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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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

GRAND VICTORIA FOUNDATION

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

Room/suite

230 WEST MONROE STREET

2530

City or town, state, and ZIP code

CHICAGO, IL 60606

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

J Accounting method ☐ Cash ☒ Accrual

of year (from Part II, col (c), line

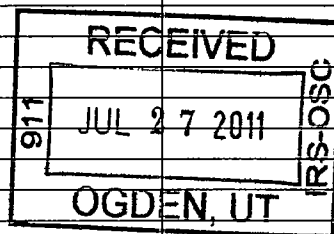
☐ Other (specify)

16) ▶ \$ 100,463,545.

(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)
1 Contributions, gifts, grants, etc., received (attach schedule)	10,819,166.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	868.	868.		ATCH 1
4 Dividends and interest from securities	2,841,334.	2,838,843.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,404,440.			
b Gross sales price for all assets on line 6a	37,204,967.			
7 Capital gain net income (from Part IV, line 2)		2,745,501.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	16,065,808.	5,585,212.		
13 Compensation of officers, directors, trustees, etc.	231,322.			231,322.
14 Other employee salaries and wages	590,788.			590,788.
15 Pension plans, employee benefits	145,255.			151,037.
16a Legal fees (attach schedule) ATCH 3	45,913.	0.	0.	47,413.
b Accounting fees (attach schedule) ATCH 4	22,663.	11,332.	0.	11,332.
c Other professional fees (attach schedule) *	501,461.	75,741.	0.	440,455.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	129,980.	0.	0.	129,980.
19 Depreciation (attach schedule) and depletion	44,287.			
20 Occupancy	166,174.			166,174.
21 Travel, conferences, and meetings	81,746.			81,993.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	140,053.	8,434.	0.	139,627.
24 Total operating and administrative expenses. Add lines 13 through 23	2,099,642.	95,507.	0.	1,990,121.
25 Contributions, gifts, grants paid	11,675,433.			14,562,166.
26 Total expenses and disbursements. Add lines 24 and 25	13,775,075.	95,507.	0.	16,552,287.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,290,733.			
b Net investment income (if negative, enter -0-)		5,489,705.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

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PAGE 1

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	324,656.	193,800.	193,800.
	2 Savings and temporary cash investments	50,766.	50,833.	50,833.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 10,819,166.			
	Less allowance for doubtful accounts ▶	10,680,199.	10,819,166.	10,819,166.
	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			
	10 a Investments - U S and state government obligations (attach schedule) . .			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
12 Investments - mortgage loans				
13 Investments - other (attach schedule)		88,770,190.	89,149,798.	89,149,798.
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		697,614.	249,948.	249,948.
15 Other assets (describe ▶)		284,150.		
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		100,109,961.	100,463,545.	100,463,545.
17 Accounts payable and accrued expenses		101,711.	91,316.	
18 Grants payable		6,950,618.	4,063,885.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons . .				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	7,052,329.	4,155,201.		
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	93,057,632.	96,308,344.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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)	93,057,632.	96,308,344.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	100,109,961.	100,463,545.	

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	93,057,632.
2 Enter amount from Part I, line 27a	2	2,290,733.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	967,917.
4 Add lines 1, 2, and 3	4	96,316,282.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	7,938.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	96,308,344.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE AND ATTACHMENT 17					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	2,745,501.	
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		

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	15,914,319.	82,070,567.	0.193910
2008	29,599,776.	103,885,396.	0.284927
2007	23,707,472.	123,428,569.	0.192074
2006	9,445,560.	112,169,112.	0.084208
2005	8,018,839.	98,782,230.	0.081177
2 Total of line 1, column (d)			0.836296
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			0.167259
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			91,679,978.
5 Multiply line 4 by line 3			15,334,301.
6 Enter 1% of net investment income (1% of Part I, line 27b)			54,897.
7 Add lines 5 and 6			15,389,198.
8 Enter qualifying distributions from Part XII, line 4			16,552,287.

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 _____ (attach copy of ruling 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	54,897.
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	54,897.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	54,897.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	81,324.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	81,324.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,427.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	26,427.	Refunded

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.GRANDVICTORIAFDN.ORG	13	X	
14	The books are in care of MARY KAY FRANCEL Telephone no 312-609-0200 Located at 230 W. MONROE STREET, #2530, CHICAGO, IL ZIP + 4 60606			
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			
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? 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 16	Yes	No	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 16		
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 22 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 16		
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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5 a 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)? ☐ Yes ☒ 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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (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
ATTACHMENT 11		231,322.	28,810.	0.

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
ATTACHMENT 12		414,983.	71,092.	0.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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
ATTACHMENT 13		260,560.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (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

2

All other program-related investments See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3

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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	91,504,827.
b	Average of monthly cash balances	1b	1,571,293.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	93,076,120.
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	93,076,120.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,396,142.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	91,679,978.
6	Minimum investment return. Enter 5% of line 5	6	4,583,999.

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	4,583,999.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	54,897.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	54,897.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,529,102.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,529,102.
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	4,529,102.

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	16,552,287.
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	0.
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	16,552,287.
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	54,897.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,497,390.

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				4,529,102.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 , 20 07 , 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 0.				
b From 2006 8,836,425.				
c From 2007 23,782,250.				
d From 2008 29,643,345.				
e From 2009 15,979,426.				
f Total of lines 3a through e	78,241,446.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 16,552,287.				
a Applied to 2009, but not more than line 2a				
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)	16,552,287.			
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	4,529,102.			4,529,102.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	90,264,631.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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	90,264,631.			
10 Analysis of line 9				
a Excess from 2006 4,307,323.				
b Excess from 2007 23,782,250.				
c Excess from 2008 29,643,345.				
d Excess from 2009 15,979,426.				
e Excess from 2010 16,552,287.				

Form 990-PF (2010)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 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

ATTACHMENT 14

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

ATTACHMENT 15A

c Any submission deadlines

ATTACHMENT 15

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

ATTACHMENT 16

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 17A				14,562,166.
Total			▶ 3a	14,562,166.
b Approved for future payment ATTACHMENT 17B				4,063,885.
Total			▶ 3b	4,063,885.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
---------------	--

Form 990-PF (2010)

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 the organization**

GRAND VICTORIA FOUNDATION

Employer identification number

36-4107162

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 foundationCheck 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number
36-4107162**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELGIN RIVERBOAT RESORT 250 SOUTH GROVE AVENUE ELGIN, IL 60120	\$ 10,819,166.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
23500000.		VANGUARD STOCK MKT FD-SEE ATTACHMT 17 PROPERTY TYPE: SECURITIES 20693627.				P	VARIOUS 2,806,373.	VARIOUS
5,328,621.		AMERICAN FUNDS-EURO PAC-SEE ATTACHMT 17 PROPERTY TYPE: SECURITIES 5,782,339.				P	VARIOUS -453,718.	VARIOUS
		K-1 SSGA 1-3 YEAR US CREDIT INDEX-ST & L PROPERTY TYPE: COMMON TRUST FUND				P	VARIOUS 170,952.	VARIOUS
		K-1 SSGA 1-3 YEAR US TREASURY INDEX-ST & PROPERTY TYPE: COMMON TRUST FUND				P	VARIOUS 107,533.	VARIOUS
		K-1 SSGA 1-3 YEAR US AGENCY-ST & LT PROPERTY TYPE: COMMON TRUST FUND				P	VARIOUS 62,576.	VARIOUS
2,254,848.		STATE ST GLOBAL ADVISORS-SEE ATTACHMT 17 PROPERTY TYPE: COMMON TRUST FUND 2,234,712.				P	VARIOUS 20,136.	VARIOUS
2,973,236.		STATE ST US TREASURY-SEE ATTACHMT 17 PROPERTY TYPE: COMMON TRUST FUND 2,950,855.				P	VARIOUS 22,381.	VARIOUS
3,148,262.		STATE ST US AGENCY-SEE ATTACHMT 17 PROPERTY TYPE: COMMON TRUST FUND 3,138,994.				P	VARIOUS 9,268.	VARIOUS
TOTAL GAIN (LOSS)							<u>2,745,501.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	868.	868.
TOTAL	<u>868.</u>	<u>868.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 SSGA 1-3 YEAR US AGENCY	107,210.	106,771.
K-1 SSGA 1-3 YEAR US CREDIT INDEX	204,062.	201,973.
K-1 SSGA 1-3 YEAR US TREASURY INDEX	183,708.	183,745.
DIVIDENDS FROM SECURITIES	2,346,354.	2,346,354.
TOTAL	<u>2,841,334.</u>	<u>2,838,843.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL LEGAL COUNSEL	45,913.	0.	0.	47,413.
TOTALS	<u>45,913.</u>	<u>0.</u>	<u>0.</u>	<u>47,413.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FINANCIAL AUDIT	13,913.	6,957.	0.	6,957.
AGREED UPON PROCEDURES	4,000.	2,000.	0.	2,000.
TAX PREPARATION	4,750.	2,375.	0.	2,375.
TOTALS	<u>22,663.</u>	<u>11,332.</u>	<u>0.</u>	<u>11,332.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	61,006.	75,741.	0.	0.
CONSULTING FEES-PROGRAM	440,455.	0.	0.	440,455.
TOTALS	<u>501,461.</u>	<u>75,741.</u>	<u>0.</u>	<u>440,455.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	54,980.	0.	0.	54,980.
EXCISE TAXES	75,000.	0.	0.	75,000.
TOTALS	<u>129,980.</u>	<u>0.</u>	<u>0.</u>	<u>129,980.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
UTILITIES	8,178.	0.	0.	8,178.
POSTAGE AND SUPPLIES	2,672.	0.	0.	2,618.
INSURANCE	11,161.	0.	0.	11,161.
BOARD MEETING	6,599.	0.	0.	6,599.
COMMUNITY OUTREACH PROGRAMS	11,224.	0.	0.	11,224.
STAFF DEVELOPMENT	4,492.	0.	0.	4,492.
OFFICE EXPENSE	59,143.	0.	0.	58,684.
MISCELLANEOUS	257.	0.	0.	257.
OFFICE SUPPLIES	4,657.	0.	0.	4,744.
PROFESSIONAL MEMBERSHIPS	31,670.	0.	0.	31,670.
K-1 INVESTMENT EXPENSES	0.	8,434.	0.	0.
TOTALS	<u>140,053.</u>	<u>8,434.</u>	<u>0.</u>	<u>139,627.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD STOCK MRKT INDEX FUND	17,685,938.	17,685,938.
PIMCO TOTAL RETURN FUND	17,235,003.	17,235,003.
EUROPACIFIC GROWTH FUND	0.	0.
VANGUARD INTL STOCK INDEX FUND	5,992,818.	5,992,818.
FIDELITY FUND #57-GOVT PORT	902,926.	902,926.
VANGUARD TOTAL BOND MRK INDEX	17,735,960.	17,735,960.
STATE STREET US GOVT BOND	29,597,153.	29,597,153.
TOTALS	<u>89,149,798.</u>	<u>89,149,798.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	967,917.
TOTAL	<u>967,917.</u>

GRAND VICTORIA FOUNDATION

36-4107162

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

DEFERRED FEDERAL EXCISE TAX

7,938.

TOTAL

7,938.

GRAND VICTORIA FOUNDATION

36-4107162

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NICHOLAS J. PRITZKER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
RICHARD SCHULZE 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXEC V. PRESIDENT/DIRECTOR 5.00	0.	0.	0.
ANTONIO GRACIAS 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	TREASURER/DIRECTOR 5.00	0.	0.	0.
TAFFY HOFFER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
DANIEL AZARK 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 5.00	0.	0.	0.

GRAND VICTORIA FOUNDATION

36-4107162

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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MARY RYAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
--	------------------	----	----	----

NANCY FISHMAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXECUTIVE DIRECTOR 65.00	231,322.	28,810.	0.
--	-----------------------------	----------	---------	----

THE EXECUTIVE DIRECTOR COMPENSATION INCLUDES A \$45,000 BONUS IN RECOGNITION FOR THE HANDLING OF INCREASED RESPONSIBILITIES DUE TO THE DEPARTURE OF THE PROGRAM DIRECTORS OF TWO OF THE FOUNDATION'S SPECIAL INITIATIVES AND HER EXCEPTIONAL COMMITMENT TO AND VISION FOR THE FOUNDATION. TOTAL COMPENSATION HAS BEEN DETERMINED TO BE REASONABLE AND NECESSARY TO ACCOMPLISH THE EXEMPT FUNCTION.

PHYLLIS JAMES 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	SECRETARY 5.00	0.	0.	0.
--	-------------------	----	----	----

COREY SANDERS 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
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GRAND VICTORIA FOUNDATION

36-4107162

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEN ROSEVEAR 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
GRAND TOTALS		231,322.	28,810.	0.

GRAND VICTORIA FOUNDATION

36-4107162

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
ELIZABETH CISAR 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR LAND PROT PROGR 30.00	98,529.	11,290. 0.
MARY CATHERINE FRANCEL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR. OF OPERATIONS 40.00	88,000.	17,344. 0.
LATARYA Y. RANDALL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR OF ELGIN PRGRM 40.00	86,500.	17,224. 0.
EDITH W. NJUGUNA 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	PROGRAM OFFICER 40.00	79,000.	16,624. 0.
SHERRI L. MOSES 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	PROGRAM OFFICER 40.00	62,954.	8,610. 0.
TOTAL COMPENSATION		<u>414,983.</u>	<u>71,092.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
INSTITUTE FOR CONSERVATION LEADERSHIP 6930 CARROLL AVENUE, SUITE 1050 TAKOMA PARK, MD 20912	CONSULTING	112,342.
SAL CONSULTING, INC 508 RAVINE AVENUE LAKE BLUFF, IL 60044	CONSULTING	87,212.
HEWITT ENNISKNUPP, INC., AN AON COMPANY 10 SOUTH RIVERSIDE PLAZA, STE 1600 CHICAGO, IL 60606	INVESTMENT ADVISOR	61,006.
TOTAL COMPENSATION		<u>260,560.</u>

GRAND VICTORIA FOUNDATION

36-4107162

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

GRAND VICTORIA FOUNDATION
230 W. MONROE ST., STE 2530
CHICAGO, IL 60606
312-609-0200

990PF, PART XV - SUBMISSION DEADLINES

THE FOUNDATION HAS THREE COMPETITIVE GRANT PROGRAMS: CORE PROGRAM, ELGIN GRANTWORKS, AND VITAL LANDS ILLINOIS. THE SUBMISSION DEADLINES FOR THE CORE PROGRAM ARE THE FIRST FRIDAYS IN MAY AND OCTOBER OF EACH YEAR. THE SUBMISSION DEADLINES FOR THE ELGIN GRANTWORKS PROGRAM ARE THE FIRST FRIDAYS IN FEBRUARY, JUNE AND OCTOBER OF EACH YEAR. THE VITAL LANDS ILLINOIS PROGRAM ACCEPTS APPLICATION SUBMISSIONS THROUGHOUT THE YEAR.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S CORE PROGRAM IS LIMITED TO SUPPORT OF EFFORTS IN THE STATE OF ILLINOIS IN THE FIELDS OF EDUCATION, ENVIRONMENTAL MATTERS AND ECONOMIC AND COMMUNITY DEVELOPMENT.

THE FOUNDATION'S ELGIN GRANTWORKS PROGRAM IS LIMITED TO QUALIFIED ORGANIZATIONS BASED IN AND OPERATING FOR THE BENEFIT OF ELGIN, ILLINOIS. GRANTS AWARDED THROUGH THIS PROGRAM SUPPORT GENERAL OPERATIONS.

THE FOUNDATION'S VITAL LANDS PROGRAM PROVIDES FUNDING FOR PROTECTION OF IMPORTANT NATURAL AREAS IN ILLINOIS.

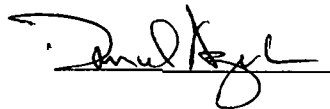
**Section 4942(h)(2) Election as to the
Treatment of Qualifying Distributions**

Grand Victoria Foundation
FEIN: 36-4107162
230 West Monroe Street, Suite 2530
Chicago, IL 60606
Form 990-PF, Tax Year Ending 12/31/2010

Pursuant to Code Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), Grand Victoria Foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

<u>Tax Year</u>	<u>Amount</u>
2006	\$4,529,102.

Grand Victoria Foundation

 7/11/11

Name

Date

VP

Title

GRAND VICTORIA FOUNDATION

what we support

PURPOSE: To help communities become vibrant places to live and work.

MISSION: To assist Illinois communities in their efforts to pursue systemic solutions to problems in specific areas of education, economic development, and the environment.

The Core Grant Guidelines were modified effective April 1, 2010 to better reflect and express Grand Victoria Foundation's funding priorities. While we continue to focus on education, economic development and the environment, our interests in each area are more sharply framed. We encourage you to call us at (312) 609-0200 to talk about your proposal ideas and explore whether the work you plan to propose fits well with our strategies.

WHAT WE SUPPORT

Highest priority is given to efforts that focus on long-term solutions, are multidisciplinary and collaborative; that effectively address barriers of race and class, promote civic engagement, and attract additional investment.

We are interested in programs that strengthen and build the fields of practice we support; help identify emerging trends, and/or test new ways to solve persistent problems in those fields.

EDUCATION

Pursue educational parity for students from infancy through college

We support activities that promote equal access to a high quality education that leads to excellent student outcomes. Our focus is on strengthening public policies, improving training, effectiveness and continuous development of teachers/staff/administrators, and implementing effective education and management practices.

ECONOMIC DEVELOPMENT

Promote economically healthy regions

Our focus is on policies and practices that stimulate state and regional economies by linking education to employment preparedness, moving low-wage earners along career pathways to jobs with higher responsibilities, better wages and good benefits, expanding housing options available near public transportation and jobs; implement regional growth and transportation strategies that promote economic vitality and environmental health.

ENVIRONMENT

Protect and preserve natural resources

We seek to support good land use, land protection, and water protection practices; support development and implementation of ecosystem protection and management plans, improve air and water quality. For land acquisition guidelines, see Vital Lands Illinois.

WHO IS ELIGIBLE

To be considered for funding, an organization must be registered with the IRS as a 501(c)(3) public charity. We support organizations in Illinois whose work is a strong fit with our guidelines and strategies. We only fund organizations that demonstrate high quality and high impact; good governance and management; and fiscal health.

WHERE WE FUND

We fund exclusively in Illinois and will consider requests to support work on either:

- a) a statewide scale; or
- b) a regional scale in the Chicago Metropolitan Region, or
- c) a place-based scale in suburban Cook, Lake, Kane, Will, DuPage, Winnebago, Boone, McHenry, and Kendall Counties.

HOW WE FUND

Organizations that meet the eligibility requirements and are engaged in activities consistent with the strategies described in these guidelines may apply for the following kinds of support.

- Project
- General operations
- Capacity building and technical assistance

Core grants are not available for:

- Endowments
- Capital campaigns or capital projects
- Debt or deficit reduction
- Fundraising events
- Grants to individuals
- Religious purposes
- Political campaigns

GRANT DURATION

Grand Victoria Foundation will consider multi-year requests from organizations with which we have an existing or prior funding relationship. We are generally open to proposals for two-year grants. Whether an organization is a long-time or first-time grantee, requests for renewed funding may be submitted upon successful completion of a grant.

GRAND VICTORIA FOUNDATION

how to apply

Letters are due on the first Friday of October and May

LETTER OF INQUIRY

If you've read the guidelines and think there is a good fit, send a letter of inquiry that summarizes what you plan to accomplish. This is an important first step. It is your opportunity to let us know that what you will undertake is well planned; that your organization has the experience to succeed; and that there is some support from other sources for the effort you plan to propose.

Once our team has reviewed your letter of inquiry, we will send a response to let you know whether we would like to see a full proposal. Organizations that are invited to submit proposals receive an application packet and instructions.

The Foundation only considers proposals that have been invited in response to a letter of inquiry.

PREPARING YOUR LETTER OF INQUIRY

Letters of inquiry must be on your organization's letterhead and signed by a member of your staff who has the authority to accept and manage a grant.

In two pages, describe your organization and the work you plan to propose. Please restate and respond to the following points:

- The amount you plan to request from Grand Victoria Foundation
- What you plan to accomplish with the grant and why
- How you plan to accomplish it
- Who, from your organization and/or partner organization, will implement the work
- How your effort matches Grand Victoria Foundation's priorities

In addition to your two-page summary, please attach an itemized income and expense budget for the effort.

GENERAL OPERATING SUPPORT

If you plan to request general operating support, we will look at whether your mission and overall activities are a good fit with ours and the extent to which you are leading in your field. Therefore, your responses to the points above should focus on plans to strengthen your organization within the context of your mission. Please attach an organizational budget and year-to-date income and expense report.

RENEWED FUNDING

If you are seeking renewed funding, we suggest you say less about your organization and instead include a brief update on the funded effort. Frame your responses to the points listed under "Preparing Your Letter of Inquiry" from the perspective of what you have already accomplished with your current Grand Victoria Foundation grant and discuss your plans for building on those accomplishments. In addition to an itemized income and expense budget for renewed support, please also include a year-to-date grant expense report and information about other funding you secured for the work you are doing with a current Grand Victoria Foundation grant.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606
P: 312-609-0200 F 312-658-0738
www.grandvictoriafdn.org

GRAND VICTORIA FOUNDATION

the details

REQUEST FOR PROJECT SUPPORT

Please prepare a concise narrative in 12 point type that includes the following information about your organization and the project you propose.

RENEWAL REQUESTS

If you are seeking renewed funding, please answer the questions within the context of what you accomplished with current funding. Your proposal should reflect an understanding of lessons learned and present solid strategies for taking the next logical steps to strengthen, enhance, or expand the effort if funding is renewed. Include an interim progress report, a year-to-date grant expense report, and information about other funding sources obtained for the project.

1 BACKGROUND

- What are the mission and background of your organization?
- What are some of your organization's significant accomplishments?
- Describe how your board gets involved in your organization.

2 PROJECT

- Describe your project and the issue or issues you plan to address.
- What strategies are planned to achieve your goals and objectives and how did you determine they are likely to be effective?
- Who are the key audiences that you need to reach in order for you to succeed? Describe your plan to communicate with them.
- How will you know and document the results of your efforts?
- What are the time frame and geographic scope of the project?
- Describe your plan to attract additional investment and the progress you've made

3. PERSONNEL

- Who from your organization and/or partner organization(s) will carry out the proposed work? Describe their respective roles and relevant experience.

4 RELATIONSHIP TO GRAND VICTORIA FOUNDATION'S PRIORITIES

Please refer to our Core Guidelines at www.grandvictoriafdn.org to refresh your recollection about our priorities and describe how what you are asking us to support is a good fit.

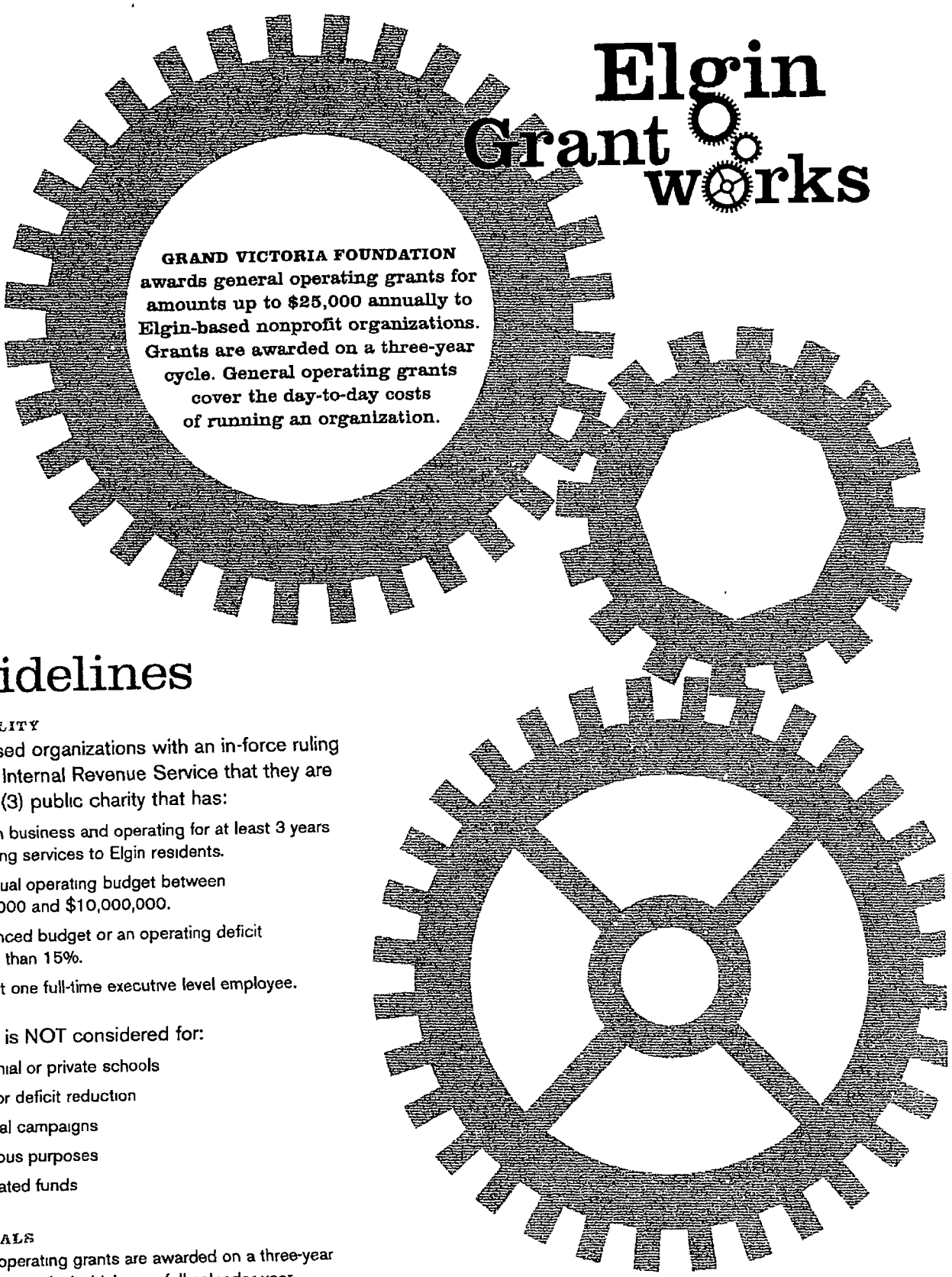
ATTACHMENTS

- ___ Application Cover Sheet
www.grandvictoriafdn.org/cvrltr.doc
- ___ Workplan
- ___ Audited financial statements or Form 990 for most recently completed fiscal year
- ___ Current and next fiscal years' overall organizational budgets
- ___ List of funders, including amounts received, for most recently completed and current fiscal years (Please include board contributions)
- ___ Year-to-date statement of revenue and expenses, plus balance sheet
- ___ Detailed revenue and expense budget for the project. Include narrative explanation of each line item. Please provide a budget for each year of support you request
- ___ A list of funding that you've secured or requested for the project. Include name of funding source, amount requested, status of request, and amount secured.
- ___ Board of Directors list. Include contact information, business affiliations, overall composition.
- ___ Résumés of the key personnel responsible for carrying out the project.
- ___ Descriptions for positions that will be funded by the grant.
- ___ If this is a collaboration, provide a memoranda of understanding signed by the collaborators.

PROPOSAL DEADLINE

One original and one copy of your proposal with attachments are due by 5:00 pm on June 28, 2010.

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CHICAGO, IL 60606
P: 312-609-0200 F 312-658-0738
www.grandvictoriafdn.org



Elgin Grant works

GRAND VICTORIA FOUNDATION
awards general operating grants for
amounts up to \$25,000 annually to
Elgin-based nonprofit organizations.
Grants are awarded on a three-year
cycle. General operating grants
cover the day-to-day costs
of running an organization.

Guidelines

ELIGIBILITY

Elgin-based organizations with an in-force ruling from the Internal Revenue Service that they are a 501(c)(3) public charity that has:

- been in business and operating for at least 3 years providing services to Elgin residents.
- an annual operating budget between \$150,000 and \$10,000,000.
- a balanced budget or an operating deficit of less than 15%.
- at least one full-time executive level employee.

Funding is NOT considered for:

- Parochial or private schools
- Debt or deficit reduction
- Political campaigns
- Religious purposes
- Federated funds

RENEWALS

General operating grants are awarded on a three-year cycle at the end of which, one full calendar year must pass before an organization may re-apply for another general operating grant.

Putting grants to
work for Elgin.

To apply for a grant:**1****Application narrative**

Please provide up to three pages of narrative that include the following:

- Please provide a summary of your organizations triumphs and challenges from the past twelve months.
- Describe how your organization typically supports its operating costs.
- What are your organizational goals for the next three years?
- What is the financial condition of your organization today compared to where it was two fiscal years ago?
- What decisions has your organization made to adapt to changing conditions?
- How have your decisions affected the way you carry out your mission?
- If your organizational budget is down more than 10% from where it was two years ago, what are your strategies to advance your work if revenues do not rebound or if they continue to decline?
- If awarded, how will you use general operating funds?

Elgin Grant works

GENERAL OPERATING GRANTS**2**

Complete an application cover sheet, and include the following attachments:

- Most recent business plan or strategic plan.
- Approved organizational budget for the current fiscal year.
- Year-to-date financial statements and a balance sheet for the most recently completed quarter.
- Audited financials or Form 990 for the most recently completed fiscal year.
- List of funding commitments and pending requests of \$5,000 or more (both public and private) for the current fiscal year. The list should include funder/donor name and amount committed or requested.
- List of your organization's management team and board members (including business or community affiliations).

An electronic version of the application cover sheet is available online at www.grandvictoriafdn.org/elginform.html

3

Submit two complete copies of your application package.

DEADLINES

The deadlines for submitting an application are the first Friday in February, June and October. Notification letters will be sent within 8 to 10 weeks of receiving the application. Grantees can expect to receive payment two weeks after submitting a signed grant agreement.

GRAND VICTORIA FOUNDATION
50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120
(847) 289-8575
(847) 289-8576 fax
www.grandvictoriafdn.org

Frequently Asked Questions

What do you consider an Elgin-based organization?

A nonprofit is considered Elgin-based if it: 1) has an office in Elgin, Illinois, 2) provides direct services to Elgin residents, and 3) has a dedicated Elgin budget.

If I apply for a general operating grant, can I apply for other grants from the Foundation in the same year?

Yes. However, eligibility requirements and program priorities for other Foundation grant programs differ from the eligibility requirements for the Grantworks general operating grant program. Visit www.grandvictoriafdn.org for more information about other grant opportunities.

Can the requested amounts for years two and three be different from the amount specified in the original application?

Yes, you may change the amount of funds requested from the Foundation in subsequent years as long as it does not exceed the annual maximum of \$25,000.

What are typical reasons an application is declined?

The most common reasons an application is declined are: (1) an organization does not meet the eligibility requirements; (2) the application is incomplete; (3) the organization is not financially stable; (4) there is no indication from the application that a general operating grant would strengthen the organization or help maximize its service delivery.

Who will evaluate the applications?

Each application will be evaluated on its own merits and will be reviewed by the Foundation's staff and Board of Directors.

What are the reporting requirements?

General operating grant recipients are required to annually submit a written report along with an up to date application cover sheet and financial statements.

What if my application is denied?

If your application is denied, you may reapply for general operating support after six months.

Elgin Grant Works

GENERAL OPERATING GRANT APPLICATION COVER SHEET

For Elgin, Illinois-based
Organizations Only

To be considered for a general operating grant, an Elgin-based organization must submit an application to the Grand Victoria Foundation on the first Friday of February, June or October.

Please provide two typed copies of your cover sheet, application narrative, and attachments. The Foundation does not accept handwritten or faxed materials.

Applications (including cover sheet) should not exceed four typed pages. Please do not use fonts smaller than 12 points.

An electronic version of this Application Cover Sheet is available online at www.grandvictoriafdn.org/elginform.html

GRAND VICTORIA FOUNDATION

50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120
(847) 289-8575
(847) 289-8576 fax
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ORGANIZATIONAL INFORMATION

Organization name _____ Web address (URL) _____
Address, City, State, Zip _____
Telephone _____ Fax _____ e-mail _____
Name of Chief Executive _____ Telephone _____
Date organization began operations _____
United Way? ☐ Yes ☐ No Number of paid staff. Full-time _____ Part-time _____

PRIMARY SERVICE CATEGORY OF ORGANIZATION (CHECK ONLY ONE)

☐ Arts & Culture ☐ Human Services ☐ Education
☐ Youth Development ☐ Environment ☐ Health
☐ Economic Development ☐ Other (specify) _____

BUDGET INFORMATION FOR CURRENT YEAR

Current fiscal period _____
Approved operating budget: Income \$ _____ Expenses \$ _____
Surplus (deficit) \$ _____
Year-to-date (as of __/__/__) Income \$ _____ Expenses \$ _____
Total fundraising goal \$ _____ Amount raised-to-date \$ _____

BUDGET INFORMATION FOR PREVIOUS YEAR

Approved operating budget: Income \$ _____ Expenses \$ _____
Surplus (deficit) \$ _____
Year-end (as of __/__/__) Income \$ _____ Expenses \$ _____

GRANT INFORMATION

Total Amount requested: \$ _____ # of years requested _____
Amount for each year (up to a maximum of \$25,000)
Year 1. \$ _____ Year 2. \$ _____ Year 3. \$ _____
Annual Fundraising Goal
Year 1 \$ _____ Year 2. \$ _____ Year 3. \$ _____

Signature of Chief Executive _____

Typed Name of Chief Executive _____

Date _____

VITAL LANDS ILLINOIS

Project Application

DIRECTIONS:

- Save this document to your computer.
- Complete the entire form.
- Email the completed form as an attachment to:
vitallandsillinois@grandvictoriafdn.org.
- Grand Victoria Foundation will confirm receipt via email.
- Eligible organizations with projects that meet minimum requirements will be invited, in writing, to submit a full proposal.

QUESTIONS?

- Review **Frequently Asked Questions**
- Contact Nancy Fishman at nancyf@grandvictoriafdn.org.
- Review the **Sample Project Application**

This initial application is designed to allow Grand Victoria Foundation to make a preliminary determination of whether your organization is eligible and whether your project meets the minimum requirements for funding under Vital Lands Illinois. Eligible organizations with projects that meet the minimum requirements will be invited to submit a full proposal. This application is solely for land acquisition projects (fee simple acquisition or conservation easement). Only projects that permanently protect land are eligible.

Applications are accepted throughout the year. Prior to submitting a Project Application, carefully review the Vital Lands Illinois project guidelines, including eligibility criteria and organizational documentation that will be requested if a full proposal is invited.

Please note that Grand Victoria Foundation believes that partnerships and multiple funding sources help ensure that a project is broadly supported and sustainable over the long term. Therefore, we are unlikely to be the sole funder on a project.

This is an editable PDF. Use your tab key to click through the response fields.

Today's Date:

>

Organizational Information

Applicant Organization Name:

>

Web Address (URL):

>

Full Mailing Address:

>

Name of Primary Contact Person

>

Title

>

Telephone:

>

Email:

>

Date of IRS Ruling:

>

Federal Tax ID Number:

>

Date your organization adopted the revised **2004 Land Trust Alliance Standards and Practices**:

>

Brief Description of Organization (please limit to one or two paragraphs):

>

Project Information**Project Name:**

>

Estimated Project Budget**Acquisition costs:**

\$ >

Staff time:

\$ >

Estimate personnel hours and provide hourly rate:

>

Long-term stewardship costs:

\$ >

Briefly describe method of calculation:

>

Long-term defense costs (conservation easement acquisitions only):

\$ >

Briefly describe method of calculation:

>

Public engagement costs (if sufficient information is available to estimate):

\$ >

What activities will these costs support?

>

Total project costs:

\$ >

Amount of request from Grand Victoria Foundation*:

\$ >

>

Other current or anticipated project support:

\$ >

Describe source, amount, and status:

>

The Property

Where is the property located? Be as precise as you can (include township and county).

A map can be attached to this application:

>

How many acres is the property you wish to acquire?

(Please indicate if this is an estimate.)

>

Is this a fee simple acquisition or a conservation easement?

>

Briefly outline the permanent protection strategy for the property:

>

* This amount can include up to 30% of the long-term stewardship and defense costs.

Describe the current status of the transaction, including an estimate of when it will close. If the transaction is particularly time-sensitive, let us know why and if there are any "drop dead" dates:

>

Please describe the project's primary conservation and habitat values, as well as other public benefits it will provide (refer to the Vital Lands Illinois Project Guidelines for definitions and guidance in preparing this description):

>

What is the parcel's status in relation to the Illinois Wildlife Action Plan (IWAP)? Has the parcel been identified as a conservation priority in any other plans? If so, please describe:

>

Does the landowner have past or current relationship to your organization, including any volunteer, staff or board member?

☐ Yes ☐ No

If yes, please describe the relationship:

>

Does anyone associated with your organization have an actual, potential or apparent conflict of interest related to this project? (See LTA Standard 4 for additional guidance and information.)

☐ Yes ☐ No

If yes, please describe the conflict and how your organization is addressing it:

>

If this is a collaborative project, list names of partnering organizations, contact people, and their telephone numbers:

>

GRAND VICTORIA FOUNDATION

230 W. Monroe St., Ste 2530

Chicago, IL 60606

(312) 609-0200

(312) 658-0738 FAX

www.grandvictoriafdn.org

ATTACHMENT 15A

GRAND VICTORIA FOUNDATION
Capital Gains/Losses
Year End December 31, 2010

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
VANGUARD TOTAL STOCK MARKET FUND								
05/20/2003	02/02/2010	330,517.811	27.230	9,000,000.00	21.25	7,023,503.48		1,976,496.53
05/20/2003	04/13/2010	40,933.852	29.79	1,219,419.45	21.25	869,844.36	349,575.10	
06/30/2003	04/13/2010	6,524.492	29.79	194,364.62	22.89	149,345.62	45,018.99	
09/30/2003	04/13/2010	7,158.322	29.79	213,246.41	23.21	166,144.65	47,101.76	
12/19/2003	04/13/2010	8,022.001	29.79	238,975.41	25.46	204,240.15	34,735.26	
03/31/2004	04/13/2010	5,907.102	29.79	175,972.57	26.10	154,175.36	21,797.21	
05/06/2004	04/13/2010	198,700.802	29.79	5,919,296.89	26.17	5,199,999.99	719,296.90	
06/30/2004	04/13/2010	7,065.235	29.79	210,473.35	26.67	188,429.82	22,043.53	
09/30/2004	04/13/2010	7,056.904	29.79	210,225.17	26.11	184,255.76	25,969.41	
12/31/2004	04/13/2010	3,961.938	29.79	118,026.13	28.68	113,628.38	4,397.75	
				8,500,000.00		04/13/2010 Sale Total		1,269,935.91
12/31/2004	06/07/2010	8,355.735	26.18	218,753.14	28.68	239,642.48	(20,889.34)	
03/31/2005	06/07/2010	7,136.937	26.18	186,845.01	27.78	198,264.11	(11,419.10)	
05/05/2005	06/07/2010	22,704.425	26.18	594,401.85	27.75	630,047.79	(35,645.95)	
				1,000,000.00		06/07/2010 Sale Total		(67,954.38)
05/05/2005	06/07/2010	157,475.755	26.18	4,122,715.27	27.75	4,369,952.20	(247,236.94)	
06/30/2005	06/07/2010	6,999.902	26.18	183,257.43	28.43	199,007.21	(15,749.78)	
09/30/2005	06/07/2010	9,383.035	26.18	245,647.86	29.12	273,233.98	(27,586.12)	
12/31/2005	06/07/2010	9,867.225	26.18	258,323.95	30.47	300,654.35	(42,330.40)	
03/31/2006	06/07/2010	7,259.568	26.18	190,055.49	31.58	229,257.16	(39,201.67)	
				5,000,000.00		06/07/2010 Sale Total		(372,104.90)
Total Gain/Loss				23,500,000.00		20,693,626.85		2,806,373.16

AMERICAN FUNDS - EURO PACIFIC

05/20/2003	04/14/2010	16,979.298	39.89	677,304.20	23.35	396,466.61	280,837.59	
12/19/2003	04/14/2010	4,498.909	39.89	179,461.48	29.35	132,042.98	47,418.50	
05/06/2004	04/14/2010	15,943.878	39.89	636,001.29	31.36	500,000.01	136,001.28	
12/15/2004	04/14/2010	6,190.557	39.89	246,941.32	34.36	212,707.54	34,233.78	
12/27/2005	04/14/2010	8,931.198	39.89	356,265.49	40.88	365,107.37	(8,841.89)	
12/27/2005	04/14/2010	4,850.099	39.89	193,470.45	40.88	198,272.05	(4,801.60)	
05/10/2006	04/14/2010	5,278.410	39.89	210,555.77	48.09	253,838.74	(43,282.96)	
				2,500,000.00		04/14/2010 Sale Total		441,564.70

GRAND VICTORIA FOUNDATION
Capital Gains/Losses
Year End December 31, 2010

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
05/10/2006	06/07/2010	4,079.045	33.17	135,301.92	48.09	196,161.27	(60,859.35)	
12/21/2006	06/07/2010	4,345.758	33.17	144,148.79	45.95	199,687.58	(55,538.79)	
12/21/2006	06/07/2010	3,308.638	33.17	109,747.52	45.95	152,031.92	(42,284.39)	
12/21/2006	06/07/2010	11,971.970	33.17	397,110.24	45.95	550,112.02	(153,001.78)	
12/12/2007	06/07/2010	4,107.051	33.17	136,230.88	52.25	214,593.41	(78,362.53)	
12/12/2007	06/07/2010	14,827.842	33.17	491,839.54	52.25	774,754.74	(282,915.23)	
05/22/2008	06/07/2010	20,064.205	33.17	665,529.70	49.84	999,999.98	(334,470.30)	
12/23/2008	06/07/2010	7,258.309	33.17	240,758.13	27.01	196,046.93	44,711.18	
12/23/2008	06/07/2010	12,956.595	33.17	429,770.28	27.01	349,957.63	79,812.63	
12/24/2009	06/07/2010	2,357.056	33.17	78,183.57	38.42	90,558.09	(12,374.54)	(895,283.10)
Total Gain/Loss				5,328,620.58		5,782,338.88		(453,718.40)

STATE STREET GLOBAL ADVISORS

U.S. Agency 1-3 Year Index CTF

10/28/2009	01/04/2010	2,561.735	10.072	25,801.79	10.109	25,896.58	(94.78)	
10/28/2009	01/29/2010	1,776.799	10.128	17,995.42	10.109	17,961.66	33.76	(61.02)
10/28/2009	02/01/2010	2,042.226	10.124	20,675.50	10.109	20,644.86	30.63	
10/28/2009	02/17/2010	52,601.579	10.130	532,854.00	10.109	531,749.36	1,104.63	
10/28/2009	02/26/2010	12,794.394	10.152	129,888.69	10.109	129,338.53	550.16	1,685.42
10/28/2009	03/31/2010	40,878.679	10.091	412,506.75	10.109	413,242.57	(735.82)	
10/28/2009	04/01/2010	3,806.552	10.091	38,411.92	10.109	38,480.43	(68.52)	
10/28/2009	04/14/2010	44.595	10.096	450.23	10.109	450.81	(0.58)	
10/28/2009	04/30/2010	26,441.805	10.113	267,405.97	10.109	267,300.21	105.77	36.67
10/28/2009	05/03/2010	4,310.891	10.105	43,561.55	10.109	43,578.80	(17.24)	
10/28/2009	05/28/2010	27,427.473	10.144	278,224.29	10.109	277,264.32	959.96	942.72
10/28/2010	06/22/2010	86.454	10.180	880.10	10.109	873.96	6.14	6.14
10/28/2009	07/01/2010	6,335.477	10.152	64,317.76	10.109	64,045.34	272.43	
10/28/2009	07/30/2010	15,419.297	10.181	156,983.86	10.109	155,873.67	1,110.19	1,382.62
10/28/2009	08/02/2010	5,115.547	10.179	52,071.15	10.109	51,713.06	358.09	
10/28/2009	08/31/2010	14,075.962	10.196	143,518.51	10.109	142,293.90	1,224.61	1,582.70
10/28/2009	09/01/2010	831.492	10.190	8,472.90	10.109	8,405.55	67.35	
10/28/2009	09/28/2010	93.687	10.215	957.01	10.109	947.08	9.93	
10/28/2009	09/30/2010	9,901.101	10.177	100,763.50	10.109	100,090.23	673.27	750.55
10/28/2009	10/01/2010	2,383.403	10.177	24,255.89	10.109	24,093.82	162.07	162.07
10/28/2009	11/01/2010	4,882.251	10.207	49,833.14	10.109	49,354.68	478.46	478.46

GRAND VICTORIA FOUNDATION
Capital Gains/Losses
Year End December 31, 2010

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
10/28/2009	12/01/2010	5,412.035	10.171	55,045.81	10.109	54,710.26	335.55	
10/28/2009	12/07/2010	92.877	10.172	944.74	10.109	938.89	5.85	
10/28/2009	12/08/2010	54,863.782	10.160	557,416.03	10.109	554,617.97	2,798.05	
10/30/2009	12/08/2010	496.251	10.160	5,041.91	10.111	5,017.59	24.31	
12/09/2009	12/08/2010	5,017.920	10.160	50,982.07	10.153	50,946.94	35.12	
12/09/2009	12/31/2010	10,751.809	10.138	109,001.84	10.153	109,163.12	(161.28)	3,037.59
Total Gain/Loss (Agency 1-3 Yr Index)				3,148,262.34		3,138,994.21		9,268.11

Credit 1-3 Year Index CTF

10/28/2009	01/04/2010	2,448.233	10.029	24,553.33	10.047	24,597.40	(44.07)	
10/28/2009	01/29/2010	7,157.519	10.104	72,319.57	10.047	71,911.59	407.98	363.91
10/28/2009	02/01/2010	1,685.852	10.095	17,018.68	10.047	16,937.76	80.92	
10/28/2009	02/17/2010	48,303.534	10.101	487,914.00	10.047	485,305.61	2,608.39	
10/28/2009	02/26/2010	12,916.226	10.129	130,828.45	10.047	129,769.32	1,059.13	3,748.44
10/28/2009	03/01/2010	5,057.657	10.132	51,244.18	10.047	50,814.28	429.90	429.90
10/28/2009	04/01/2010	4,519.582	10.073	45,525.75	10.047	45,408.24	117.51	119.04
10/28/2009	04/14/2010	42.482	10.083	428.35	10.047	426.82	1.53	184.23
10/28/2009	05/03/2010	3,684.588	10.097	37,203.28	10.047	37,019.06	184.23	
10/28/2009	06/01/2010	6,005.309	10.077	60,515.50	10.047	60,335.34	180.16	
10/28/2009	06/22/2010	82.230	10.114	831.67	10.047	826.16	5.51	
10/28/2009	06/30/2010	4,492.666	10.063	45,209.70	10.047	45,137.82	71.88	257.55
10/28/2009	07/01/2010	4,784.023	10.065	48,151.19	10.047	48,065.08	86.11	86.11
10/28/2009	08/02/2010	4,890.782	10.151	49,646.33	10.047	49,137.69	508.64	508.64
10/28/2009	09/01/2010	7,439.238	10.185	75,768.64	10.047	74,742.02	1,026.61	
10/28/2009	09/28/2010	102.751	10.238	1,051.96	10.047	1,032.34	19.63	1,046.24
10/28/2009	10/01/2010	6,284.324	10.174	63,936.71	10.047	63,138.60	798.11	
10/28/2009	10/29/2010	9,828.938	10.212	100,373.11	10.047	98,751.34	1,621.77	2,419.88
10/28/2009	11/01/2010	4,391.834	10.215	44,862.58	10.047	44,124.76	737.83	
10/28/2009	11/30/2010	13,401.768	10.185	136,497.01	10.047	134,647.56	1,849.44	2,587.27
10/28/2009	12/01/2010	5,718.052	10.170	58,152.59	10.047	57,449.27	703.32	
10/28/2009	12/07/2010	109.627	10.171	1,115.02	10.047	1,101.42	13.59	
10/28/2009	12/08/2010	69,078.559	10.158	701,700.00	10.047	694,032.28	7,667.72	8,384.63
Total Gain/Loss (Credit 1-3 Yr Index)				2,254,847.60		2,234,711.75		20,135.86

GRAND VICTORIA FOUNDATION

Capital Gains/Losses

Year End December 31, 2010

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
U.S. Treasury 1-3 Year Index CTF								
10/28/2009	02/17/2010	104,698.487	10.308	1,079,232.00	10.274	1,075,672.26	3,559.75	3,559.75
10/28/2009	04/14/2010	87.843	10.271	902.24	10.274	902.50	(0.26)	(0.26)
10/28/2009	06/22/2010	189.593	10.374	1,966.84	10.274	1,947.88	18.96	
10/28/2009	06/30/2010	1,912.499	10.365	19,823.05	10.274	19,649.01	174.04	193.00
10/28/2009	09/28/2010	240.952	10.430	2,513.13	10.274	2,475.54	37.59	37.59
10/28/2009	10/29/2010	10,276.262	10.425	107,130.03	10.274	105,578.32	1,551.72	1,551.72
10/28/2009	12/07/2010	259.342	10.387	2,693.79	10.274	2,664.48	29.31	
10/28/2009	12/08/2010	162,402.775	10.375	1,684,928.79	10.274	1,668,526.11	16,402.68	
10/28/2009	12/31/2010	7,148.011	10.359	74,046.25	10.274	73,438.67	607.58	17,039.57
Total Gain/Loss (Credit 1-3 Yr Index)				2,973,236.11		2,950,854.76		22,381.35

Grand Total Gains/Losses

37,204,966.63

2,404,440.08

K-1 SSGA 1-3 YEAR US CREDIT INDEX

170,952

K-1 SSGA 1-3 YEAR US TREASURY INDEX

107,533

K-1 SSGA 1-3 YEAR US AGENCY

62,576

GRAND TOTAL GAINS/LOSSES

2,745,501.08

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The 16th Street Theatre, NFP 1619 South Wesley Avenue Berwyn IL 60402	501 (c)(3)	Employee Matching Gift	None	300.00
Advance Illinois 50 E. Washington, Suite 410 Chicago IL 60602	501 (c)(3)	General Operating	None	92,500.00
AIDS Foundation of Chicago 200 W. Jackson Boulevard, Suite 2200 Chicago IL 60606	501 (c)(3)	Employee Matching Gift	None	1,000.00
Alliance for the Great Lakes 17 North State Street, Suite 1390 Chicago IL 60602	501 (c)(3)	General Operating	None	65,000.00
American Cancer Society 1114 North Arlington Heights Road Arlington Heights IL 60004	501 (c)(3)	General Operating	None	1,000.00
Art for All 749 Scott Dr Elgin IL 60123	501 (c)(3)	Project Support	None	525.00
Asian American Institute 4753 N. Broadway, Suite 904 Chicago IL 60640	501 (c)(3)	Employee Matching Gift	None	200.00
Ballet Folklórico Huehucocoyotl PO Box 5062 Elgin IL 60121	501 (c)(3)	Project Support	None	1,500.00
Bethlehem Lutheran Child Development Center 340 Grand Blvd Elgin IL 60120	501 (c)(3)	General Operating	None	5,000.00
Black Women's Association PO Box 5260 Elgin IL 60121	501 (c)(3)	General Operating	None	1,000.00
Boys & Girls Club of Elgin PO Box 416 Elgin IL 60120	501 (c)(3)	General Operating	None	15,000.00
Business & Professional People for the Public Interest 25 East Washington, Suite 1515 Chicago IL 60602	501 (c)(3)	Project Support	None	125,000.00
Caitlin E. Weese Charitable Trust PO Box 281 Wonder Lake IL 60097	501 (c)(3)	General Operating	None	500.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Center for Disability & Elder Law 79 West Monroe, Suite 919 Chicago IL 60603	501 (c)(3)	General Operating	None	2,500 00
Center for Economic Progress 29 East Madison, Suite 900 Chicago IL 60602	501 (c)(3)	Project Support	None	30,000 00
Center for Neighborhood Technology 2125 West North Avenue Chicago IL 60647	501 (c)(3)	Project Support	None	150,000 00
Centro de Informacion 28 N Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000.00
Chicago Area Project 55 East Jackson, Suite 900 Chicago IL 60604	501 (c)(3)	Project Support	None	35,000.00
Chicago Jobs Council 29 East Madison, Suite 1700 Chicago IL 60602	501 (c)(3)	Project Support	None	332,000.00
Chicago Wilderness Trust 8 S Michigan Avenue, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	39,600 00
Chicago Women in Philanthropy 216 West Jackson, Suite 625 Chicago IL 60606	501 (c)(3)	General Operating	None	2,500 00
Children's Theatre of Elgin 1700 Spartan Drive Elgin IL 60123	501 (c)(3)	General Operating	None	20,000.00
City of Elgin 150 Dexter Court Elgin IL 60120	Governmental Unit	Scholarships	None	1,000 00
City of Peoria Workforce Development Department 211 Fulton Street, Suite 300 Peoria IL 61602	Governmental Unit	Project Support	None	100,000.00
Civic Consulting Alliance 21 South Clark Street, Suite 3120 Chicago IL 60603	501 (c)(3)	Project Support	None	75,000 00
Collaboration for Early Childhood Care and Education 123 Madison Street, Room 209 Oak Park IL 60302	501 (c)(3)	Project Support	None	31,000 00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Community Crisis Center PO Box 1390 Elgin IL 60121	501 (c)(3)	General Operating	None	20,000 00
Community Crisis Center PO Box 1390 Elgin IL 60121	501 (c)(3)	General Operating	None	4,000 00
Community Foundation of Decatur/Macon County 125 North Water Street, Suite 200 Decatur IL 62523	501 (c)(3)	General Operating	None	30,000 00
Community Foundation of Decatur/Macon County 125 North Water Street, Suite 200 Decatur IL 62523	501 (c)(3)	Challenge Grant	None	784,112 01
Community Foundation of Grundy County 102 North Liberty Street Morris IL 60450	501 (c)(3)	General Operating	None	30,000 00
Community Foundation of Kankakee River Valley 701 S. Harrison Ave Kankakee IL 60901	501 (c)(3)	General Operating	None	30,000.00
Community Foundation of Kankakee River Valley 701 S. Harrison Ave Kankakee IL 60901	501 (c)(3)	Challenge Grant	None	253,312.40
Community Foundation of the Quincy Area 601 State Street, PO Box 741 Quincy IL 62306	501 (c)(3)	General Operating	None	30,000.00
Community Foundation of the Quincy Area 601 State Street, PO Box 741 Quincy IL 62306	501 (c)(3)	Challenge Grant	None	80,078.85
Counseling Center of Lake View 3225 N Sheffield Chicago IL 60657	501 (c)(3)	Employee Matching Gift	None	400 00
Crossroads Fund 3411 West Diversey, Suite 20 Chicago IL 60647	501 (c)(3)	Employee Matching Gift	None	200.00
DeKalb County Community Foundation 2600 DeKalb Avenue, Suite J Sycamore IL 60178	501 (c)(3)	Challenge Grant	None	263,767 61
DeKalb County Community Foundation 2600 DeKalb Avenue, Suite J Sycamore IL 60178	501 (c)(3)	General Operating	None	30,000.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Delta Institute 53 West Jackson, Suite 230 Chicago IL 60604	501 (c)(3)	Project Support	None	83,545.00
Delta Institute 53 West Jackson, Suite 230 Chicago IL 60604	501 (c)(3)	Project Support	None	87,500.00
Discovery Center 711 North Main Street @ Riverfront Museum Park Rockford IL 61103	501 (c)(3)	Project Support	None	50,000.00
Donors Forum 208 South LaSalle Street, Suite 1540 Chicago IL 60604	501 (c)(3)	Membership Grant	None	9,308 00
Ducks Unlimited 229 N. Third Avenue Canton IL 61520	501 (c)(3)	Project Support	None	406,807.50
DuPage Children's Museum 310 North Washington Street Naperville IL 60540	501 (c)(3)	General Operating	None	60,000.00
DuPage Community Foundation 104 East Roosevelt Road, Suite 204 Wheaton IL 60187	501 (c)(3)	General Operating	None	30,000 00
DuPage Homeownership Center 1333 North Main Street Wheaton IL 60187	501 (c)(3)	Project Support	None	30,000 00
Ecker Center for Mental Health 1845 Grandstand Place Elgin IL 60123	501 (c)(3)	General Operating	None	15,000.00
Economic Development Council of the Bloomington-Normal Area 200 West College Avenue, Suite 402 Normal IL 61761	501 (c)(3)	Project Support	None	62,150.00
Elgin Academy 350 Park Street Elgin IL 60120	501 (c)(3)	Scholarships	None	27,000.00
Elgin Area Chamber of Commerce 31 South Grove Avenue Elgin IL 60120	501 (c)(4)	General Operating	None	5,000 00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Elgin Area Historical Society Museum 360 Park St. Elgin IL 60120	501 (c)(3)	General Operating	None	2,100 00
Elgin Children's Chorus PO Box 725 Elgin IL 60121	501 (c)(3)	General Operating	None	15,000 00
Elgin Choral Union 1700 Spartan Drive Elgin IL 60123	501 (c)(3)	General Operating	None	10,000 00
Elgin Classic Little League 724 Butternut Lane Elgin IL 60123	501 (c)(3)	General Operating	None	250 00
Elgin Junior Service Board PO Box 5417 Elgin IL 60121	501 (c)(3)	General Operating	None	2,500 00
Elgin Opera 350 Park Street ,The Rider Center - Room 207 Elgin IL 60120	501 (c)(3)	Project Support	None	1,500 00
Elgin Public Museum 225 Grand Blvd Elgin IL 60120	501 (c)(3)	General Operating	None	2,750.00
Elgin Symphony Orchestra 20 DuPage Court Elgin IL 60120	501 (c)(3)	General Operating	None	15,000.00
Elgin Symphony Orchestra 20 DuPage Court Elgin IL 60120	501 (c)(3)	Project Support	None	500 00
Elgin Youth Symphony Orchestra PO Box 6508 Elgin IL 60121-6508	501 (c)(3)	General Operating	None	10,000 00
Environmental Law and Policy Center 35 East Wacker Drive, Suite 1300 Chicago IL 60601	501 (c)(3)	General Operating	None	75,000.00
Erikson Institute 451 North LaSalle Street Chicago IL 60654	501 (c)(3)	Project Support	None	198,720 00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Evanston Community Foundation 1007 Church Street, Suite 108 Evanston IL 60201	501 (c)(3)	Challenge Grant	None	253,568.00
Evanston Community Foundation 1007 Church Street, Suite 108 Evanston IL 60201	501 (c)(3)	General Operating	None	30,000.00
Evanston Community Foundation, fiscal agent for Illinois Early Child Childhood Fellowship 1007 Church Street, Suite 108 Evanston IL 60201	501 (c)(3)	Project Support	None	325,000.00
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	501 (c)(3)	General Operating	None	20,000.00
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	501 (c)(3)	General Operating	None	25,000.00
Family Service Association 22 South Spring Street Elgin IL 60120	501 (c)(3)	General Operating	None	20,000.00
Fight Crime Invest in Kids 70 East Lake Street, Suite 720 Chicago IL 60601	501 (c)(3)	Project Support	None	20,000.00
Foresight Design Initiative, fiscal agent for Neighborhoods Go Green! 4518 N. Damen Chicago IL 60625	501 (c)(3)	Project Support	None	5,000.00
Fox Valley Volunteer Hospice 200 Whitfield Drive Geneva IL 60134	501 (c)(3)	General Operating	None	2,500.00
Friends of the Chicago River 28 East Jackson Boulevard, Suite 1800 Chicago IL 60604	501 (c)(3)	Project Support	None	12,000.00
Gail Borden Public Library 270 N. Grove Ave Elgin IL 60120	501 (c)(3)	General Operating	None	2,500.00
The Gamma Xi Chapter Foundation for Education c/o Karen Phillips 1035 Knollwood Lane Bartlett IL 60103	501 (c)(3)	Scholarships	None	1,000.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago IL 60632	501 (c)(3)	Employee Matching Gift	None	150.00
Greater Elgin Family Care Center 370 Summit Street Elgin IL 60120	501 (c)(3)	General Operating	None	25,000.00
The Greater Springfield Chamber of Commerce 3 South Old State Capitol Plaza Springfield IL 62701	501 (c)(3)	Project Support	None	100,000.00
Heartland Alliance 33 West Grand Avenue, Suite 500 Chicago IL 60654	501 (c)(3)	Project Support	None	50,000.00
Heartland Voices PO Box 5484 Elgin IL 60121-5484	501 (c)(3)	General Operating	None	1,500.00
Housing Action Illinois 11 East Adams, Suite 1601 Chicago IL 60603	501 (c)(3)	General Operating	None	50,000.00
Housing Authority of Elgin 120 South State Street Elgin IL 60123	Governmental Unit	Project Support	None	375.00
Hyde Park Art Center 5020 South Cornell Avenue Chicago IL 60615	501 (c)(3)	Employee Matching Gift	None	2,500.00
Illinois Action for Children 4753 North Broadway, 12th floor Chicago IL 60640	501 (c)(3)	Project Support	None	300,000.00
Illinois Audubon Society PO Box 2547 Springfield IL 62708	501 (c)(3)	Project Support	None	308,500.00
Illinois Council Against Handgun Violence 223 West Jackson, Suite 802 Chicago IL 60606	501 (c)(3)	Employee Matching Gift	None	700.00
Illinois Network of Charter Schools 205 West Randolph, Suite 1340 Chicago IL 60606	501 (c)(3)	Project Support	None	125,000.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Illinois Network of Child Care Resource & Referral 1226 Towanda Plaza Bloomington IL 61701	501 (c)(3)	General Operating	None	100,000.00
Institute for Conservation Leadership 6930 Carroll Avenue, Suite 420 Takoma Park MD 20912	501 (c)(3)	Project Support	None	4,000 00
Interfaith Housing Center of the Northern Suburbs 614 Lincoln Avenue Winnetka IL 60093	501 (c)(3)	Project Support	None	42,000 00
Jo Daviess Conservation Foundation 126 North Main Street, PO Box 216 Elizabeth IL 61028-0216	501 (c)(3)	Project Support	None	626,450.00
Kohl Children's Museum of Greater Chicago 2100 Patriot Blvd. Glenview IL 60026	501 (c)(3)	Project Support	None	50,000 00
The Land Conservancy of McHenry County PO Box 352 Woodstock IL 60098	501 (c)(3)	General Operating	None	25,000.00
The Larkin Center 1212 Larkin Ave. Elgin IL 60123	501 (c)(3)	General Operating	None	25,000 00
Latino Policy Forum 180 N Michigan Ave., Suite 1250 Chicago IL 60601	501 (c)(3)	General Operating	None	40,000 00
Liberty Prairie Conservancy 32400 North Harris Road Grayslake IL 60030	501 (c)(3)	General Operating	None	80,000.00
LINK Unlimited 2221 South State Street Chicago IL 60616	501 (c)(3)	Project Support	None	30,000 00
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000 00
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	800 00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Literacy Volunteers Fox Valley One South Sixth Avenue St. Charles IL 60174	501 (c)(3)	General Operating	None	1,000.00
Lutheran Social Services of Illinois Behavioral Health Services 675 Varsity Drive Elgin IL 60120	501 (c)(3)	General Operating	None	25,000.00
MAEOPP Education Foundation University of Illinois at Urbana-Champaign 610 East John Street, Room 130 Champaign IL 61820	501 (c)(3)	Project Support	None	5,400.00
Mano a Mano Family Resource Center 6 E. Main Street Round Lake Park IL 60073	501 (c)(3)	Project Support	None	26,000.00
McHenry County Community Foundation PO Box 1844 Woodstock IL 60098	501 (c)(3)	Challenge Grant	None	43,440.00
McHenry County Community Foundation PO Box 1844 Woodstock IL 60098	501 (c)(3)	Challenge Grant	None	100,000.00
Mercy Housing Lakefront 120 S LaSalle Street, Suite 1850 Chicago IL 60603	501 (c)(3)	Project Support	None	125,000.00
Metropolitan Mayors Caucus 177 N. State Street, Suite 500 Chicago IL 60601	501 (c)(3)	Project Support	None	70,000.00
Metropolitan Planning Council 140 S Dearborn, Suite 1400 Chicago IL 60603	501 (c)(3)	General Operating	None	130,000.00
The Moline Foundation 817 11th Avenue Moline IL 61265	501 (c)(3)	General Operating	None	30,000.00
National Audubon Society - Chicago Area 1718 Sherman Avenue, Suite 210 Evanston IL 60201	501 (c)(3)	Project Support	None	40,000.00
National-Louis University 122 S Michigan Ave. Chicago IL 60603	501 (c)(3)	Project Support	None	50,000.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Natural Land Institute 320 S. Third Street Rockford IL 61104	501 (c)(3)	Project Support	None	81,000 00
The Nature Conservancy 8 S. Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	792,540 00
The Nature Conservancy 8 S. Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	33,882 41
Neighbors of South East Elgin 628 South Liberty St. Elgin IL 60120	501 (c)(3)	Project Support	None	400 00
New Teacher Center 725 Front Street, Suite 400 Santa Cruz CA 95060	501 (c)(3)	Project Support	None	100,000 00
Oak Crest Residence Association 204 S State Street Elgin IL 60123	501 (c)(3)	General Operating	None	25,000 00
Oak Park-River Forest Community Foundation 1049 Lake Street, Suite 204 Oak Park IL 60301	501 (c)(3)	Challenge Grant	None	314,690.97
One Hope United 215 N. Milwaukee Avenue P O Box 1128 Lake Villa IL 60046	501 (c)(3)	Project Support	None	250,000.00
One Hope United 215 N Milwaukee Avenue P O. Box 1128 Lake Villa IL 60046	501 (c)(3)	General Operating	None	25,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Challenge Grant	None	334,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	58,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	565,858.73

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Ounce of Prevention Fund 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	General Operating	None	200,000.00
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	Project Support	None	116,868.00
PADS of Elgin 1730 Berkley St Elgin IL 60123	501 (c)(3)	General Operating	None	25,000.00
Pan-African Association 6163 N. Broadway Chicago IL 60660	501 (c)(3)	Employee Matching Gift	None	300.00
Parkland College 2400 West Bradley Avenue Champaign IL 61821-1899	Governmental Unit	Project Support	None	44,000.00
Pheasants Forever 1504 Vinifera Drive Petersburg IL 62675	501 (c)(3)	Project Support	None	1,144,818.00
Planned Parenthood of Illinois 18 S. Michigan Avenue Chicago IL 60603	501 (c)(3)	Employee Matching Gift	None	150.00
Planned Parenthood of Illinois 18 S. Michigan Avenue Chicago IL 60603	501 (c)(3)	Employee Matching Gift	None	200.00
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	General Operating	None	35,000.00
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	Project Support	None	30,000.00
The Renaissance Society 5811 S. Ellis Chicago IL 60637	501 (c)(3)	Employee Matching Gift	None	700.00
Renz Addiction Counseling Center Two American Way Elgin IL 60120	501 (c)(3)	General Operating	None	20,000.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Sangamon County Community Foundation 205 South Fifth Street, 9th floor Springfield IL 62701	501 (c)(3)	General Operating	None	30,000 00
Sargent Shriver National Center on Poverty Law 50 East Washington, Suite 500 Chicago IL 60602	501 (c)(3)	General Operating	None	125,000 00
School District U-46 355 Chicago Street Elgin IL 60120	Governmental Unit	Project Support	None	87,000 00
Scott J. Orlowski Memorial Fund PO Box 5517 Naperville IL 60567	501 (c)(3)	Employee Matching Gift	None	300.00
Senior Services Associates 101 S. Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000.00
Sherman Hospital Auxiliary 934 Center Street Elgin IL 60120	501 (c)(3)	General Operating	None	5,000 00
Smart Growth America 1707 L Street NW, Suite 250 Washington DC 20036	501 (c)(3)	Project Support	None	75,000 00
Southeastern Illinois Community Foundation 300 East Washington, PO Box 1211 Effingham IL 62401	501 (c)(3)	Challenge Grant	None	100,000.00
Southeastern Illinois Community Foundation 300 East Washington, PO Box 1211 Effingham IL 62401	501 (c)(3)	General Operating	None	30,000 00
Southwestern Illinois Resource Conservation & Development 406 E. Main Street Mascoutah IL 62258	501 (c)(3)	Project Support	None	477,248 00
Southwestern Illinois Resource Conservation & Development 406 E. Main Street Mascoutah IL 62258	501 (c)(3)	Project Support	None	237,500 00
Special Education District of Lake County 18160 Gages Lake Road Gages Lake IL 60030-1819	Governmental Unit	Project Support	None	43,100.00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
United African Organization 3424 S. State Street, Suite 3C8-2 Chicago IL 60616	501 (c)(3)	Employee Matching Gift	None	200.00
United Way of Elgin, fiscal agent for Elgin Funders Forum 1797 N La Fox St Elgin IL 60177	501 (c)(3)	Project Support	None	550.00
University of Illinois 1901 S First Street, Suite A Champaign IL 61820-7406	Governmental Unit	Scholarships	None	100,000 00
University of Illinois 1901 S. First Street, Suite A Champaign IL 61820-7406	Governmental Unit	Project Support	None	(409 69)
University of Illinois 1901 S. First Street, Suite A Champaign IL 61820-7406	Governmental Unit	Project Support	None	666,700 00
University of Illinois at Chicago 412 South Peoria Street, #400 M/C 107 Chicago IL 60607	Governmental Unit	Project Support	None	750,000 00
Upper Des Plaines River Ecosystem Partner 500 W. Winchester, Suite 201 Libertyville IL 60048	501 (c)(3)	Project Support	None	13,620 00
Visiting Nurse Association of Fox Valley 400 N. Highland Avenue Aurora IL 60506	501 (c)(3)	General Operating	None	1,000 00
WBEZ Alliance, Inc. 848 E. Grand Avenue Chicago IL 60611	501 (c)(3)	Employee Matching Gift	None	240 00
Well Child Center 620 Wing Street Elgin IL 60123	501 (c)(3)	General Operating	None	25,000 00
The Wetlands Initiative 53 W. Jackson Boulevard, Suite 1015 Chicago IL 60604	501 (c)(3)	Project Support	None	125,000.00
Window to the World Communications 5400 North St. Louis Avenue Chicago IL 60625-4698	501 (c)(3)	Employee Matching Gift	None	250.00
Window to the World Communications 5400 North St. Louis Avenue Chicago IL 60625-4698	501 (c)(3)	Employee Matching Gift	None	200 00

GRAND VICTORIA FOUNDATION
FY2010 Grants Paid
January 1, 2010 through December 31, 2010

<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Women Employed 65 East Wacker Place, Suite 1500 Chicago IL 60601	501 (c)(3)	Project Support	None	100,000 00
Women Employed 65 East Wacker Place, Suite 1500 Chicago IL 60601	501 (c)(3)	Project Support	None	20,000.00
Youth Job Center of Evanston 1114 Church Street Evanston IL 60201	501 (c)(3)	General Operating	None	35,000 00
YWCA Elgin, fiscal agent for Lao Professionals of 220 E Chicago Street Elgin IL 60120	501 (c)(3)	Project Support	None	250 00
YWCA of Elgin 220 E. Chicago Street Elgin IL 60120	501 (c)(3)	General Operating	None	25,000 00
Total Grants Paid				14,562,165.79

**GRAND VICTORIA FOUNDATION
FY 2010 ENDING DECEMBER 31, 2010
GRANTS PAYABLE**

3/4/2011
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<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Boys & Girls Club of Elgin PO Box 416 Elgin IL 60120	501 (c)(3)	General Operating	None	30,000 00
Business and Professional People for the Public Interest 25 East Washington, Suite 1515 Chicago IL 60602	501 (c)(3)	Project Support	None	125,000 00
Centro de Informacion 28 N. Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	40,000.00
Chicago Wilderness Trust 8 S Michigan Avenue, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	39,600 00
Children's Theatre of Elgin 1700 Spartan Drive Elgin IL 60123	501 (c)(3)	General Operating	None	40,000 00
Collaboration for Early Childhood Care & Education 123 Madison Street, Room 209 Oak Park IL 60302	501 (c)(3)	Project Support	None	31,000 00
Community Crisis Center PO Box 1390 Elgin IL 60121	501 (c)(3)	General Operating	None	40,000.00
Community Foundation of the Great River Bend 852 Middle Road, Suite 100 Bettendorf IA 52722	501 (c)(3)	General Operating	None	30,000 00
Community Organizing and Family Issues 1436 West Randolph, 4th Floor Chicago IL 60607	501 (c)(3)	Project Support	None	25,000.00
Delta Institute 53 West Jackson, Suite 230 Chicago IL 60604	501 (c)(3)	Project Support	None	41,772 50
Delta Institute 53 West Jackson, Suite 230 Chicago IL 60604	501 (c)(3)	Project Support	None	75,000 00
DuPage Children's Museum 310 North Washington Street Naperville IL 60540	501 (c)(3)	General Operating	None	60,000 00
Elgin Academy 350 Park Street Elgin IL 60120	501 (c)(3)	Scholarships	None	81,000.00
Elgin Children's Chorus PO Box 725 Elgin IL 60121	501 (c)(3)	General Operating	None	30,000 00

**GRAND VICTORIA FOUNDATION
FY 2010 ENDING DECEMBER 31, 2010
GRANTS PAYABLE**

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Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Elgin Choral Union 1700 Spartan Drive Elgin IL 60123	501 (c)(3)	General Operating	None	10,000.00
Elgin Symphony Orchestra 20 DuPage Court Elgin IL 60120	501 (c)(3)	General Operating	None	30,000.00
Erikson Institute 451 North LaSalle Street Chicago IL 60654	501 (c)(3)	Project Support	None	161,423.00
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	501 (c)(3)	General Operating	None	25,000.00
Family Service Associates 22 South Spring Street Elgin IL 60120	501 (c)(3)	General Operating	None	40,000.00
Global Philanthropy Partnership c/o Chicago Metropolis 2020 30 West Monroe Street Chicago IL 60603	501 (c)(3)	Project Support	None	20,000.00
Greater Elgin Family Care Center 370 Summit Street Elgin IL 60120	501 (c)(3)	General Operating	None	50,000.00
Illinois Network of Charter Schools 205 West Randolph, Suite 1340 Chicago IL 60606	501 (c)(3)	Project Support	None	125,000.00
Illinois Network of Child Care Resource & Referral 1226 Towanda Plaza Bloomington IL 61701	501 (c)(3)	General Operating	None	100,000.00
The Land Conservancy of McHenry County PO Box 352 Woodstock IL 60098	501 (c)(3)	General Operating	None	25,000.00
Latino Policy Forum PO Box 352 Woodstock IL 60098	501 (c)(3)	General Operating	None	40,000.00
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	40,000.00
Lutheran Social Services of Illinois 675 Varsity Drive Elgin IL 60120	501 (c)(3)	General Operating	None	50,000.00
MAEOPP Education Foundation University of Illinois at Urbana-Champaign 610 East John Street, Room 130 Champaign IL 61820	501 (c)(3)	Project Support	None	29,600.00

GRAND VICTORIA FOUNDATION
FY 2010 ENDING DECEMBER 31, 2010
GRANTS PAYABLE

3/4/2011
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<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
McHenry County Community Foundation PO Box 1844 Woodstock IL 60098	501 (c)(3)	General Operating	None	30,000 00
Metropolitan Planning Council 140 S Dearborn, Suite 1400 Chicago IL 60603	501 (c)(3)	General Operating	None	100,000 00
Oak Crest Residence Association 204 S State Street Elgin IL 60123	501 (c)(3)	General Operating	None	50,000 00
Oak Park-River Forest Community Foundation 1049 Lake Street, Suite 204 Oak Park IL 60301	501 (c)(3)	General Operating	None	30,000 00
One Hope United 215 N. Milwaukee Avenue P.O. Box 1128 Lake Villa IL 60046	501 (c)(3)	General Operating	None	50,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	898,300 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	200,000.00
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	Project Support	None	119,589.00
PADS of Elgin 1730 Berkley St Elgin IL 60123	501 (c)(3)	General Operating	None	50,000.00
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	Project Support	None	30,000.00
Renz Addiction Counseling Center Two American Way Elgin IL 60120	501 (c)(3)	General Operating	None	40,000.00
Senior Services Associates 101 S. Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	40,000.00
TARGET Area Development Corporation 1542 W 79th Street Chicago IL 60620	501 (c)(3)	Project Support	None	40,000.00
University of Illinois 1901 S. First Street, Suite A Champaign IL 61820-7406	Governmental Unit	Project Support	None	666,600 00

GRAND VICTORIA FOUNDATION
FY 2010 ENDING DECEMBER 31, 2010
GRANTS PAYABLE

3/4/2011
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<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Well Child Center 620 Wing Street Elgin IL 60123	501 (c)(3)	General Operating	None	50,000 00
The Wetlands Initiative 53 W. Jackson Boulevard, Suite 1015 Chicago IL 60604	501 (c)(3)	Project Support	None	125,000 00
YWCA Child Care Resource and Referral Service 360 N. Michigan Avenue, Suite 800 Chicago IL 60601	501 (c)(3)	Project Support	None	60,000.00
YWCA of Elgin 220 E. Chicago Street Elgin IL 60120	501 (c)(3)	General Operating	None	50,000 00
				<u>4,063,884.50</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	GRAND VICTORIA FOUNDATION	36-4107162
	Number, street, and room or suite no. If a P.O. box, see instructions	
	230 WEST MONROE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MARY KAY FRANCEL

Telephone No ► 312 609-0200

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)