000 CHICAGO, IL 60604		Phone no (312) 856-0200	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491286004041

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of organization
The Poetry Foundation

Employer identification number
36-2490808

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, aggregate 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 aggregate 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 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)

Name of organization
The Poetry Foundation

Employer identification number
36-2490808

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RUTH LILLY CHARITABLE REMAINDER TRU 101 W WASHINGTON ST INDIANAPOLIS, IN 46255	$ 1,080,078	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
The Poetry Foundation

Employer identification number
36-2490808

Part II **Noncash Property** (see Instructions)

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

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

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

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

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

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

Name of organization
The Poetry Foundation

Employer identification number
36-2490808

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 36-2490808
Name: The Poetry Foundation

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	PUBLICLY TRADED SECURITIES - CAP GN DIST	P		
B	PUBLICLY TRADED SECURITIES - CAP GN DIST	P		
C	PUBLICLY TRADED SECURITIES - CAP GN DIST	P		
D	PUBLICLY TRADED SECURITIES - SHORT TERM	P		
E	PUBLICLY TRADED SECURITIES - LONG TERM	P		
F	LT CAPITAL GAIN FROM K-1S	P		
G	ST CAPITAL GAIN FROM K-1S	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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	163,940			163,940
B	95,530			95,530
C	12,798			12,798
D	1,704,868		1,550,919	153,949
E	3,338,315		4,945,856	-1,607,541
F	527,380			527,380
G	312,025			312,025

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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				163,940
B				95,530
C				12,798
D				153,949
E				-1,607,541
F				527,380
G				312,025

Form 990PF Part VIII Line 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
Deborah Cummins 61 West Superior Street Chicago, IL 60654	TRUSTEE 2 0	0	0	0
Thomas C Cronin 61 West Superior Street Chicago, IL 60654	TRUSTEE 2 0	0	0	0
Susan Page Estes 61 West Superior Street Chicago, IL 60654	TRUSTEE 2 0	0	0	0
Celia Hilliard 61 West Superior Street Chicago, IL 60654	TRUSTEE 2 0	0	0	0
Ethel R Kaplan 61 West Superior Street Chicago, IL 60654	TRUSTEE 2 0	0	0	0
John J Kenney 61 West Superior Street Chicago, IL 60654	VICE CHAIR 2 0	0	0	0
Sylvia Manning 61 West Superior Street Chicago, IL 60654	trustee 2 0	0	0	0
Donald G Marshall 61 West Superior Street Chicago, IL 60654	Chair 2 0	0	0	0
Robert C McCormack 61 West Superior Street Chicago, IL 60654	trustee 2 0	0	0	0
Daniel Menaker 61 West Superior Street Chicago, IL 60654	Trustee 2 0	0	0	0
Patricia Nissen 61 West Superior Street Chicago, IL 60654	vice chair 2 0	0	0	0
Charlie Pierce 61 West Superior Street Chicago, IL 60654	Trustee 2 0	0	0	0
Paul Ruxin 61 West Superior Street Chicago, IL 60654	Trustee 2 0	0	0	0
Robert Wedgeworth 61 West Superior Street Chicago, IL 60654	secretary 2 0	0	0	0
Benna Wilde 61 West Superior Street Chicago, IL 60654	Trustee 2 0	0	0	0
Addie S Baker 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Gilda R Buchbinder 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Andy Austin Cohen 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Bryan Fuermann 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Ruth Horwich 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Eileen Mackevich 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Diana Prince 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
Rudolph Rasin 61 West Superior Street Chicago, IL 60654	EMERITUS 1 0	0	0	0
John Barr 61 West Superior Street Chicago, IL 60654	President 35 0	252,750	58,592	0
Caren Skoulas 61 West Superior Street Chicago, IL 60654	CFO 35 0	173,300	53,607	0
Christian Wiman 61 West Superior Street Chicago, IL 60654	Editor 35 0	95,862	46,261	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Abigail Deutsch 130 E 94th St Apt 9A New York City, NY 10128	None	Individual	Editor's Prize for Reviewing	1,000
Academy of American Poets 584 Broadway Suite 604 New York, NY 10012	None	PUBLIC CHARITY	National Poetry Month Contribution	10,000
Aidan Gilrain-McKenna 417 Cherokee St Bethlehem, PA 18015	None	Individual	Recitation Prize	100
Alexander Barnes 523 Strawberry Lane Ashland, OR 97520	None	Individual	Recitation Prize	100
Alexandria Smith 28097 Barley Run Seaford, DE 19973	None	Individual	Recitation Prize	100
Alpharetta High School 3595 Webb Bridge Road Alpharetta, GA 30342	None	PUBLIC CHARITY	Grant for book purchase	200
American Heart Association 7272 Greenville Ave Dallas, TX 75231	None	PUBLIC CHARITY	Memorial Donation	100
American Public Media 480 Cedar St Saint Paul, MN 55101	None	PUBLIC CHARITY	Sponsorship of The Writer?s Almanac	120,000
Amy Lemmon Bowen 23-68 Crescent St Apt 2 Astoria, NY 11105	None	INDIVIDUAL	In Memory of Robert Bowen	2,500
Annetta L Martin 2137 W Pierce St Milwaukee, WI 53204	None	INDIVIDUAL	Recitation Prize	100
Anthony Braxton 554 20th Street Dunbar, WV 25064	None	INDIVIDUAL	Recitation Prize	200
Ashland High School 201 S Mountain Ave Ashland, OR 97520	None	PUBLIC CHARITY	Grant for book purchase	200
Auburn High School 405 South Dean Road Auburn, AL 36830	None	PUBLIC CHARITY	Grant for book purchase	500
Auburn High School 405 South Dean Road Auburn, AL 36830	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
AWP Mail Stop 1E3 George Mason Univers Fairfax, VA 22030	None	PUBLIC CHARITY	AWP Conference Sponsorship	10,000
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Beechwood High School 54 Beechwood Rd Ft Mitchell, KY 41017	None	PUBLIC CHARITY	Grant for book purchase	500
Beechwood High School 54 Beechwood Rd Ft Mitchell, KY 41017	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Bentonville High School 1801 SE J Street Bentonville, AR 72712	None	PUBLIC CHARITY	Grant for book purchase	500
Box Elder High School 380 S 600 W Brigham City, UT 84302	None	PUBLIC CHARITY	Grant for book purchase	500
Brandon Valley High School 301 S Splitrock Blvd Brandon, SD 57005	None	PUBLIC CHARITY	Grant for book purchase	500
Brandon Valley High School 301 S Splitrock Blvd Brandon, SD 57005	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Brianna Anderson 4402 4th St W West Fargo, ND 58078	None	INDIVIDUAL	Recitation Prize	100
Brooklyn Arts Council 55 Washington St 218 Brooklyn, NY 11201	None	PUBLIC CHARITY	Alzheimer's Poetry Project	5,000
Brooklyn N Copeland 105 11th Street NW Carmel, IN 46032	None	INDIVIDUAL	Ruth Lilly Fellowship	15,000
Burlington High School 52 Institute Rd Burlington, VT 05401	None	PUBLIC CHARITY	Grant for book purchase	500
Butler Traditional High School 2222 Crums Lane Louisville, KY 40216	None	PUBLIC CHARITY	Grant for book purchase	200
Caria Lee 2540 W Moreland Blvd Apt 402 Shaker Heights, OH 44120	None	INDIVIDUAL	Recitation Prize	200
Carol V Decker 41783 Stumptown Road Leesburg, VA 20176	None	INDIVIDUAL	Recitation Prize	200
Carver Magnet High School 2100 S Victory St Houston, TX 77088	None	PUBLIC CHARITY	Grant for book purchase	200
Casha Gloria Mills 1017 N 22nd Street Kansas City, KS 66102	None	INDIVIDUAL	Recitation Prize	200
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Cass Technical High School 2501 Second Ave Detroit, MI 48201	None	PUBLIC CHARITY	Grant for book purchase	500
Catherine McAuley High School 631 Stevens Ave Portland, ME 04103	None	PUBLIC CHARITY	Grant for book purchase	500
Cedar Ridge High School 1125 New Grady Brown School Rd Hillsborough, NC 27278	None	PUBLIC CHARITY	Grant for book purchase	200
Cedar Tree Classical Christian School 20601 NE 29th Ave Ridgefield, WA 98642	None	PUBLIC CHARITY	Grant for book purchase	200
Central High School 423 E Central St Springfield, MO 65802	None	PUBLIC CHARITY	Grant for book purchase	200
Chantal L Tribble 20865 Coventry Lane Brookfield, WI 53045	None	INDIVIDUAL	Recitation Prize	200
Chantal L Tribble 20865 Coventry Lane Brookfield, WI 53045	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Chattahoochee High School 5230 Taylor Rd Johns Creek, GA 30022	None	PUBLIC CHARITY	Grant for book purchase	500
Chicago Poetry Slam Inc 804 N Oak Park Ave Oak Park, IL 60302	None	PUBLIC CHARITY	The Encyclopedia Show	2,500
Chicago State University Foundation 9501 S King Drive/ADM 322 Chicago, IL 60628	None	PUBLIC CHARITY	The Gwendolyn Brooks Center	2,500
Chinwe Obodo 5002 13th Street NW Washington, DC 20011	None	INDIVIDUAL	Recitation Prize	100
Christianna Clark 1145 Robinhood Lane Norman, OK 73072	None	INDIVIDUAL	Recitation Prize	100
Christina Green 17827 12th Road Plymouth, IN 46563	None	INDIVIDUAL	Recitation Prize	100
Christopher D Shannon 133 Engert Ave 1R Brooklyn, NY 11222	None	INDIVIDUAL	Ruth Lilly Fellowship	15,000
Chugiak High School 16525 S Birchwood Loop Road Chugiak, AK 99567	None	PUBLIC CHARITY	Grant for book purchase	200
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Clarissa Lotson 259 Gregory Ave West Orange, NJ 07052	None	INDIVIDUAL	Recitation Prize	200
Claude Mumbere 94 Lyman Ave Burlington, VT 05401	None	INDIVIDUAL	Recitation Prize	200
Colleen Murphy c/o Blue Ridge School 273 Mayo Dri St George, VA 22935	None	INDIVIDUAL	Recitation Prize	100
Coppell High School 185 W Parkway Blvd Coppell, TX 75019	None	PUBLIC CHARITY	Grant for book purchase	500
Crook County High School 1100 SE Lynn Blvd Priceville, OR 97754	None	PUBLIC CHARITY	Grant for book purchase	500
Crook County High School 1100 SE Lynn Blvd Priceville, OR 97754	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Crossroads College Prep School 500 De Baliviere Avenue St Louis, MO 63112	None	PUBLIC CHARITY	Grant for book purchase	500
David Douglas Jr 2400 Fruge St 608 Lake Charles, LA 70601	None	INDIVIDUAL	Recitation Prize	200
Deangelo Mykel Renard 23024 Nicks Rd Mandeville, LA 70471	None	INDIVIDUAL	Recitation Prize	100
Design for a Cure 2 East Erie Ave 3109 Chicago, IL 60611	None	PUBLIC CHARITY	Memorial Donation	100
DeVonna Smith 1818 Steuben Road Reading, PA 19602	None	INDIVIDUAL	Recitation Prize	200
DeVonna Smith 1818 Steuben Road Reading, PA 19602	None	INDIVIDUAL	3rd Place National Scholarship Prize	5,000
Dickson County High School 509 Henslee Dr Dickson, TN 37055	None	PUBLIC CHARITY	Grant for book purchase	200
Dizzy Henderson 1206 East F Street Moscow, ID 83843	None	INDIVIDUAL	Recitation Prize	200
Donte Wright 7200 TC Jester Houston, TX 77088	None	INDIVIDUAL	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Dora Malech 419 Magowan Ave Iowa City, IA 52246	None	INDIVIDUAL	Ruth Lilly Fellowship	15,000
Dorothea Grossman 2414 S Barrington Ave 302 Los Angeles, CA 90064	None	INDIVIDUAL	J Howard and Barbara M J Wood Prize	5,000
Dr Augustin Stahl School PO Box 62-920 Bayamon, PR 00961	None	PUBLIC CHARITY	Grant for book purchase	200
Durs Grunbien Am Friedrichshain 2 Berlin, DE D-10407 GM	None	INDIVIDUAL	Editor's Prize for Feature Article	1,000
Eleanor Ross Taylor 2030 Westmoreland Street Apt 201 Falls Church, VA 22043	None	INDIVIDUAL	Ruth Lilly Poetry Prize	100,000
Emily Orellana 2955 Lakeside Drive Apt 129D Reno, NV 89509	None	INDIVIDUAL	Recitation Prize	200
Emily Orellana 2955 Lakeside Drive Apt 129D Reno, NV 89509	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Erin Connolly 51 Riverside Drive Vernon, CT 06066	None	INDIVIDUAL	Recitation Prize	200
Eugene Ashley High School 555 Halyburton Memorial Pkwy Wilmington, NC 28412	None	PUBLIC CHARITY	Grant for book purchase	500
Eva MeiLing Pollitt 1377 Adams Street Denver, CO 80206	None	INDIVIDUAL	Recitation Prize	100
Gabriel Figueredo Cond Torres del Parque Apt 1210 Bayamon, PR 00956	None	INDIVIDUAL	Recitation Prize	100
Geraldine R Dodge Foundation 14 Maple Ave PO Box 1239 Morristown, NJ 07962	None	PUBLIC CHARITY	Friends of the Festival	10,000
Giselle Tran 302 South 50th Ave Omaha, NE 68132	None	INDIVIDUAL	Recitation Prize	100
Grace Rants 2740 S Glass Street Sioux City, IA 51106	None	INDIVIDUAL	Recitation Prize	200
Greg Butler 1342 Sheridan St NW Washington, DC 20011	None	INDIVIDUAL	Recitation Prize	200
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Griffin Freeman 6165 Millwick Dr Johns Creek, GA 30005	None	INDIVIDUAL	Recitation Prize	200
Guild Complex PO Box 478880 Chicago, IL 60647	None	INDIVIDUAL	To Support Literary Programs	7,500
Hannah Glavin 5 McCormick Drive Hockessin, DE 19707	None	INDIVIDUAL	Recitation Prize	200
Hardin Valley Academy 11345 Hardin Valley Road Knoxville, TN 37932	None	PUBLIC CHARITY	Grant for book purchase	500
Harron Atkins 11391 Whitehill St Detroit, MI 48224	None	INDIVIDUAL	Recitation Prize	200
Helena High School 1300 Billings Avenue Helena, MT 59601	None	PUBLIC CHARITY	Grant for book purchase	200
Hellgate High School 900 S Higgins Missoula, MT 59801	None	PUBLIC CHARITY	Grant for book purchase	500
Ian Taylor 8454 Timberwood Road Woodbury, MN 55125	None	INDIVIDUAL	Recitation Prize	200
Illinois Arts Alliance 203 N Wabash Suite 1920 Chicago, IL 60601	None	PUBLIC CHARITY	Institutional Partner Membership	1,000
Illinois State Historical Society PO Box 1800 Springfield, IL 62705	None	PUBLIC CHARITY	Robert Stuart Fitzgerald Historical Marker	500
JMW School for the Performing and Visual Arts 350 Division Street Pawtucket, RI 02860	None	PUBLIC CHARITY	Grant for book purchase	500
Jakob Kramer 6300 N 7th Street Lincoln, NE 68521	None	INDIVIDUAL	Recitation Prize	200
John D O'Bryant School of Math & Science 55 Malcom X Bldg 3 Roxbury, MA 01960	None	PUBLIC CHARITY	Grant for book purchase	500
John D O'Bryant School of Math & Science 55 Malcom X Bldg 3 Roxbury, MA 01960	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Jon Adams 5211 Newland Ave Cheyenne, WY 82001	None	INDIVIDUAL	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Kamden Hilliard 95-204 Pahiku Pl Miliani, HI 96789	None	INDIVIDUAL	Recitation Prize	100
Karson Pederson PO Box 1045 Watford City, ND 58854	None	INDIVIDUAL	Recitation Prize	200
Kate Moran 221 Tyler Avenue St Micahels, MD 21663	None	INDIVIDUAL	Recitation Prize	100
Kelsey Cain 1101 SE Benton St Bentonville, AR 72712	None	INDIVIDUAL	Recitation Prize	200
Kent State Univ FND Inc Wick Poetry 301 Satterfield Hall Kent, OH 44242	None	PUBLIC CHARITY	Wick Poetry Center - Traveling Stanzas program	2,500
Kristen Dupard 308 Carr Meadow Dr Ridgeland, MS 39157	None	INDIVIDUAL	Recitation Prize	200
Kristin Tsuo 3 Vista Dr Princeton, NJ 08540	None	INDIVIDUAL	Recitation Prize	100
Lakeidra Chavis 4353 9th Street Apt 4 Fort Wainwright, AK 99703	None	INDIVIDUAL	Recitation Prize	200
Laura A Leichum 1833 19th Street NW 1A Washington, DC 20009	None	INDIVIDUAL	John Frederick Nims Memorial Prize	500
Laura Kathryn Lindsay 105 Hiwassee Dr Starkville, MS 39759	None	INDIVIDUAL	Recitation Prize	100
Lauren Garretson HC 64 Box 101 Hillsboro, WV 24946	None	INDIVIDUAL	Recitation Prize	100
Lea DiMarchi 4831 Kahala Ave Honolulu, HI 96816	None	INDIVIDUAL	Recitation Prize	200
LeeAnn Swager 318 Anden Hall Drive Columbia, SC 29229	None	INDIVIDUAL	Recitation Prize	200
Liberty High School 1115 Linden St Bethlehem, PA 18018	None	PUBLIC CHARITY	Grant for book purchase	200
Lila Kohrman-Glaser 32 Huntingtown Road Newton, CT 06470	None	INDIVIDUAL	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Lulu Hawkes 19 Gateway Commons Drive Gorham, ME 04038	None	INDIVIDUAL	Recitation Prize	200
Margaret Payne 24937 Lauderdale Street Mooresville, AL 35649	None	INDIVIDUAL	Recitation Prize	100
Maria Zuniga 149 Hollywood Drive Coppell, TX 75019	None	INDIVIDUAL	Recitation Prize	200
Mark Reifenheiser 2354 Bonifacio St 14 Concord, CA 94520	None	INDIVIDUAL	Recitation Prize	100
Marty McCarthy PO Box 15297 Wilmington, NC 28408	None	INDIVIDUAL	Recitation Prize	200
Mary Beth Yancey 1390 Jones Creek Road Dickson, TN 37055	None	INDIVIDUAL	Recitation Prize	100
Melissa Johnston 1200 Lakota Ave Brandon, SD 57005	None	INDIVIDUAL	Recitation Prize	200
Melissa Johnston 1200 Lakota Ave Brandon, SD 57005	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Michaela Murray 384 Park St Dorchester, MA 02124	None	INDIVIDUAL	Recitation Prize	200
Michaela Murray 384 Park St Dorchester, MA 02124	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Miciah Meadowcroft 102 NW Bassel Rd Vancouver, WA 98685	None	INDIVIDUAL	Recitation Prize	100
Milwaukee High School of the Arts 2300 W Highland Ave Milwaukee, WI 53233	None	PUBLIC CHARITY	Grant for book purchase	500
Milwaukee High School of the Arts 2300 W Highland Ave Milwaukee, WI 53233	None	PUBLIC CHARITY	Grant for book purchase	200
Milwaukee High School of the Arts 2300 W Highland Ave Milwaukee, WI 53233	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Miriam Bird Greenberg 1236 23rd Ave Oakland, CA 94606	None	INDIVIDUAL	Ruth Lilly Fellowship	15,000
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Monument Mountain Regional High School 600 Stockbridge Rd Great Barrington, MA 01230	None	PUBLIC CHARITY	Grant for book purchase	200
Morgan Joyce Williams 3005 Barrybrook Dr Springfield, IL 62702	None	INDIVIDUAL	Recitation Prize	200
Morgan Joyce Williams 3005 Barrybrook Dr Springfield, IL 62702	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Morgan Wiggan 1268 New Country Rd Dayton, ME 04005	None	INDIVIDUAL	Recitation Prize	100
Moscow High School 402 East Fifth Street Moscow, ID 83843	None	PUBLIC CHARITY	Grant for book purchase	500
Moscow High School 402 East Fifth Street Moscow, ID 83843	None	PUBLIC CHARITY	Grant for book purchase	200
Mount St Mary High School 2801 S Shartel Ave Oklahoma City, OK 73109	None	PUBLIC CHARITY	Grant for book purchase	200
Naomi Blackwell 3813 E Calle Guaymas Tuscon, AZ 85716	None	INDIVIDUAL	Recitation Prize	100
Nathaniel Dunaway 101 SE Williamson Dr Prineville, OR 97754	None	INDIVIDUAL	Recitation Prize	200
Nathaniel Dunaway 101 SE Williamson Dr Prineville, OR 97754	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Nathaniel Klug 64 Edwards St Apt B New Haven, CT 06511	None	INDIVIDUAL	Ruth Lilly Fellowship	15,000
New Gate Field School 5237 Ashton Rd Sarasota, FL 34233	None	PUBLIC CHARITY	Grant for book purchase	200
Newtown High School 12 Berkshire Rd Sandy Hook, CT 06482	None	PUBLIC CHARITY	Grant for book purchase	200
NFT Texas Heart Fund 5350 Poplar Avenue Suite 430 Memphis, TN 38119	None	PUBLIC CHARITY	Poet in Need Donation	2,500
Nicole Andrews 2004 E Holiday Street Springfield, MO 65804	None	INDIVIDUAL	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Nicole Bartlett 5501 Century Lane Las Cruces, NM 88012	None	INDIVIDUAL	Recitation Prize	200
North Smithfield High School 412 Greenville Road North Smithfield, RI 02896	None	PUBLIC CHARITY	Grant for book purchase	200
Northfield School of the Liberal Arts 701 E 37th St North Wichita, KS 67219	None	PUBLIC CHARITY	Grant for book purchase	200
Olivia Vordenberg 2 Twilight Farm Lane Amherst, NH 30031	None	INDIVIDUAL	Recitation Prize	200
Olivia Vordenberg 2 Twilight Farm Lane Amherst, NH 30031	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Omaha Central High School 124 N 20 Street Omaha, NE 68102	None	PUBLIC CHARITY	Grant for book purchase	200
Onate High School 5700 Mesa Grande Dr Las Cruces, NM 88001	None	PUBLIC CHARITY	Grant for book purchase	500
Pacific Grove High School 615 Sunset Dr Pacific Grove, CA 93950	None	PUBLIC CHARITY	Grant for book purchase	500
Parkview Christian School 4400 North 1st Street Lincoln, NE 68521	None	PUBLIC CHARITY	Grant for book purchase	500
Paul A Hoover 369 Molino Ave Mill Valley, CA 94941	None	INDIVIDUAL	Frederick Bock Prize	500
Plainfield East High School 12001 S Naperville Rd Plainfield, IL 60585	None	PUBLIC CHARITY	Grant for book purchase	200
Plymouth High School 1 Big Red Drive Plymouth, IN 46563	None	PUBLIC CHARITY	Grant for book purchase	200
Pocahontas County High School Rte 1 Box 133A Dunmore, WV 24934	None	PUBLIC CHARITY	Grant for book purchase	200
Poetry Society of America 15 Gramercy Park New York, NY 10003	None	PUBLIC CHARITY	General Support	10,000
Poets House 10 River Terrace New York, NY 10282	None	PUBLIC CHARITY	Poetry Programs	10,000
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Professional Performing Arts School 328 West 48th St New York, NY 11104	None	PUBLIC CHARITY	Grant for book purchase	200
Punahou School 1601 Punahou Street Honolulu, HI 96822	None	PUBLIC CHARITY	Grant for book purchase	500
Punahou School 1601 Punahou Street Honolulu, HI 96822	None	PUBLIC CHARITY	Grant for book purchase	200
Rafael J Rivera Quinones 523 Blvd de la Media Luna Carolina, PR 00987	None	INDIVIDUAL	Recitation Prize	200
Rainshadow Community Charter High School 121 Vesta ST Reno, NV 89502	None	PUBLIC CHARITY	Grant for book purchase	500
Rainshadow Community Charter High School 121 Vesta ST Reno, NV 89502	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Rapheal Mathis 13865 Cambridge Circle Plainfield, IL 60544	None	INDIVIDUAL	Recitation Prize	100
Reading High School 801 N 13th Street Reading, PA 19604	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Recitation 1st Place School Prize (10 Schools) 61 West Superior Street Chicago, IL 60654	None	PUBLIC CHARITY	Grant for book purchase	5,000
Recitation 1st Place School Prize (15 Schools) 61 West Superior Street Chicago, IL 60654	None	PUBLIC CHARITY	Grant for book purchase	3,000
Recitation 1st Place Student Prize (3 Students) 61 West Superior Street Chicago, IL 60654	None	INDIVIDUAL	Recitation Prize	600
Recitation 2nd Place Student Prize (12 Students) 61 West Superior Street Chicago, IL 60654	None	INDIVIDUAL	Recitation Prize	1,200
Recitation Finalist (1 Student) 61 West Superior Street Chicago, IL 60654	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
Regan Sims 359 Fort Washington Ave 6G New York, NY 10033	None	INDIVIDUAL	Recitation Prize	100
Renae Perry 4017 Westbrook Dr Stillwater, OK 74074	None	INDIVIDUAL	Recitation Prize	200
Total . . . . ▶ 3a				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Richard A Fammeree 805 Michigan Ave Apt 1 Evanston, IL 60202	None	INDIVIDUAL	Poet in Need Donation	2,500
Richard Montgomery High School 250 Richard Montgomery Drive Rockville, MD 20852	None	PUBLIC CHARITY	Grant for book purchase	500
Richard Montgomery High School 250 Richard Montgomery Drive Rockville, MD 20852	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Ridgeland High School 586 Sunnybrook Road Ridgeland, MS 39157	None	PUBLIC CHARITY	Grant for book purchase	500
Robert Marchand 1010 Pacific Grove Lane Pacific Grove, CA 93950	None	INDIVIDUAL	Recitation Prize	200
Rockville High School 70 Loveland Hill Road Vernon, CT 06066	None	PUBLIC CHARITY	Grant for book purchase	500
Ron Silliman 262 Orchard Rd Paoli, PA 19301	None	INDIVIDUAL	Levinson Prize	500
Roosevelt High School 540 Eureka Rd Wyandotte, MI 48192	None	PUBLIC CHARITY	Grant for book purchase	200
Saints Peter and Paul High 900 High St Easton, MD 21601	None	PUBLIC CHARITY	Grant for book purchase	200
Samuel Opoku 11672 Community Ctr Dr 79 Northglenn, CO 80233	None	INDIVIDUAL	Recitation Prize	200
Samuel Opoku 11672 Community Circle Dr 79 Northglenn, CO 80233	None	INDIVIDUAL	Finalist for National Scholarship Prize	1,000
San Diego Symphony Orchestra Assoc 1245 Seventh Ave San Diego, CA 92101	None	PUBLIC CHARITY	Sponsorship of Children's Event	25,000
Sara Ellingrod PO Box 33 Clearmont, WY 82835	None	INDIVIDUAL	Recitation Prize	200
Sarah Jamieson 1055 Perazzo Ln Fallon, NV 89406	None	INDIVIDUAL	Recitation Prize	100
Savannah Hillebrand 7899 So Leewynn Dr Sarasota, FL 34240	None	INDIVIDUAL	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Savannah Levins 230 May Apple Ln Alpharette, GA 30005	None	INDIVIDUAL	Recitation Prize	100
Savannah Miller 1713 James Basford Pl Mt Pleasant, SC 29466	None	INDIVIDUAL	Recitation Prize	100
Seaford High School 399 N Market St Seaford, DE 19973	None	PUBLIC CHARITY	Grant for book purchase	200
Shanley High School 5600 - 25th Street South Fargo, ND 58104	None	PUBLIC CHARITY	Grant for book purchase	200
Shannon McCullam 533 W 200 North Brigham City, UT 84302	None	INDIVIDUAL	Recitation Prize	200
Shatyra Hall 2149 SW 120th Ave Miramar, FL 33025	None	INDIVIDUAL	Recitation Prize	200
Shawnee Mission North High School 7401 Johnson Drive Overland Park, KS 66202	None	PUBLIC CHARITY	Grant for book purchase	500
Sioux City East High School 5011 Mayhew Ave Sioux City, IA 57106	None	PUBLIC CHARITY	Grant for book purchase	500
Small Press Distribution 1341 7th St Berkeley, CA 94710	None	PUBLIC CHARITY	Sponsorship for The Bee-In	1,000
Society for the Arts in Healthcare 2437 15th St NW Washington, DC 20009	None	PUBLIC CHARITY	Conference Sponsorship	2,500
Souhegan High School 331 Boston Post Rd Amherst, NH 03031	None	PUBLIC CHARITY	Grant for book purchase	500
Souhegan High School 331 Boston Post Rd Amherst, NH 03031	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Southside High School 4100 Gary Fort Smith, AR 72903	None	PUBLIC CHARITY	Grant for book purchase	200
Southwest Learning Center 10301 Candelaria Rd NE Albuquerque, NM 87112	None	PUBLIC CHARITY	Grant for book purchase	200
Spencer Reece 72 Edgehill Road New Haven, CT 06511	None	INDIVIDUAL	Friends of Literature Prize	500
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Springfield High School 101 S Lewis 585 Simon Hall Springfield, IL 62704	None	PUBLIC CHARITY	Grant for book purchase	500
Springfield High School 101 S Lewis 585 Simon Hall Springfield, IL 62704	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
St Johnsbury Academy 1000 Main Street St Johnsbury, VT 50819	None	PUBLIC CHARITY	Grant for book purchase	200
St Peter's Academy 895 Beth Road New Market, AL 35761	None	PUBLIC CHARITY	Grant for book purchase	200
Stadium High School 111 North E St Tacoma, WA 98403	None	PUBLIC CHARITY	Grant for book purchase	500
Starkville High School 603 Yellow Jacket Dr Starkville, MS 39759	None	PUBLIC CHARITY	Grant for book purchase	200
Steffi McNerney 7402 E Pipe Springs Pl Tucson, AZ 85750	None	INDIVIDUAL	Recitation Prize	200
Stella Shannon 240 E Spruce Missoula, MT 59802	None	INDIVIDUAL	Recitation Prize	200
Steven Tsai 2706 Orchard St North Bellmore, NY 11710	None	INDIVIDUAL	Recitation Prize	200
Stillwater High School 1224 N Husband Stillwater, OK 74075	None	PUBLIC CHARITY	Grant for book purchase	500
Summer Awad 1212 Wallingford Road Knoxville, TN 37923	None	PUBLIC CHARITY	Recitation Prize	200
Susan Elder 3501 E 101st St N Valley Center, KS 67147	None	INDIVIDUAL	Recitation Prize	100
Sydney Hermanson 979 Woonsocket Hill Rd North Smithfield, RI 02896	None	INDIVIDUAL	Recitation Prize	100
Terry Lee Watkins Jr 1295 Pennsylvania Ave St Louis, MO 63130	None	INDIVIDUAL	Recitation Prize - 2009, EMILY DICKSON MUSEUM	200
Tessa Crosby 3001 S Bishop Jones Pl Sioux Falls, SD 57103	None	PUBLIC CHARITY	Recitation Prize	100
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
The Poetry Trust The Cut 9 New Cut Halesworth, Suffolk, GB IP19 8BY UK	None	PUBLIC CHARITY	The Festival Lecture Sponsorship	1,344
Third Coast International Audio Festival 848 E Grand Ave Chicago, IL 60611	None	PUBLIC CHARITY	Sponsorship of Third Coast Filmless Festival	650
Thornton Academy 438 Main St Saco, ME 04072	None	PUBLIC CHARITY	Grant for book purchase	200
Thornton High School 9351 N Washington St Thornton, CO 80229	None	PUBLIC CHARITY	Grant for book purchase	500
Thornton High School 9351 N Washington St Thornton, CO 80229	None	PUBLIC CHARITY	Grant for book purchase, Finalist	500
Toby Ziemba 210 N Sixth Street Mebane, NC 27302	None	INDIVIDUAL	Recitation Prize	100
Tori DiMartile 12 Princeton Ave Ft Mitchell, KY 41017	None	INDIVIDUAL	2nd Place National Scholarship Prize	10,000
Triniti Pankuch 5928 Osuna Road NE Apt K Alburquerque, NM 87109	None	INDIVIDUAL	Recitation Prize	100
Tristan E Sokol III 318 South Monroe St Moscow, ID 83843	None	INDIVIDUAL	Recitation Prize	100
Tucson High Magnet School 400 N 2nd Ave Tucson, AZ 85705	None	PUBLIC CHARITY	Grant for book purchase	200
Tuscarora High School 801 N King St Leesburg, VA 20176	None	PUBLIC CHARITY	Grant for book purchase	500
Tyler Poteet 3423 Hardwood Forest Drive Louisville, KY 40214	None	INDIVIDUAL	Recitation Prize	100
University Gardens PO Box 71325-268 San Juan, PR 00936	None	INDIVIDUAL	Grant for book purchase	500
Valzhyna Cortese 839 Park Ave Apt 3 Baltimore, MD 21201	None	INDIVIDUAL	Bess Hokin Prize	1,000
Victoria M DiMartile 12 Princeton Ave Ft Mitchell, KY 41017	None	INDIVIDUAL	Recitation Prize	200
Total . . . . ▶ **3a**				725,194

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
W C Mepham High School 2401 Camp Ave Bellmore, NY 11510	None	PUBLIC CHARITY	Grant for book purchase	500
Warsaw Community High School 1 Tiger Lane Warsaw, IN 46580	None	PUBLIC CHARITY	Grant for book purchase	500
Washington-Marion Magnet High 2802 Pine View St Lake Charles, LA 70615	None	PUBLIC CHARITY	Grant for book purchase	500
Watford City High School 100 3rd St NE Watford City, ND 58854	None	PUBLIC CHARITY	Grant for book purchase	500
WETA 2775 S Quincy St Arlington, VA 22206	None	PUBLIC CHARITY	Sponsorship- PBS NewsHour	200,000
Will Hamel 3402 N 25th Street Tacoma, WA 98406	None	INDIVIDUAL	Recitation Prize	200
William Monroe High School 254 Monroe Dr Stanardsville, VA 22973	None	PUBLIC CHARITY	Grant for book purchase	200
William T McFatter Technical High School 6500 Nova Drive Davie, FL 33317	None	PUBLIC CHARITY	Grant for book purchase	500
Wilmington Christian School 825 Loveville Road Hockessin, DE 19707	None	PUBLIC CHARITY	Grant for book purchase	500
Woodbury High School 2665 Woodlane Drive Woodbury, MN 55125	None	PUBLIC CHARITY	Grant for book purchase	500
Young Chicago Authors 1180 N Milwaukee Ave 2nd Floor Chicago, IL 60622	None	PUBLIC CHARITY	Grant	7,500
Youssef Biaz 2360 Springwood Drive Auburn, AL 36830	None	INDIVIDUAL	Recitation Prize	200
Youssef Biaz 2360 Springwood Drive Auburn, AL 36830	None	INDIVIDUAL	1st Place National Scholarship Prize	20,000
Zach Rooker 2228 S Stonebridge Rd Warsaw, IN 46580	None	INDIVIDUAL	Recitation Prize	200
Total . . . . ▶ **3a**				725,194

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a MISCELLANEOUS REVENUE			01	3,965	
b ROYALTY REVENUE			15	4,429	
c WEB REFERRALS			01	173	
d SINGLE COPY SALE INCOME			01	3,558	
e DISTRIBUTOR GROSS SALE INCOME			01	48,672	
f TAX REFUND			01	13,731	
g ADVERTISING INCOME	541800	31,043	41		
h K-1 UBI LOSS	900099	-23,556			

TY 2010 Accounting Fees Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	70,701	0	0	70,701

TY 2010 All Other Program Related Investments Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category	Amount
NONE	

TY 2010 Depreciation Schedule

Name: The Poetry Foundation

EIN: 36-2490808

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491286004041

TY 2010 General Explanation Attachment

Name: The Poetry Foundation
EIN: 36-2490808

Identifier	Return Reference	Explanation
Poetry Magazine	Form 990-PF, Part IX-A	"POETRY MAGAZINE" - $ 2,040,570 Established in 1912, POETRY magazine continues to present not only the best new poetry written by distinguished American poets, but actively seeks out exciting work by emerging new or undiscovered writers The magazine also focuses on current issues relating to poetry in the culture, as well as presenting critical exchanges, debates, reviews, and special features The magazine receives and reads over 90,000 submissions of poetry a year and publishes 11 issues a year Circulation was over 28,000 in December 2010, up from 25,000 in 2009 In addition to the print edition, the magazine is now available online and its editors offer frequent podcasts in conjunction with each new issue
Poetryfoundation org	Form 990-PF, Part IX-A	"POETRY FOUNDATION ORG" - $2,373,465 The Foundation has extended its distribution activities from the printed to the electronic word, creating a major web site for poetry The web site is a source for news, reading lists, archives of selected works of poetry, study aids, and other resources In 2010, the Foundation's Poetry Tool provided public access to over 10,000 poems The web site also supports POETRY magazine and other Foundation programs The Foundation utilizes the web site to develop new audiences for poetry through quality content and innovative programming that reaches out to users from children to seniors, casual readers to serious students of poetry In 2010, the web site had 5 million unique visitors and 1 7 million podcast downloads An Iphone App was introduced in 2010 with over 160 thousand downloads in its first year This was a 50% increase of 2009 audience for the website Additionally, free poetry videos are offered for both adult and childrens' poetry users
Educational and Public Programs	Form 990-PF, Part IX-A	"EDUCATIONAL AND PUBLIC PROGRAMS" - $3,405,769 The Foundation offers many types of programs to the public to expand the audience for poetry In partnership with the National Endowment for the Arts, the Foundation offers a national program of poetry recitation in high schools By encouraging high school students to memorize and perform great poems, Poetry Out Loud invites the dynamic aspects of slam poetry, spoken word, and theater into the English class This exciting new program, which began in 2005, helps students master public speaking skills, build self-confidence, and learn about their literary heritage The 2009/2010 program included nearly 320,000 students from across the country The Foundation also offers programs through the media that reached a total audience of over 14 million in 2010 These programs include television, radio and newspaper In addition, the Foundation presents staged readings, lectures and performances of poetry with audience attendance at 2,500 in 2010 The Foundation newest program, a poetry institute entered into its second program in 2010 developing case studies for the development of successful community based poetry programs
Lilly Awards and Other Prizes	Form 990-PF, Part IX-A	"LILLY AWARDS AND OTHER PRIZES" - $474,805 The Foundation awards prizes annually with an emphasis on under-recognized poets and types of poets Taken as a whole, the Foundation's awards program serves its mission to discover and celebrate what is best in poetry and to promote it before the largest possible audience The awards also directly support and encourage poets
Building, Land, and Equipment Schedule-Noninvestment	PART II, LINE 14	Cost Accumulated Net Book Depreciation Value Land $7,263,478 None $7,263,473 Leasehold Improvements $ 441,355 $441,355 NONE Equipment $ 332,995 $305,780 $ 27,214 Website $ 841,040 $496,208 $ 344,832 Books $ 27,835 $ 10,629 $ 17,207 Construction in Progress $6,880,258 NONE $6,880,258 Total $15,786,960 $1,253,972 $14,532,988
Building, Land, and Equipment Schedule-Noninvestment	Part I, Line 19	Description Date Cost Accum Method Life Total Property Acquired Basis Depr Depr Depre Ex Land Var $7,263,478 None NONE NONE NONE Leaseholds Var $ 441,355 $441,355 S-L 4 $ 2,147 Equipment Var $ 332,995 $305,780 S-L VAR $ 12,606 Website Var $ 841,040 $496,208 S-L 3 $118,916 Books Var $ 27,835 $ 10,629 S-L 10 $ 2,784 CIP Var $6,880,258 None NONE NONE NONE TOTAL $15,786,960 $1,253,972 $136,452

TY 2010 Investments Corporate Bonds Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUND BONDS	36,270,826	36,270,826

TY 2010 Investments Corporate Stock Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMESTIC EQUITIES	54,102,351	54,102,351
INTERNATIONAL EQUITIES	27,183,478	27,183,478

TY 2010 Investments - Other Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PRIVATE EQUITY	FMV	3,428,855	3,428,855
REAL ESTATE	FMV	0	0
NATURAL RESOURCES	FMV	804,830	804,830
DB POWERSHARES ETF	FMV	4,793,011	4,793,011
MORGAN STANLEY PRIME PROPERTY	FMV	3,250,000	3,250,000

TY 2010 Land, Etc. Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2010 Legal Fees Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	86,795	8,680	8,680	78,792

TY 2010 Mortgages and Notes Payable Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Total Mortgage Amount: 15000000

Item No.	1
Lender's Name	BUILDING PROJECT
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	15000000
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2010 Other Assets Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LILLY TRUSTS-BENEFICIAL INT	37,239,000	34,573,652	34,573,652
BOND ISSUANCE COST, NET	101,460	557,754	557,754

TY 2010 Other Expenses Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EQUIPMENT RENTAL & MAINTENANCE	6,723	0	0	6,812
ADVERTISING	258,540	0	187,004	98,209
OFFICE SUPPLIES	16,206	376	376	16,011
TELEPHONE	18,549	643	643	20,230
POSTAGE & MESSENGER	19,637	0	0	19,755
BOOKS/CDS	14,832	0	0	14,482
COMPUTER WEBSITE DEVLOPMENT	177,345	2,599	2,599	196,060
OFFICE INSURANCE	60,854	2,154	2,154	56,978
AUDIO & VIDEO RECORDING	11,224	0	0	11,474
BAD DEBTS	10,342	0	0	10,007
BANK AND INVESTMENT FEES	79,709	63,331	63,331	16,376
DUES/MEMBERSHIP	11,274	0	0	9,891
RECRUITMENT	10,684	0	0	10,684
GENERAL & ADMINISTRATIVE	13,776	0	0	5,342
OTHER EXPENSES FROM K-1S	224,478	224,478	0	0

TY 2010 Other Income Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Earned Subscription	544,568	0	544,568
Single Copy Sale Income	3,558	0	3,558
Distributor Gross Sale Income	48,672	0	48,672
Advertising Revenue	31,043	0	31,043
Royalty Revenue	4,429	4,429	4,429
Web Referrals	173	0	173
Miscellaneous Revenue	3,965	0	3,965
TAX REFUND	13,731	0	0
EXCLUDE K-1 UBI Loss	0	23,556	0
ORDINARY BUSINESS LOSS FROM K-1S	-15,880	-15,880	0
NET RENTAL INCOME FROM K-1S	655	655	0
ROYALTY INCOME FROM K-1S	4,081	4,081	0
NET SEC 1231 GAIN FROM K-1S	2,093	2,093	0
OTHER INCOME FROM K-1S	14,930	14,930	0

TY 2010 Other Increases Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	12,366,379
K-1S INCOME/LOSS TIMING ADJUSTMENTS	310,583
CHANGE IN BENEFICIAL INTEREST IN LILLY	3,063,000
TRUST	0

TY 2010 Other Liabilities Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Description	Beginning of Year - Book Value	End of Year - Book Value
UNCLAIMED PROPERTY	7,135	5,276

TY 2010 Other Professional Fees Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	665,536	0	0	703,001

TY 2010 Taxes Schedule

Name: The Poetry Foundation

EIN: 36-2490808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SOCIAL SECURITY / MEDICARE	99,839	0	0	99,839
TAX EXPENSE	0	0	0	42,436

THE POETRY FOUNDATION

BY-LAWS

November 10, 2004
Amended June 12, September 19, 2007, December 5, 2007, June 10, 2008, September 16, 2009, and March 10, 2010

MISSION STATEMENT

The Poetry Foundation (the "Foundation") is an independent literary organization committed to a vigorous presence for poetry in our culture. It exists to discover and celebrate the best poetry and to place it before the largest possible audience.

ARTICLE I. TRUSTEES

Section 1. Number. The number of Trustees of the Foundation shall not be less than thirteen (13) and not more than eighteen (18).

Section 2. Election and Tenure. Trustees shall be elected by the Board of Trustees at their annual meeting for a maximum of two (2) four-year terms or until their successors, if any, are elected and replace them or until the Trustee resigns or shall have been removed in the manner hereafter provided, except that hold-over trustees from the Modern Poetry Association Board of Trustees shall serve a maximum of two (2) three-year terms. One year after leaving the Board, any former member is again eligible for election to two successive four-year terms. The Chair and any Vice Chair may be elected to an additional term if they would otherwise be ineligible for re-election as a Trustee during such officer's term. The additional term shall not exceed four years for the Chair or two years for the Vice Chair but, in any event, shall expire upon the conclusion of such person's service as Chair or Vice Chair.

Section 3. Termination. Any Trustee may be removed from office, with or without cause, by affirmative vote of a majority of the Trustees then in office.

Section 4. Vacancies. Any vacancy, however occurring, in the Board of Trustees, or any place on the Board to be filled by reason of an increase in the number of Trustees, may be filled at a regular or special meeting of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. At the end of such unexpired term the Trustee shall be eligible to serve two full terms on the Board. A Trustee elected because of an increase in the number of Trustees shall begin a regular four-year term at the next succeeding annual meeting and shall remain eligible for a second four-year term at the expiration of the first full term.

Section 5. Honorary Trustees. An individual who has not been a Trustee but who has given extraordinary and distinctive service to the Foundation may, upon recommendation of the Governance Committee, be elected as an Honorary Trustee. Honorary Trustees have no Board responsibilities or privileges.

ARTICLE II. POWERS OF THE TRUSTEES

The Board of Trustees shall have and exercise all powers necessary or appropriate to effect any or all of the purposes for which the Foundation is formed, except insofar as such powers may be limited by the Articles of Incorporation, these By-Laws, or law.

ARTICLE III. MEETINGS OF THE TRUSTEES

Section 1. Regular Meetings. Meetings shall be held at such times and places as the Board of Trustees may provide by resolution, though a meeting designated as the Annual Meeting shall be held on the second Tuesday in June of each year at such time and place as the Board of Trustees may provide by resolution.

Section 2. Special Meetings. Special meetings may be called by the Chair, a Vice Chair, or one-fifth (1/5) of the Trustees then in office. Such persons may fix any place within the City of Chicago as the place for holding such a meeting. Notice of the special meeting must include the purpose(s), date, time, and place.

Section 3. Notice. Notice of any meeting of the Board shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by regular mail to each Trustee at his/her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 4. Action Without a Meeting. Any action that lawfully may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees entitled to vote in respect of the subject matter thereof.

Section 5. Quorum. One-third of the Trustees then in office shall constitute a quorum for the transaction of business at any of the meetings of the Board, provided that if less than one-third of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting. Except as otherwise required by law or these By-Laws, at any meeting of which a quorum is present, the act of a majority of the Trustees present shall constitute the act of the Board of Trustees, provided, however, that the adoption of amendments to the Articles of Incorporation of the Foundation shall require the affirmative vote of two-thirds of the Trustees then in office.

Section 7. Waiver of Notice. Any Trustee may waive notice of any meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Whenever any notice is required to be given to any person under the provisions of the Illinois General Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall constitute waiver of such notice.

ARTICLE IV. OFFICERS OF THE FOUNDATION

Section 1. Number. The elected officers of the Foundation shall be the Chair of the Board of Trustees, one or more Vice Chair(s) of the Board, the President, the Chief Financial Officer, and the Secretary.

Section 2. Election and Term of Office. The officers of the Foundation shall be elected by the Board of Trustees for a two-year term at the annual meeting of the Board and elected officers can serve no more than two consecutive terms in the same office. The President and Chief Financial Officer shall be elected for a one year term by the Board of Trustees at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected and replaced them or until the officer resigns or shall have been removed in the manner hereafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Board Membership. The Chair and Vice Chair(s) shall be selected from the members of the Board. The President shall be an *ex officio* member of the Board. No other officer need be a member of the Board.

Section 4. Appointed Officers. The President may appoint one or more officers as may be deemed necessary for the proper management of the Foundation. Such officers shall hold office for a term determined solely by the President and shall have such powers and shall perform such duties as may be assigned to each of them by the President.

Section 5. Vacancies. A vacancy in any office that is elected by the Board of Trustees, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6. Removal From Office. Any officer that is elected by the Board of Trustees may be removed by the Board of Trustees, either with or without cause, whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V. OFFICERS' POWERS AND DUTIES

Section 1. Chair. The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall nominate for election by the Board the members of all committees, though all members retain the right of nomination, and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chair, a Vice Chair shall perform the duties of the office of the Chair. The President shall perform those duties when the Chair and Vice-Chair cannot. The Chair of the Board of Trustees shall be a member ex officio of all committees created by the Board of Trustees and shall have the right to vote on all committees except the Audit Committee.

Section 2. President. The President shall be the Chief Executive Officer of the Foundation and the official advisor to, and the executive agent of, the Board and its Executive Committee. This officer as administrative head of the Foundation exercises a general superintendence over all of the affairs of the organization and brings such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The President shall have power, on behalf of the Trustees and the Foundation, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. The President shall be an *ex officio* member of all committees of the Board, except the Audit Committee. In case of the absence or disability of the President, the Chief Financial Officer shall perform the duties of the President. The President shall hire the Editor of the magazine, subject to ratification by the Board of Trustees.

Section 3. Vice Chair(s). The Vice Chair(s), in order of their seniority, shall, in the absence of the Chairman, perform his/her duties. Any Vice Chair shall perform such other duties as may from time to time be assigned to him/her by the Chair or Board of Trustees.

Section 4. Chief Financial Officer. The Chief Financial Officer shall maintain adequate records of all assets, liabilities and transactions of the Foundation, shall see that adequate audits thereof are currently made, and in conjunction with the other officers shall develop budgets and other procedures for the efficient conduct of the Foundation's business. The Chief Financial Officer shall have charge and custody of and be responsible for all funds and securities of the Foundation, receive and give receipt for monies due and payable, deposit funds and manage the investments of the Foundation's funds in accordance with the direction of the Board of Trustees.

Section 5. Secretary. The Secretary shall give proper notice of all meetings of the Board, shall keep a record of the appointments of all committees of the Trustees, shall keep or cause to be kept a record of the minutes of all meetings of the Trustees and each of its committees, and shall perform such other duties as the President or Board may from time to time prescribe. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary. The Secretary has the right to attend all meetings, unless restricted by the Board of Trustees, but may not vote on any matters unless the Secretary is a member of the Board of Trustees.

ARTICLE VI. COMMITTEES OF THE BOARD

Section 1. Committees, Chairs and Terms of Office. A majority of the Trustees in Office may designate one or more committees. The Chair shall nominate for election by the Board the members of any such committee. At least two committee members must be members of the Board. Non-members of the Board may also be appointed to committees, except for committees authorized to exercise the authority of the Board of Trustees. Any committee member may be removed by the Board whenever, in its best judgment, the best interests of the Foundation would be served by such removal. One member of each committee, who is a member of the Board, shall be appointed chair of the committee by the Chair of the Board of Trustees unless otherwise provided by motion. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
Such committees shall advise the Board of Trustees in the management of the Foundation; but unless otherwise provided by Board resolution, only two committees shall have and exercise the authority of the Board of Trustees: the Audit Committee and the Executive Committee. Further, the Executive Committee authority shall be limited to matters of urgency or emergency that may arise between regular board meetings. The designation of such committees, and the delegation thereto of authority, if any, shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law.

Section 2. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments to that committee. The Chair has the authority to appoint members temporarily to committees between regular meetings of the Board. Such appointments shall be confirmed at the next regular Board meeting.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Trustees in establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the By-Laws or action of the Board of Trustees, the committee by majority vote of its members shall determine the time and place of meetings and the notice required thereof.

Section 4. Rules. Each Committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Trustees.

Section 5. Prohibitions. In no such event shall a committee take any action not specifically authorized by the Board of Trustees or that is prohibited by these By-laws or by law.

Section 6. Committees. The following committees are created and the purpose and function of each committee shall be stated as:

a) **Executive Committee**. The Executive Committee shall be composed of the officers of the Foundation who are members of the Board of Trustees and such other Trustees as the Board of Trustees shall from time to time designate. During the intervals between meetings of the Board of Trustees, and subject to such limitations as may be required by law or by resolution of the Board of Trustees, the Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the Foundation, subject to the limitations set forth in Section 1. Minutes of the Executive Committee shall be submitted to the next succeeding meeting of the Board of Trustees. The Executive Committee is authorized to set the compensation of the President and to review the compensation of other Disqualified Persons (excluding those covered by the related party employment policy) as defined in the Internal Revenue Code and has the authority of the Board of Trustees in this matter.

b) **Governance Committee**. The Governance Committee shall propose candidates for election to Trusteeship by the Board. The Committee shall operate within a formal process to identify and nominate candidates and to evaluate the performance of trustees. The Committee shall also nominate candidates for Trustee Emeritus and Honorary Trustee status and officers. In order to foster a more effective Board, the Committee shall plan and implement development and training for existing and new members of the Board of Trustees and organize retreats for the benefit of the members as deemed desirable and/or necessary. The Committee shall conduct annual, or more often as needed, reviews of the Foundation's By-laws and recommend changes to ensure ongoing relevance as well as compliance with the law.

c) **Finance Committee**. The Finance Committee shall propose fiscal policies and regulations for adoption by the Board. The Committee will review and recommend for approval of the Board: the annual operating budget, long-term financial planning, long-range borrowing, investment policies, and the employment of investment counsel if such counsel is warranted. The Committee shall receive reports and review: the current budget quarterly, risk management annually, major financial transactions that are not provided for in the budget, the management of endowments and short and long-term investments quarterly, financial plans and their implementation, and age and collectability of receivables. The Committee shall, at the request of the President, advise and assist in:

financial operating procedures, management of Foundation assets, and other matters having a financial impact on the Foundation.

d) **Audit Committee**. The Foundation has adopted an Audit Committee Charter outlining the responsibilities and authority of the Audit Committee. This charter is attached as Exhibit A and is hereby incorporated by reference. The Board of Trustees may amend or repeal this Charter by a majority vote of the Trustees then in office.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE VIII. AMENDMENTS

The Board of Trustees may amend the By-Laws by a majority vote of the Trustees then in office. Prior notice of the time and place of such a proposed vote is required.

ARTICLE IX. SUSPENSION OF THE BY-LAWS

The Board of Trustees may suspend the By-Laws by an unanimous vote of the Trustees in attendance, provided a quorum is present. Action taken during the suspension of the By-laws is subject to ratification by the Board of Trustees at its next meeting.

ARTICLE X. INDEMNIFICATION

The Foundation has adopted a Policy of Indemnification for Trustees, Officers, Employees and Agents. This policy is attached to these By-Laws as Exhibit B. The Board of Trustees may amend or repeal this policy by a vote of two-thirds of the Trustees then in office

ARTICLE XI. CONFLICT OF INTEREST

The Foundation has adopted a Conflict of Interest Policy for Trustees, Officers, Employees and Volunteers. This policy is attached to these By-Laws as Exhibit C. The Board of Trustees may amend or repeal this policy by a vote of two-thirds of the Trustees then in office

ARTICLE XII. MISCELLANEOUS

Section 1. The Foundation shall not have members.

Section 2. The Trustees referred to in these By-Laws shall be considered to be Directors of the Foundation under the *Illinois General Not For Profit Corporation Act of 1986*

Section 3. The Chief Financial Officer shall be considered to be the Treasurer for the purposes of reporting to the state of Illinois.

Exhibit A

THE POETRY FOUNDATION
AUDIT COMMITTEE CHARTER
November 10, 2004
Amended September 20, 2006, and September 16, 2009

SECTION 1. THE POETRY FOUNDATION

There shall be a committee of The Poetry Foundation (the "Foundation") that shall be called the Audit Committee. The charter of the Audit Committee is subject to the By-Laws of the Foundation and all rules adopted by the Board of Trustees of the Foundation.

SECTION 2. PURPOSE

The Audit Committee (the "Committee") shall provide assistance to the Board of Trustees (the "Board") in fulfilling its oversight responsibility to the public relating to the integrity of the Foundation's financial statements, its financial reporting process, its systems of internal controls, the performance of independent auditors, and the Foundation's compliance with ethics policies and legal and regulatory requirements.

The Committee shall monitor and have primary direct responsibility for (1) the integrity of the financial statements of the Foundation, (2) the Foundation's compliance with legal and regulatory requirements, (3) the qualifications and independence of the Foundation's public accountants, (4) the performance of the Foundation's internal financial controls, audit functions, and accounting practices, (5) the appointment, compensation, and oversight over the work of the Foundation's public accountants, and (6) the independence of trustees, officers, employees, and volunteers in dealings on behalf of the Foundation and their compliance with the Foundation's Conflict of Interest policy.

SECTION 3. COMMITTEE MEMBERSHIP

The Committee shall consist of three members, with each member serving as a member of the Foundation's Board of Trustees and shall serve for a minimum of a two-year term, but not to exceed the member's term as a Trustee. It is anticipated that only one committee member's term will expire each year. In the short-term, when a member is reasonably unavailable, the Committee may operate with full authority as a two member committee; it may not operate as a one member committee.

All members of the Committee shall be independent of all dealings on behalf of the Foundation and at least one member of the Committee shall be a financial expert within the spirit of Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, even if such requirements do not otherwise apply to this Foundation except by virtue of this provision.

The Chair shall present to the Board nominees for actual or prospective vacancies on the Committee. The Board may make additional nominations. All members of the Committee shall be directly elected by the Board. The Chair of the Board shall designate the Chair of the Committee from among its members. Members shall serve until their successors are elected. Neither the Chair of the Board, nor the chair of the Finance Committee, nor any employee of the Foundation may be elected to the Committee. The Chair of the Board may attend meetings ex officio without vote. In addition, no member of the Committee shall receive compensation from the Foundation for any services provided by the member.

Members of the Committee may serve and chair other committees of the Foundation, so long as the subject matter and duties of such committees would not create or appear to create a conflict with their duties as members of the Committee.

Members of the Committee may only be removed for reasons of not acting in the best interests of the Foundation but only by action of the full Board and only on prior reasonable notice both to the members of the Committee and all Board members.

Members of the Committee may resign from the Committee by written notice to all members of the Committee and the Executive Committee of the Board.

The Board shall have the power at any time to fill vacancies, subject to all members of the Committee satisfying the independence requirement and at least one member of the Committee satisfying the experience and financial expertise requirements referred to above. If an appointment to the Committee is to fill a vacancy stemming from an uncompleted term, the replacement appointee's term ends when the term of the originally-seated member was to have ended.

Members of the Committee may be reappointed to serve multiple terms. However, no member of the Board may serve on the Committee for more than 6 years in any 9-year period.

SECTION 4. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall adopt its own rules of procedures, but such rules shall not be inconsistent with the By-Laws or rules adopted by the Board.

The Committee shall meet at least four times per year and shall maintain minutes of its meetings.

The Committee shall have the authority to close its meetings to other trustees, officers, and/or employees of the Foundation in order to protect confidential information or complaints or for other compelling reasons, provided that the holding of such closed meetings and the reason for closing them be reported to the Board at the earliest opportunity. Any action taken by the Committee as a result of a closed meeting must be reflected in the Committee's minutes.

The Committee shall have the sole authority to hire or replace the public accountants of the Foundation and shall pre-approve all audit engagement fees and terms and non-audit engagements with the public accountants, except that pre-approvals of non-audit services may be delegated to a single member of the Committee.

The public accounting firm shall report directly to the Committee, and the Committee shall report to the full Board with respect to engagement fees and services rendered by the public accountants. The Committee shall be directly responsible for the oversight of the work of the public accounting firm for the purpose of preparing or issuing an audit report or related work.

The Committee shall meet separately and periodically with management, the Executive Committee of the Board, the internal auditors (if and when such a function is established at the Foundation), and the independent auditors to discuss issues and concerns warranting Committee attention.

The Committee is empowered to investigate any matter within the scope of its responsibility that is brought to its attention and the Committee shall have full access to all books, records, facilities, and personnel of the Foundation and the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties. The Foundation shall pay for such services provided to the Committee and the Committee shall report to the full Board on such fees and services rendered.

The Committee shall establish policies and procedures for the receipt, retention, investigation and resolution of communications and complaints received regarding accounting, internal accounting controls, financial dealing, conflicts of interest and auditing matters, and confidential, anonymous submissions from trustees, officers, employees, volunteers, or other sources' concerns regarding the above matters.

The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively. This evaluation shall be provided to the full board.

The Committee shall make regular reports at least annually to the Board of Trustees

Exhibit B

THE POETRY FOUNDATION
POLICY OF INDEMNIFICATION

This document sets forth the policy of The Poetry Foundation (the "Foundation") with respect to its obligations and authority to indemnify its Trustees, officers, employees and agents. The provisions contained herein are referred to collectively as the "Policy."

November 10, 2004

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE FOUNDATION

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a trustee, officer, employee, or agent of the Foundation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE FOUNDATION

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Foundation, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES

To the extent that a trustee, officer, employee, or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections l and 2 of this Policy, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT

Any indemnification under Sections 1 and 2 of this Policy (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Policy. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Policy.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE

The indemnification provided by this Policy shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7. INSURANCE

The Foundation shall maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Foundation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Policy.

SECTION 8. NOTICE TO TRUSTEES

If the Foundation has paid indemnity or has advanced expenses under this Policy to a trustee, officer, employee, or agent, the Foundation shall report the indemnification or advance in writing to the Board of Trustees.

SECTION 9. REFERENCES TO FOUNDATION

For purposes of this Policy, references to the " Foundation" shall include, in addition to the surviving organization, any merging organization (including any organization having merged with a merging organization) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its trustees, officers, employees, or agents, so that any person who was a trustee, officer, employee, or agent of such merging organization, shall stand in the same position under the provisions of this Policy with respect to the surviving organization as such person would have with respect to such merging organization if its separate existence had continued.

SECTION 10. OTHER REFERENCES

For purposes of this Policy, references to the Foundation shall include employee benefit plans; and references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan of the Foundation shall be deemed to have acted in a manner "not opposed to the best interests of the Foundation" as referred to in this Policy.

Exhibit C

The Poetry Foundation
Conflict of Interest Policy
November 10, 2004
Amended September 20, 2006

I Name and Purposes

This document sets forth the Policy of The Poetry Foundation with respect to conflict of interest. The provisions contained in this document are referred to hereafter collectively as the "Policy." The purpose of this Policy is to help ensure that the high ethical standards the Foundation aspires to are achieved and to protect The Poetry Foundation's interests, assets, resources, and good name, as well as avoid the perceived conflicts of interest.

The Poetry Foundation believes that its mission can be best served by having among members of its Board, staff, and volunteer group people who are experienced in the fields of education, publishing, poetry, business and investments. During the normal course of the Foundation's work conflicts of interest may arise given the broad experience and wide range of contacts of the Foundation's trustees, officers, staff, and volunteers.

The Foundation has adopted this Policy to ensure the legal and ethical integrity of its decision making and to make clear that no organization or individual may benefit personally or inappropriately because of a relationship with /or as a trustee, officer, employee, or volunteer of the Foundation.

The intent of the Policy, however, is to establish a process that ensures that interested trustees, officers, employees, or volunteers of the Foundation fully and promptly disclose conflicts of interest and do not participate in votes or decision making for transactions that may present a conflict of interest for them. The Policy further identifies factors that disinterested trustees or the president (in the case of employees) should consider in evaluating a transaction where there may be a conflict and allows for approval of a transaction if disinterested trustees or the president (in the case of employees) conclude it is in the best interests of the Foundation. While some conflicts are easy to identify, other real or potential conflicts are more difficult to identify. In enforcing this Policy, the Foundation will rely on a rule of reason, guided by the principles below, and the good judgment and integrity of its trustees and staff. Lastly, the Policy prohibits the receipt of gifts by trustees, officers, employees, or volunteers of the Foundation.

II Policy Statement

A. The trustees, officers, employees and volunteers of The Poetry Foundation, hereafter "Foundation," individually and collectively shall abide by this Policy including, but not limited to, the Foundation's Code of Conduct set forth in part VI of this Policy.

B. For any matters in which any conflict of interest, or the potential perceived conflict, exists between the interests of the trustee, officer, employee, or volunteer and the interests of the Foundation, such trustee, officer, employee, or volunteer must disclose the conflict and abide by the safeguards in place and rules of conduct hereafter set forth to prevent abuse prior to involvement in the matter. A trustee, officer, employee, or volunteer is presumptively considered to have a conflict of interest when he or she or any "Related Individual" has an existing or potential "Management Function," "Financial Interest," "Non-Financial Interest," and/or other interest in a person or entity other than the Foundation that affects or might appear to affect the individual's independence or propriety of judgment in the discharge of responsibilities to or on behalf of the Foundation.

C. (1) The personal interests of a trustee, officer, employee, or volunteer shall not result in purchase terms for the Foundation that are less favorable than would result absent a conflict of interest. However, this Policy is to be interpreted with the understanding that in some cases it may be determined that, after full disclosure, the Foundation's interests are best served despite an apparent conflict of interest. (2) In no case shall a trustee, officer, employee, or volunteer employ assets or resources of the Foundation in any manner that results in the personal or financial gain of such trustee, officer, employee, volunteer, or a Related Individual.

D. The potential for perceived conflicts of interest should be avoided whenever feasible. The Foundation relies on the good will and judgment of its trustees, officers, staff and volunteers to inform the proper authority whenever the potential for a perceived conflict of interest can't be avoided. When in doubt about this potential the proper authority should be consulted. In matters involving the officers, staff, volunteers and editorial matters the proper authority is the president. In matters involving the trustees or the president the proper authority is the Audit Committee.

III Definitions

A. "Audit Committee" is the Audit Committee of the Foundation.

B. "Conflict of Interest" exists when a trustee, officer, employee, or volunteer or any Related Individual to such has an existing or potential Management Function, Financial Interest, Non-Financial Interest, and/or other interest in a person or entity other than the Foundation that affects or might appear to affect such individual's independence of judgment or propriety in the discharge of responsibilities to or on behalf of the Foundation.

C. "Trustee" refers to a member of the Board of Trustees of the Foundation.

D. "Employee" is an officer, full-time staff member, part-time staff member, or any other individual receiving compensation from the Foundation in an employment relationship.

E. “Financial Interest” means, with respect to a company or organization that is reasonably known by a trustee, officer, employee, or volunteer to be doing business or to be seeking to have a business relationship with the Foundation, (a) ownership of five percent or more of the voting stock of that company or organization, or (b) a controlling interest of that company or organization, or (c) a substantial interest in that company or organization, or (d) holding a trusteeship or office or other position, with or without compensation in that company or organization or any other affiliation with that company or organization. “Financial Interest” also means: (1) direct or indirect dealings with a company or organization that is reasonably known by a trustee, officer, employee, or volunteer to be doing business or to be seeking to have a business relationship with the Foundation, if such dealings result in more than nominal benefits to the trustee, officer, employee, volunteer, or Related Individual from cash or property receipts, and/or (2) direct or indirect dealings with a company or organization with which a trustee, officer, employee, volunteer, or related individual has significant indebtedness or obligations, and/or (3) direct or indirect dealings with a company or organization, which results in use of Foundation assets or resources, including the services of its trustees, officers, employees, or volunteers for the benefit of a trustee, officer, employee, volunteer, or Related Individual. For purposes of this Policy, doing business or seeking a business relationship shall include, without limitation, providing goods, products and services to the Foundation, entering into joint ventures with the Foundation, and seeking grants and other benefits from the Foundation.

F. “Foundation” is The Poetry Foundation

G. “Management Function” means service as a board member, officer, or policy-influencing manager at an organization or company that is reasonably known by the trustee, officer, employee, or volunteer to be doing business or to be seeking to have a business relationship with the Foundation.

H. “Nominal Benefit” means gifts of unsolicited promotional items of nominal value, business meals, or infrequent nominal entertainment not in excess of $250 and do not require disclosure.

I. “Non-Financial Interest” means benefits such as gifts, donations, favors, or other considerations to organizations with which a trustee, officer, employee, volunteer, or Related Individual has a close personal interest or involvement.

J. “Officer” is an officer of the Foundation including, but not limited to, officers of the Board of Trustees of the Foundation.

K. “Policy” is the Conflict of Interest Policy of the Foundation.

L. “President” is the president of the Foundation.

M. “Related Individual” is any family relationship by blood, marriage, former marriage or adoption, not more remote than first cousin, or, if living in the same household, other individuals.

N. “Volunteer” is an individual, not including trustees, providing services to the Foundation with or without compensation.

O. “Reasonably known” means an individual knew or reasonably should have known. “Reasonably known” is an expectation held by the general public for an individual to be aware of an interest in a matter in which an individual has a personal interest.

IV Responsibilities

A. Information on this Policy will be made available to all trustees, officers, employees, and volunteers at the time of their appointment. All trustees, officers, employees, and volunteers will acknowledge receipt and understanding of this Policy in writing.

B. All trustees, officers, employees, and volunteers are responsible for understanding and complying with the Policy.

C. Trustees, officers, employees, and volunteers receiving gifts or services of more than nominal value from entities doing business or seeking to have a business relationship with the Foundation must disclose such gifts or services.

D. Disclosure of gifts or services of more than nominal value shall be made promptly and filed in writing with the secretary of the Foundation.

E. Trustees and the president shall disclose to the Audit Committee of the Foundation the existence of any real or perceived conflicts of interest under this Policy and the secretary shall maintain a written record of all such disclosures. Officers, employees, and volunteers shall disclose to the president the existence of any real or perceived conflicts of interest under this Policy and the president shall maintain a written record of all disclosures that are conflicts of interest and are material perceived conflicts.

F. No trustee shall vote on any issue where he or she has a real or perceived conflict of interest and shall announce such conflict immediately prior to participating in any discussions of such issue.

G. All trustees, officers, employees, and volunteers are responsible for ensuring compliance with this Policy.

H. All trustees, officers, employees, and volunteers shall file annually with the secretary of the Foundation a written acknowledgement that they are acting in accordance with the letter and spirit of this Policy and have made all disclosures required under the Policy.

I. The Audit Committee shall periodically review compliance with this Policy, and shall maintain records pertaining to its oversight of the Policy. Such records shall be open and available to all trustees.

J. Trustees, officers, employees, and volunteers shall communicate with the Audit Committee when there is a perceived conflict of interest on the part of another trustee, officer, employee, or volunteer that has not been disclosed or reported to the president or Audit Committee in accordance with this Policy. Such information, when received, shall remain anonymous and confidential.

K. When a transaction has taken place with persons or entities in which a trustee, employee, volunteer or related party was required to disclose their affiliation, the secretary will be notified by either the Audit Committee or the president. The secretary will file an annual report summarizing such notifications to the Audit Committee

V Procedures for Addressing Conflicts of Interest Issues

A. The Audit Committee will make all decisions regarding conflict of interest and perceived conflict of interest when either a trustee or the president is involved. When a trustee or the president has disclosed to the Audit Committee of the Foundation the existence of any real or apparent conflict, the disinterested trustees of the committee or if the action requires the Board or other committee, the disinterested members of the Board or committee will determine whether to proceed with the transaction if a transaction is contemplated or whether the activity would be considered detrimental to the organization if one is contemplated. In making its ruling the disinterested trustees should consider:

1. Whether the transaction is in the best interests of the Foundation
2. Whether other alternatives for activities or transactions have been explored
3. Whether it is prohibited by the self-dealing or other applicable rules of the IRS Code and Treasury Regulations or applicable state law.
4. Whether it would jeopardize the interests, assets, resources, and good name of the Foundation.

B. The president will make all decisions regarding conflict of interest and perceived conflict of interest if another officer, staff, or volunteer is involved. Once an officer, staff member or volunteer has disclosed to the president of the Foundation the existence of any real or apparent conflict, the president will determine whether to proceed with the transaction if a transaction is contemplated or whether the activity would be considered detrimental to the organization if one is contemplated. In making its ruling the president should consider:

1. Whether the transaction is in the best interests of the Foundation
2. Whether alternatives for activities or transactions have been explored
3. Whether it is prohibited by the self-dealing or other applicable rules of the IRS Code and Treasury Regulations or applicable state law.
4. Whether it would jeopardize the interests, assets, resources, and good name of the Foundation

5. That the decision is made consistent with written management polices and procedures
6. Whether procedures can be implemented to minimize the potential conflict either through changing reporting or decision making authority.

C. (1) The Audit Committee shall make an investigation of all communications received under Part V (A & D) of this Policy. In so doing it may seek the advice, assistance, and counsel of the Executive Committee, other trustees, the president, other officers and employees, or legal counsel. (2) If the matter pertains to a trustee, the Audit Committee shall discuss the matter with such trustee. In the event a conflict of interest is determined to exist and such trustee refuses to acknowledge or resolve the conflict of interest, such trustee may be removed from relevant discussions, and/or asked to resign from the Board of Trustees, and/or be removed from the Board of Trustees. However, no trustee will be asked to resign or be removed from the Board of Trustees unless the full Board of Trustees has approved such action based on the recommendations of the Audit Committee and the affected trustee has had the opportunity to address the full Board. (3) If the matter pertains to the president, the Audit Committee will present the results of its investigation of the matter to the Executive Committee and the Executive Committee will make a recommendation to the full Board of Trustees and receive approval from the full Board on the appropriate course of action. (4) If the matter pertains to an officer or employee, and the president has no alleged involvement in the matter, the Audit Committee will present the results of its investigation to the president and the president will decide on the appropriate course of action.

D. When any individual or employee of the Poetry Foundation makes a confidential allegation of conflict of interest and the matter is brought to the attention of the Audit Committee the confidentiality and identity of that individual shall be protected in at least the following ways:

The name of the individual making such an allegation shall not be placed in any documents relating to an inquiry by the Audit Committee.

The documents pertaining to such an inquiry from a confidential source shall remain in the possession of the member of the Committee who received the complaint and the member who conducted the inquiry and copies not disclosing the name of the confidential source shall be turned over to the chairman of the Audit Committee to be placed into the safe and secured storage of the Audit Committee.

E. The president has the authority to independently investigate officer and employee compliance with this Policy and decide on the appropriate course of action for noncompliance.

F. The president shall report to the Audit Committee the course of action taken by the president with respect to an officer or employee.

G. The Audit Committee will determine whether or not the results of any investigation should be brought to the attention of the full Board. In the event that it elects to inform the full Board the chair of the Audit Committee shall be responsible to make sure that the Board is fully informed. Further, the chair of the Audit Committee is empowered to bring such matters to the attention of the full Board without prior consultation with the members of the Audit Committee.

H. The Audit Committee shall periodically review compliance with this Policy, and shall maintain records pertaining to its oversight of the Policy. Such records shall be open and available to all trustees.

VI Code of Conduct

A. All trustees, officers, employees, and volunteers of the Foundation must, in the course of carrying out the Foundation's activities:

- Behave honestly and with integrity
- Act with care and diligence
- Treat everyone with respect, courtesy, and without harassment
- Comply with all applicable federal, state, and local laws, ordinances, rules, and regulations
- Comply with the policies of the Foundation
- Use Foundation resources in a proper and prudent manner
- Behave in a manner that upholds the Foundation's interests, assets, resources, good name, and values.

B. All trustees, officers, employees, and volunteers of the Foundation must never, in the course of carrying out Foundation activities:

- Provide false, misleading, or incomplete information to a request for information that is made for official purposes
- Make improper use of inside information of the Foundation
- Make improper use of duties, status, or authority.

The Poetry Foundation
Conflict of Interest Policy
Addendum
Adopted 19 September 2007

The Process for determining related party employment under the Poetry Foundation's Conflict of Interest Policy

Over the past several years, The Poetry Foundation has had the services of the immediate family of senior management and employees in paid and unpaid positions and as consultants Each decision to do so was appropriately considered and reviewed, and the work of these employees has proven beneficial to the Foundation

In recent months this practice has provided difficulties involving the board, the staff, the governance of the Foundation, and potentially the Foundation's reputation The practice is of particular concern considering the small number of employees and consultants the Foundation employs In a small organization, it is difficult to find an appropriate reporting line and a fully independent search process

Employing relatives of management or board members of foundations is an area of increasing concern and scrutiny from the public, regulatory agencies, and watchdog agencies Related party transactions may potentially subject a foundation to a substantial risk to its reputation among important constituencies and the general public The Audit Committee has adopted the following process consistent with its Conflict of Interest Policy regarding all related party employment transactions involving relatives of board members, officers, and employees It covers the hiring of full-time or part-time employees, and consultants whether paid or unpaid when the potential hire is an immediate family member (spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister)

All related party employment transactions of this type must have prior approval of the Audit Committee

Potential employment transactions involving any officer or board member's immediate family must be presented by the Board Chair to the Audit Committee

Potential employment transactions involving other employee's of the Foundation immediate family must be presented by the President to the Committee

If an Audit Committee member's immediate family member is involved in the potential employment transaction, he or she must recuse themselves and not participate in discussion or voting

The presenter (Board Chairman or President) will provide the Audit Committee with a description of the job or service to be performed, the related party's qualifications, activities taken to consider other parties, the qualifications of other parties considered, and reason(s) for recommending the related party

If related parties are engaged they cannot report to their related officer, director, or employee or to anyone who reports to that relative Compensation, if any, must be determined by a disinterested party and must be no more than market compensation and consistent with general payment levels in the Foundation

As part of the presentation, the presenter shall recommend reporting relationships and compensation The Audit Committee will be responsible for judging whether there is adequate information and supporting documentation to determine and document whether or not the recommended compensation is consistent with the preceding paragraph

This process will be effective immediately for new appointments It will be effective as contracts and agreements expire for existing relationships (but no later than 6 months from the above issue date)