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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

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

|                                                                                                                                                                                                                                                          |                                                                                                                                                                                                       |                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>MAKE IT BETTER FOUNDATION</b>                                                                                                                                                                                                   |                                                                                                                                                                                                       | <b>A Employer identification number</b><br>27-0773475                                                                                                                                                                                           |
| Number and street (or P.O. box number if mail is not delivered to street address)                                                                                                                                                                        | Room/suite                                                                                                                                                                                            | <b>B Telephone number (see instructions)</b><br>(847) 256-4642                                                                                                                                                                                  |
| PO BOX 304                                                                                                                                                                                                                                               |                                                                                                                                                                                                       |                                                                                                                                                                                                                                                 |
| City or town, state, and ZIP code<br><br>WILMETTE, IL 60091-2642                                                                                                                                                                                         |                                                                                                                                                                                                       | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                                                                               |
| <b>G</b> Check all that apply                                                                                                                                                                                                                            | <input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change                                                                           | <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change                                                                                           |
| <b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                                                                                                       | <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>                                                             |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 675.                                                                                                                                                       | <b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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) . . . . .                               |                                    |                           |                         |                                                             |
| 2                                                                                                                                                                          | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B . . . . . |                                    |                           |                         |                                                             |
| 3                                                                                                                                                                          | Interest on savings and temporary cash investments . . . . .                                           |                                    |                           |                         |                                                             |
| 4                                                                                                                                                                          | Dividends and interest from securities . . . . .                                                       |                                    |                           |                         |                                                             |
| 5a                                                                                                                                                                         | Gross rents . . . . .                                                                                  |                                    |                           |                         |                                                             |
| b                                                                                                                                                                          | Net rental income or (loss) . . . . .                                                                  |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                                         | Net gain or (loss) from sale of assets not on line 10 . . . . .                                        |                                    |                           |                         |                                                             |
| b                                                                                                                                                                          | Gross sales price for all assets on line 6a . . . . .                                                  |                                    |                           |                         |                                                             |
| 7                                                                                                                                                                          | Capital gain net income (from Part IV, line 2) . . . . .                                               |                                    |                           |                         |                                                             |
| 8                                                                                                                                                                          | Net short-term capital gain . . . . .                                                                  |                                    |                           |                         |                                                             |
| 9                                                                                                                                                                          | Income modifications . . . . .                                                                         |                                    |                           |                         |                                                             |
| 10 a                                                                                                                                                                       | 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                                                                                                                                                                         | <b>Total.</b> Add lines 1 through 11 . . . . .                                                         | 0                                  |                           |                         |                                                             |
| 13                                                                                                                                                                         | Compensation of officers, directors, trustees, etc. . . . .                                            | 0                                  |                           |                         |                                                             |
| 14                                                                                                                                                                         | Other employee salaries and wages . . . . .                                                            |                                    |                           |                         |                                                             |
| 15                                                                                                                                                                         | Pension plans, employee benefits . . . . .                                                             |                                    |                           |                         |                                                             |
| 16 a                                                                                                                                                                       | Legal fees (attach schedule) . . . . .                                                                 |                                    |                           |                         |                                                             |
| b                                                                                                                                                                          | Accounting fees (attach schedule) . . . . .                                                            |                                    |                           |                         |                                                             |
| c                                                                                                                                                                          | Other professional fees (attach schedule) . . . . .                                                    |                                    |                           |                         |                                                             |
| 17                                                                                                                                                                         | Interest . . . . .                                                                                     |                                    |                           |                         |                                                             |
| 18                                                                                                                                                                         | Taxes (attach schedule) (see instructions) . . . . .                                                   |                                    |                           |                         |                                                             |
| 19                                                                                                                                                                         | Depreciation (attach schedule) and depletion . . . . .                                                 |                                    |                           |                         |                                                             |
| 20                                                                                                                                                                         | Occupancy . . . . .                                                                                    |                                    |                           |                         |                                                             |
| 21                                                                                                                                                                         | Travel, conferences, and meetings . . . . .                                                            |                                    |                           |                         |                                                             |
| 22                                                                                                                                                                         | Printing and publications . . . . .                                                                    |                                    |                           |                         |                                                             |
| 23                                                                                                                                                                         | Other expenses (attach schedule) <u>ATTCH. 1</u> . . . . .                                             | 875.                               |                           |                         | 875.                                                        |
| 24                                                                                                                                                                         | <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .                  | 875.                               |                           |                         | 875.                                                        |
| 25                                                                                                                                                                         | Contributions, gifts, grants paid . . . . .                                                            |                                    |                           |                         |                                                             |
| 26                                                                                                                                                                         | <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .                                 | 875.                               |                           |                         | 875.                                                        |
| 27                                                                                                                                                                         | Subtract line 26 from line 12. . . . .                                                                 | -875.                              |                           |                         |                                                             |
| a                                                                                                                                                                          | Excess of revenue over expenses and disbursements . . . . .                                            |                                    | 0                         |                         |                                                             |
| b                                                                                                                                                                          | <b>Net investment income</b> (if negative, enter -0-) . . . . .                                        |                                    | 0                         |                         |                                                             |
| c                                                                                                                                                                          | <b>Adjusted net income</b> (if negative, enter -0-) . . . . .                                          |                                    |                           |                         |                                                             |

For Paperwork Reduction Act Notice, see Instructions.

JSA

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**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 |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                             | 1,550.            | 675.           | 675.                  |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                  |                   |                |                       |
|                                                                                                                   | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                  |                   |                |                       |
|                                                                                                                   | 4 Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                   |                   |                |                       |
|                                                                                                                   | 5 Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                   | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                                                                                                                   | 7 Other notes and loans receivable (attach schedule) ▶<br>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) . . . . .                                                                         |                   |                |                       |
|                                                                                                                   | 11 Investments - land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                       |                   |                |                       |
|                                                                                                                   | 12 Investments - mortgage loans . . . . .                                                                                           |                   |                |                       |
|                                                                                                                   | 13 Investments - other (attach schedule) . . . . .                                                                                  |                   |                |                       |
|                                                                                                                   | 14 Land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                     |                   |                |                       |
| 15 Other assets (describe ▶) . . . . .                                                                            |                                                                                                                                     |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 1,550.                                                                                                                              | 675.              | 675.           |                       |
| <b>Liabilities</b>                                                                                                | 17 Accounts payable and accrued expenses . . . . .                                                                                  |                   |                |                       |
|                                                                                                                   | 18 Grants payable . . . . .                                                                                                         |                   |                |                       |
|                                                                                                                   | 19 Deferred revenue . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                   | 20 Loans from officers, directors, trustees, and other disqualified persons . . . . .                                               |                   |                |                       |
|                                                                                                                   | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                    |                   |                |                       |
|                                                                                                                   | 22 Other liabilities (describe ▶) . . . . .                                                                                         |                   |                |                       |
|                                                                                                                   | 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                     | 0                 | 0              |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>                                                      |                   |                |                       |
|                                                                                                                   | <b>and complete lines 24 through 26 and lines 30 and 31.</b>                                                                        |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                           |                   |                |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                   | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>  |                   |                |                       |
|                                                                                                                   | 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 . . . . .                                                       | 1,550.            | 675.           |                       |
| 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                          | 1,550.                                                                                                                              | 675.              |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                             | 1,550.                                                                                                                              | 675.              |                |                       |

**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 | 1,550. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -875.  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |        |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 675.   |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                         | 5 |        |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 675.   |

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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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--|--|----------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                |  |  |                                              |                                      |                                  |
| b                                                                                                                                 |  |  |                                              |                                      |                                  |
| c                                                                                                                                 |  |  |                                              |                                      |                                  |
| d                                                                                                                                 |  |  |                                              |                                      |                                  |
| e                                                                                                                                 |  |  |                                              |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| 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**

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 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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | 313.                                     | 1,093.                                       | 0.286368                                                    |
| 2009                                                                 |                                          |                                              |                                                             |
| 2008                                                                 |                                          |                                              |                                                             |
| 2007                                                                 |                                          |                                              |                                                             |
| 2006                                                                 |                                          |                                              |                                                             |

  

|   |                                                                                                                                                                                                                   |   |          |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 | Total of line 1, column (d)                                                                                                                                                                                       | 2 | 0.286368 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years                                      | 3 | 0.143184 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                      | 4 | 1,491.   |
| 5 | Multiply line 4 by line 3                                                                                                                                                                                         | 5 | 213.     |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                        | 6 |          |
| 7 | Add lines 5 and 6                                                                                                                                                                                                 | 7 | 213.     |
| 8 | Enter qualifying distributions from Part XII, line 4<br>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 | 8 | 875.     |

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

|                                                                                                                                                                                                                                                         |    |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | 1  | 0 |
| <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    |   |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                                        |    |   |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                                                                                            | 2  |   |
| <b>3</b> Add lines 1 and 2 . . . . .                                                                                                                                                                                                                    | 3  | 0 |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                                                                                          | 4  | 0 |
| <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                              | 5  | 0 |
| <b>6</b> Credits/Payments:                                                                                                                                                                                                                              |    |   |
| <b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .                                                                                                                                                                    | 6a |   |
| <b>b</b> Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                | 6b |   |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                  | 6c |   |
| <b>d</b> Backup withholding erroneously withheld . . . . .                                                                                                                                                                                              | 6d |   |
| <b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                  | 7  | 0 |
| <b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                    | 8  |   |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                        | 9  | 0 |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 |   |
| <b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded . . . . .                                                                                                                                                           | 11 |   |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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>b</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)? . . . . .<br>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  |
| <b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                                   |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____                                                                                                                                                                                     |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____                                                                                                                                                                                                                  |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                          |     | X  |
| <b>3</b> 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   |    |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                           |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                                       | N/A |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                     |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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   |    |
| <b>7</b> 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  |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br>IL                                                                                                                                                                                                                                                      |     |    |
| <b>b</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   |    |
| <b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                                   |     | X  |
| <b>10</b> 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 instructions)   | 11 |     | X  |
| 12                                                                                                                                                          | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | X  |
| 13                                                                                                                                                          | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | X   |    |
| Website address <input type="checkbox"/> N/A                                                                                                                |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                                                          | The books are in care of <input type="checkbox"/> SHARON KRONE Telephone no. <input type="checkbox"/> 847-256-4642                                                                        |    |     |    |
| Located at <input type="checkbox"/> PO BOX 304 WILMETTE, IL ZIP + 4 <input type="checkbox"/> 60091-2642                                                     |                                                                                                                                                                                           |    |     |    |
| 15                                                                                                                                                          | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>                                                              |    |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15                                                 |                                                                                                                                                                                           |    |     |    |
| 16                                                                                                                                                          | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/> |                                                                                                                                                                                           |    |     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes | No  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                 |     |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                             |     |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                   |     |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                          |     |     |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                        |     |     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>                                                                                                                                                                                                                                                                            | 1b  | N/A |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                |     |     |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>                                                                                                                                                                                                                                                                                                         | 1c  | X   |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                            |     |     |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                    |     |     |
| If "Yes," list the years <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |     |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>                                                                                                                                                                                        | 2b  | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                 |     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                          |     |     |
| b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/> | 3b  | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X   |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>                                                                                                                                                                                                                                                               | 4b  | X   |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

N/A

**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 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 3         |                                                           | 0                                         | 0                                                                     | 0                                     |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1 - see 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

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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 instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     | 0                |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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

**Part IX-A Summary of Direct Charitable Activities**

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

**Part IX-B Summary of Program-Related Investments** (see 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 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 instructions.)

|          |                                                                                                             |           |        |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |        |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> |        |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,514. |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> |        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 1,514. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |        |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |        |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 1,514. |
| <b>4</b> | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)   | <b>4</b>  | 23.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 1,491. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 75.    |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

|           |                                                                                                         |           |     |
|-----------|---------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                           | <b>1</b>  | 75. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                  | <b>2a</b> |     |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI)                                        | <b>2b</b> |     |
| <b>c</b>  | Add lines 2a and 2b                                                                                     | <b>2c</b> |     |
| <b>3</b>  | Distributable amount before adjustments Subtract line 2c from line 1                                    | <b>3</b>  | 75. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                               | <b>4</b>  |     |
| <b>5</b>  | Add lines 3 and 4                                                                                       | <b>5</b>  | 75. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                  | <b>6</b>  |     |
| <b>7</b>  | <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | <b>7</b>  | 75. |

**Part XII Qualifying Distributions**(see instructions)

|          |                                                                                                                                                     |           |      |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                           |           |      |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                       | <b>1a</b> | 875. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                  | <b>1b</b> |      |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                           | <b>2</b>  |      |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                |           |      |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                      | <b>3a</b> |      |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                               | <b>3b</b> |      |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 875. |
| <b>5</b> | 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 instructions) | <b>5</b>  | 0    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                               | <b>6</b>  | 875. |

**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.

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**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                      |               |                            |             | 75.         |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                               |               |                            |             |             |
| a Enter amount for 2010 only . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years 20 09, 20 08, 20 07 . . . . .                                                                                                                               |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2011:                                                                                                                                  |               |                            |             |             |
| a From 2006 . . . . .                                                                                                                                                               |               |                            |             |             |
| b From 2007 . . . . .                                                                                                                                                               |               |                            |             |             |
| c From 2008 . . . . .                                                                                                                                                               |               |                            |             |             |
| d From 2009 . . . . .                                                                                                                                                               |               |                            |             |             |
| e From 2010 . . . . . 258.                                                                                                                                                          |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                             | 258.          |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 875.                                                                                                                |               |                            |             |             |
| a Applied to 2010, but not more than line 2a . . . . .                                                                                                                              |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                   |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                           |               |                            |             |             |
| d Applied to 2011 distributable amount . . . . .                                                                                                                                    |               |                            |             | 75.         |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                              | 800.          |                            |             |             |
| 5 Excess distributions carryover applied to 2011 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                    |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                       | 1,058.        |                            |             |             |
| 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 instructions . . . . .                                                                                                        |               |                            |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                         |               |                            |             |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .                                                             |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                 |               |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .                                                                             |               |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                             | 1,058.        |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                              |               |                            |             |             |
| a Excess from 2007 . . . . .                                                                                                                                                        |               |                            |             |             |
| b Excess from 2008 . . . . .                                                                                                                                                        |               |                            |             |             |
| c Excess from 2009 . . . . .                                                                                                                                                        |               |                            |             |             |
| d Excess from 2010 . . . . . 258.                                                                                                                                                   |               |                            |             |             |
| e Excess from 2011 . . . . . 800.                                                                                                                                                   |               |                            |             |             |

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**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . .

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

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                           | Prior 3 years |          |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                                    | (a) 2011      | (b) 2010 | (c) 2009 | (d) 2008 |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                  |               |          |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |               |          |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |               |          |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |               |          |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                 |               |          |          |          |           |
| <b>a</b> "Assets" alternative test - enter                                                                                                                         |               |          |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |               |          |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |               |          |          |          |           |
| <b>c</b> "Support" alternative test - enter                                                                                                                        |               |          |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          |          |           |
| <b>(4)</b> Gross investment income . . . . .                                                                                                                       |               |          |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

**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

N/A

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 4

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

ATTACHMENT 5

**c** Any submission deadlines

NONE

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

ATTACHMENT 6

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|--------|
| <b>a Paid during the year</b><br>NONE            |                                                                                                                    |                                      | N/A                                 |        |
| <b>Total</b> .....                               |                                                                                                                    |                                      | <b>3a</b>                           |        |
| <b>b Approved for future payment</b><br>NONE     |                                                                                                                    |                                      | N/A                                 |        |
| <b>Total</b> .....                               |                                                                                                                    |                                      | <b>3b</b>                           |        |

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|                   |                                                |
|-------------------|------------------------------------------------|
| <b>Part XVI-A</b> | <b>Analysis of Income-Producing Activities</b> |
|-------------------|------------------------------------------------|

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated                    | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions ) |
|-------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                                   | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                    |
| <b>1</b> Program service revenue:                                 |                           |               |                                      |               |                                                                    |
| <b>a</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>f</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>g</b> Fees and contracts from government agencies              |                           |               |                                      |               |                                                                    |
| <b>2</b> Membership dues and assessments . . . . .                |                           |               |                                      |               |                                                                    |
| <b>3</b> Interest on savings and temporary cash investments       |                           |               |                                      |               |                                                                    |
| <b>4</b> Dividends and interest from securities . . . . .         |                           |               |                                      |               |                                                                    |
| <b>5</b> Net rental income or (loss) from real estate             |                           |               |                                      |               |                                                                    |
| <b>a</b> Debt-financed property . . . . .                         |                           |               |                                      |               |                                                                    |
| <b>b</b> Not debt-financed property . . . . .                     |                           |               |                                      |               |                                                                    |
| <b>6</b> Net rental income or (loss) from personal property .     |                           |               |                                      |               |                                                                    |
| <b>7</b> Other investment income . . . . .                        |                           |               |                                      |               |                                                                    |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                           |               |                                      |               |                                                                    |
| <b>9</b> Net income or (loss) from special events . . . .         |                           |               |                                      |               |                                                                    |
| <b>10</b> Gross profit or (loss) from sales of inventory . .      |                           |               |                                      |               |                                                                    |
| <b>11</b> Other revenue <b>a</b> _____                            |                           |               |                                      |               |                                                                    |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                                                    |
| <b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .        |                           |               |                                      |               |                                                                    |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . . |                           |               |                                      |               |                                                                    |

(See worksheet in line 13 instructions to verify calculations.)

**13** \_\_\_\_\_ **0**

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

[illegible]

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

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |     |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> |  | Yes | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |     |    |
| <b>1a(1)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1a(2)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(1)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(2)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(3)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(4)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(5)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1b(6)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |     | X  |
| <b>1c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |     | X  |

[illegible]

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

- b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

Signature of officer or trustee: *Susan Blaps* Date: 5/30/12 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes ☐ No ☒

**Paid  
Preparer  
Use Only**

|                                                                |                                                     |                    |                                                 |                   |
|----------------------------------------------------------------|-----------------------------------------------------|--------------------|-------------------------------------------------|-------------------|
| Print/Type preparer's name<br>JENNIFER D. RHODERICK            | Preparer's signature<br><i>Jennifer D Rhoderick</i> | Date<br>05/10/2012 | Check <input type="checkbox"/> if self-employed | PTIN<br>P00395735 |
| Firm's name ▶ ERNST & YOUNG U.S. LLP                           |                                                     |                    | Firm's EIN ▶ 34-6565596                         |                   |
| Firm's address ▶ P.O. BOX 44972<br>INDIANAPOLIS, IN 46244-0972 |                                                     |                    | Phone no. 317-681-7000                          |                   |

ATTACHMENT 1

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS |
|------------------------------|-----------------------------------------|
| FORM 1023 APPLICATION FEE    | 850.                                    |
| ANNUAL REPORT FEE - ILLINOIS | 25.                                     |
| TOTALS                       | <u>875.</u>                             |

|                        |             |
|------------------------|-------------|
| CHARITABLE<br>PURPOSES | 850.        |
|                        | 25.         |
|                        | <u>875.</u> |

ATTACHMENT 2FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

AMENDED ARTICLES OF INCORPORATION TO INCLUDE PROHIBITIONS ON EXCESS  
BUSINESS HOLDINGS AND TAXABLE EXPENDITURES AND ADDED A DISSOLUTION  
CLAUSE. SEE ATTACHED.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3

| <u>NAME AND ADDRESS</u>                                    | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| SUSAN B. NOYES<br>PO BOX 304<br>WILMETTE, IL 60091-2642    | PRESIDENT & DIRECTOR<br>2.20                                    | 0                   | 0                                                      | 0                                                |
| SHARON P. KRONE<br>PO BOX 304<br>WILMETTE, IL 60091-2642   | SECRETARY TREASURER & DIRECTOR<br>1.00                          | 0                   | 0                                                      | 0                                                |
| MINDY FAUNTILEROY<br>PO BOX 304<br>WILMETTE, IL 60091-2642 | DIRECTOR<br>1.00                                                | 0                   | 0                                                      | 0                                                |
| GRAND TOTALS                                               |                                                                 | 0                   | 0                                                      | 0                                                |

ATTACHMENT 4

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

SHARON KRONE  
PO BOX 304  
WILMETTE, IL 60091  
847-256-4642

ATTACHMENT 5990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NO FORM PROVIDED. WE ENTER INTO AGREEMENTS USING THE APPLICANT ORGANIZATION'S STANDARD SPONSORSHIP FORM, HAVING CONFIRMED THE APPLICANT ORGANIZATION'S 501(C)(3) STATUS IN ADVANCE.

ATTACHMENT 6990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

WE WILL REVIEW REQUESTS FOR SUPPORT AGAINST OUR STATED MISSION, WHICH IS TO IDENTIFY, SUPPORT AND AMPLIFY THE FUNDRAISING EFFORTS OF OUTSTANDING 501(C)(3) QUALIFIED ORGANIZATIONS THAT HELP IMPROVE LIVES VIA EDUCATION, ARTS, SOCIAL SERVICES, HEALTH CARE, MICROFINANCE AND RESEARCH. WE ENTER INTO THE AGREEMENT USING THE ORGANIZATION'S STANDARD SPONSORSHIP FORM, HAVING CONFIRMED THEIR 501(C)(3) STATUS IN ADVANCE. GENERALLY THESE ARE ORGANIZATIONS IN THE SURROUNDING CHICAGOLAND AREA THAT ARE WITHIN THE DISTRIBUTION FOOTPRINT OF MAKE IT BETTER LLC MEDIA CHANNELS.



## OFFICE OF THE SECRETARY OF STATE

---

JESSE WHITE • Secretary of State

DECEMBER 2, 2011

6729-961-2

MAKE IT BETTER FOUNDATION  
SUSAN B NOYES  
1150 WILMETTE AVE STE J  
WILMETTE, IL 60091-2642

RE MAKE IT BETTER FOUNDATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **NFP 110.30** (rev. Dec. 2003)  
**ARTICLES OF AMENDMENT**  
General Not For Profit Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-1832  
www.cyberdriveillinois.com

**FILED**  
**DEC 2 - 2011**  
**JESSE WHITE**  
**SECRETARY OF STATE**

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

File # 17399612 Filing Fee: \$25 Approved [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): Make It Better Foundation

2. Manner of Adoption of Amendment

The following amendment to the Articles of Incorporation was adopted on November 20, 2011 in the man-  
ner indicated below (check one only):  
Month, Day & Year

☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with  
Section 110.15. (See Note 2 on back.)

☒ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (See Note 3  
on back.)

☐ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than  
the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of  
Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary  
to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with  
Sections 107.10 and 110.20. (See Note 5 on back.)

3. Text of Amendment:

(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other  
amendments. \*Article 1. The Name of the Corporation is:

\_\_\_\_\_  
New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If  
there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

[Article 4]

The corporation is organized and operated exclusively for charitable purposes in accord with Section 501(c)(3) of the  
Internal Revenue Code

1.No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise  
attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign  
on behalf of or in opposition to any candidate for public office.

2.The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to  
the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section  
of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code,  
or the corresponding section of any future federal tax code  
(continued on attached sheet)

FORM NFP 110.30  
Articles of Amendment  
Make It Better Foundation  
File #67299612

[Continued from 3.1 text of the Amendment (b)]

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) or the Code, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for exempt purposes.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

**All signatures must be in BLACK INK.**

Dated November 20, 2011 , Make It Better Foundation  
Month Day Year Exact Name of Corporation  
Susan B. Noyes  
Any Authorized Officer's Signature  
Susan B. Noyes, President  
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_ , \_\_\_\_\_  
Month & Day Year

|                    |                                 |
|--------------------|---------------------------------|
| _____<br>Signature | _____<br>Name and Title (print) |
| _____<br>Signature | _____<br>Name and Title (print) |
| _____<br>Signature | _____<br>Name and Title (print) |
| _____<br>Signature | _____<br>Name and Title (print) |

#### NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
  - a. by vote at a director's meeting (either annual or special), or
  - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
  - a. the board of directors adopt a resolution setting forth the proposed amendment, and
  - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)