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**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

**2011**

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation <b>United States Gypsum Foundation, Inc.</b>		<b>A Employer identification number</b> 36-2984045
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> 312-436-4000
550 W. Adams Street		
City or town, state, and ZIP code Chicago IL 60661		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 759,686.00	<b>J Accounting method:</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,229	1,229	0	
	4 Dividends and interest from securities	0	0	0	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0.00		0		
11 Other income (attach schedule)	0	0	0		
12 <b>Total.</b> Add lines 1 through 11	1,229.00	1,229.00	0.00		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)			0	0
	c Other professional fees (attach schedule)			0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)			0	0
	19 Depreciation (attach schedule) and depletion			0	
	20 Occupancy			0	0
	21 Travel, conferences, and meetings				
	22 Printing and publications			0	0
	23 Other expenses (attach schedule)	15	0	0	0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	15.00	0.00	0.00	0.00
	25 Contributions, gifts, grants paid	634,555			634,555
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	634,570.00	0.00	0.00	634,555.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(633,341.00)				
b Net investment income (if negative, enter -0-)		1,229.00			
c Adjusted net income (if negative, enter -0-)			0.00		

<b>Part II Balance Sheets</b>		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 . . . . .			
	2	Savings and temporary cash investments . . . . .	1,393,027	759,686	759,686
	3	Accounts receivable ▶ . . . . . 0			
		Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	4	Pledges receivable ▶ . . . . . 0			
		Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	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) ▶ . . . . . 0			
		Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	0	0	0
	10a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule) . . . . .	0	0	0
	c	Investments—corporate bonds (attach schedule) . . . . .	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ . . . . . 0			
<b>Liabilities</b>		Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ . . . . . 0			
		Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
	15	Other assets (describe ▶ 0 ) . . . . .	0	0	0
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	1,393,027.00	759,686.00	759,686.00
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .	0	0	
	21	Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	22	Other liabilities (describe ▶ 0 ) . . . . .	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.00	0.00	
<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</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	19,122,171	19,122,171	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	(17,729,144)	(18,362,485)	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,393,027.00	759,686.00	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,393,027.00	759,686.00	

**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	1,393,027.00
2	Enter amount from Part I, line 27a . . . . .	2	(633,341.00)
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	0
4	Add lines 1, 2, and 3 . . . . .	4	759,686.00
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	759,686.00

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>	0	0	0.00		
<b>b</b>	0	0	0.00		
<b>c</b>	0	0	0.00		
<b>d</b>	0	0	0.00		
<b>e</b>	0	0	0.00		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col. (h) gain minus col. (k), but not less than -0- ) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>	0	0	0.00		0.00
<b>b</b>	0	0	0.00		0.00
<b>c</b>	0	0	0.00		0.00
<b>d</b>	0	0	0.00		0.00
<b>e</b>	0	0	0.00		0.00
<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> </div>			<b>2</b>	0
<b>3</b> 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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in            Part I, line 8         </div> </div>			<b>3</b>	0

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	633,494	1,008,851	0.6279
2009	586,039	1,269,542	0.4616
2008	920,574	1,945,999	0.4731
2007	856,178	2,263,319	0.3783
2006	1,178,922	1,899,299	0.6207
<b>2</b> Total of line 1, column (d)			<b>2</b> 2.5616
<b>3</b> 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			<b>3</b> 0.51234
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 1,003,724
<b>5</b> Multiply line 4 by line 3			<b>5</b> 514,247.95
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 12
<b>7</b> Add lines 5 and 6			<b>7</b> 514,259.95
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 634,555

**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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<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>1</b>	12
<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-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	12.00
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	12.00
<b>6</b>	Credits/Payments:		
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	1,105
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,105.00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0.00
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	1,093.00
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> 1,093 <b>Refunded</b>	<b>11</b>	0.00

**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)? <i>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.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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 <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>Illinois</u>		
<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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Jeffrey P. Rodewald Telephone no ► (312) 436-4000 Located at ► 550 W Adams St, Chicago, IL ZIP+4 ► 60661-3676			
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 ► 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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 ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

x

**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
STATEMENT 2	0.00	0	0	0
	0.00	0	0	0
	0.00	0	0	0
	0.00	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 ☐

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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
<b>1</b> VARIOUS HEALTH AND WELFARE ACTIVITIES - SEE STATEMENT 3	218,804
<b>2</b> VARIOUS EDUCATION ACTIVITIES - SEE STATEMENT 4	172,029
<b>3</b> VARIOUS ARTS AND CULTURE ACTIVITIES - SEE STATEMENT 5	70,255
<b>4</b> VARIOUS CIVIC ACTIVITIES - SEE STATEMENT 6	173,467

**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
<b>1</b> NONE	0
<b>2</b> NONE	0
All other program-related investments See instructions	
<b>3</b> NONE	0
<b>Total. Add lines 1 through 3</b>	0.00



**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>	0
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,019,008.61
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,019,008.61
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<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>	1,019,008.61
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	15,285.13
<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>	1,003,723.48
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	50,186.17

**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>	50,186.17
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	12
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	12.00
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	50,174.17
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	50,174.17
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	50,174.17

**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>	634,555
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<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>	0
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<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>	634,555.00
<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>	12
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	634,543.00

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				50,174.17
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20__, 20__, 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	1,085,663			
<b>b</b> From 2007	743,996			
<b>c</b> From 2008	824,121			
<b>d</b> From 2009	522,654			
<b>e</b> From 2010	583,071			
<b>f</b> Total of lines 3a through e	3,759,505.00			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 634,555				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				50,174.17
<b>e</b> Remaining amount distributed out of corpus	584,381			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,343,886.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0.00	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,085,663			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,258,223.00			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	743,996			
<b>b</b> Excess from 2008	824,121			
<b>c</b> Excess from 2009	522,654			
<b>d</b> Excess from 2010	583,071			
<b>e</b> Excess from 2011	584,381			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ N/A
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0.00
<b>b</b> 85% of line 2a	0.00	0.00	0.00	0.00	0.00
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0.00
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0.00
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
<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	0	0	0	0	0.00
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0	0	0.00
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0.00
<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)	0	0	0	0	0.00
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0	0.00
<b>(3)</b> Largest amount of support from an exempt organization	0	0	0	0	0.00
<b>(4)</b> Gross investment income	0	0	0	0	0.00

**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) )

USG CORPORATION CONTRIBUTES 100%

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

Jeffrey P. Rodewald, 550 West Adams St., Chicago, IL 60661

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

SEE STATEMENT 7 "HOW TO APPLY FOR A GRANT"

- c** Any submission deadlines.

SEE STATEMENT 7 "GRANT POLICIES AND RESTRICTIONS"

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

SEE STATEMENT 7 "GRANT POLICIES AND RESTRICTIONS" AND "CRITERIA FOR GRANTS"

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

Form **990-PF** (2011)

## Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

**1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?**

**(1) Cash**

## (2) Other assets

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

**(4) Reimbursement arrangements .**

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

**d** If the answer to any of the above is "Yes," complete the following schedule. 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

**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**

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.

**Sign  
Here**

Signature of officer or trustee

5-10-12  
Date

▶	President
	Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed

PTIN	
------	--

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no
----------

USG Foundation, Inc.  
EIN: 36-2984045  
December 31, 2011

Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Revenue and Expenses Per Books</u>
Filing Fees	15.00
Total	<u>15.00</u>

USG Foundation, Inc.  
 EIN: 36-2984045  
 December 31, 2011

**Form 990-PF, Part VIII - List of Officers, Directors, and Trustees**

<u>Name and Address</u>	<u>Title</u>	<u>Estimated Hours per Week</u>	<u>Compensation</u>	<u>Contributions to Emp Benefit Plan/Deferred Comp</u>	<u>Expense Account &amp; Other Allow</u>
Jeffrey P. Rodewald 550 West Adams St. Chicago, IL 60661	President & Director	1.5	None	None	None
Brian J. Cook 550 West Adams St Chicago, IL 60661	Vice President & Director	1.5	None	None	None
Richard H. Fleming 550 West Adams St Chicago, IL 60661	Vice President & Director	1.5	None	None	None
Stanley Ferguson 550 West Adams St Chicago, IL 60661	Vice President, Secretary & Director	1.5	None	None	None
Brendan J. Deely 550 West Adams St Chicago, IL 60661	Vice President & Director	1.5	None	None	None
James S. Metcalf 550 West Adams St Chicago, IL 60661	Vice President & Director	1.5	None	None	None
Margaret A. Clarke 550 West Adams St Chicago, IL 60661	Assistant Secretary	1.5	None	None	None



USG Foundation, Inc.  
 EIN: 36-2984045

**Donations Report  
 For the Tax Year Ended December 31, 2011**

**Health & Welfare Activities**

Organization Name	Purpose	Status	Dollar Amount	% of Total
American Red Cross	For assistance to indigent families	Public Charity	50,000.00	
Ronald McDonald House Charities	For assistance to indigent children	Public Charity	50,000.00	
United Way of Chicago	For assistance to indigent families	Public Charity	36,915.60	
Uhlich Children's Advantage Network	To support youth and disabled sailors	Public Charity	15,000.00	
American Heart Association	To reduce cardiovascular disease	Public Charity	14,000.00	
Health & Welfare Gift Match	To match contributions made by others	Various Public Charities and Exempt Orgs	10,090.70	
Robert Crown Center for Health	To facilitate health education	Public Charity	10,000.00	
Special Olympics	Sports organization for individuals with disabilities	Public Charity	6,500.00	
Children's Cancer Association	To care for children with cancer	Public Charity	5,000.00	
Safer Foundation	For assistance to indigent individuals	Public Charity	5,000.00	
United Way of Lake County	For assistance to indigent families	Public Charity	4,297.50	
Juvenile Diabetes Research Foundation	To support research to find a cure for diabetes	Public Charity	2,500.00	
Concern Worldwide US	For assistance to indigent individuals	Public Charity	2,500.00	
Habitat for Humanity of Illinois	To support families by building houses	Public Charity	2,500.00	
Feed My Starving Children	For assistance to indigent families	Public Charity	2,000.00	
Greater Chicago Food Depository	For assistance to indigent families	Public Charity	1,000.00	
Kiwanis Club	To support children and young adults	Public Charity	1,000.00	
American Cancer Society, Ohio Division, Inc	To support individuals with cancer	Public Charity	500.00	
Total Health and Welfare			218,803.80	34%

USG Foundation, Inc.  
 EIN: 36-2984045

**Donations Report  
 For the Tax Year Ended December 31, 2011**

**Education Activities**

<b>Organization Name</b>	<b>Purpose</b>	<b>Status</b>	<b>Dollar Amount</b>	<b>% of Total</b>
National Merit Scholarship Corporation	To help fund college costs	Public Charity	69,793 00	
Education Gift Match	To match contributions made by others	Various Public Charities and Exempt Orgs	61,736 36	
Elmhurst College	To help fund college costs	Public Charity	15,000 00	
U of I Foundation CHRM	To support HR management project research	Public Charity	15,000.00	
Hightsight	To provide academic and social support	Public Charity	5,000 00	
UNICO - KC Chapter	To support endeavors	501(c)(3) exempt organization	2,000 00	
Glenwood School Rathje Campus	To help fund educational costs	Public Charity	2,000.00	
FEI Research Foundation	To support the corporate finance executive	501(c)(3) exempt organization	1,000.00	
Illinois Science Teachers Association	To promote excellence in science teaching	Public Charity	500.00	
<b>Total Education</b>			<b>172,029.36</b>	<b>27%</b>

USG Foundation, Inc.  
 EIN: 36-2984045

**Donations Report  
 For the Tax Year Ended December 31, 2011**

**Arts & Culture Activities**

Organization Name	Purpose	Status	Dollar Amount	% of Total
Naperville Heritage Society	To help underwrite museum operating costs	Public Charity	15,000.00	
Music of the Baroque	To help underwrite music costs	Public Charity	15,000.00	
Museum of Broadcast Communications	To help underwrite museum operating costs	Public Charity	10,000.00	
Performing Arts Association	To help support the performing arts	Public Charity	10,000.00	
Adler Planetarium	To help underwrite planetarium operating costs	Public Charity	5,000.00	
Shedd Aquarium	To help underwrite aquarium operating costs	Public Charity	5,000.00	
Merit School of Music	To help underwrite music costs	Public Charity	5,000.00	
Art Institute of Chicago	To help advance public interest in art	Public Charity	4,255.00	
Evanston Symphony Orchestra	To help support the Evanston Symphony Orchestra	Public Charity	1,000.00	
Total Arts & Culture			70,255.00	11%

USG Foundation, Inc.  
EIN: 36-2984045

**Donations Report  
For the Tax Year Ended December 31, 2011**

**Civic Activities**

Organization Name	Purpose	Status	Dollar Amount	% of Total
Homes for Our Troops	To provide homes for veterans	Public Charity	25,000 00	
Chicago United	To enhance the value of diversity	Public Charity	20,000 00	
Hubbard Street Dance	To support Arts, Culture and Humanities in Chicago	Public Charity	19,000 00	
Chicago Cares	To support volunteer opportunities in Chicago	Public Charity	17,500 00	
Lincoln Park Community Shelter	To overcome poverty	Public Charity	15,000 00	
Civic Gift Matching	To match contributions made by others	Various Public Charities and Exempt Orgs	11,467 00	
Junior Achievement of Chicago	To help young people understand the economics of life	Public Charity	10,000 00	
Career Transitions Center	To assist those in need of job placement	Public Charity	10,000 00	
Equip for Equality	To support those with disabilities	Public Charity	10,000 00	
Mercy Housing Lakefront	To support low income housing	Public Charity	10,000 00	
North Shore Senior Center	To support the independence and well-being of older adults	Public Charity	10,000.00	
Breakthrough Urban Ministries	To overcome poverty	Public Charity	5,000 00	
Naperville Noon Lions Club	To assist those in need around the community	Public Charity	2,500 00	
Monaca #1 Volunteer Fire Department	To support volunteer opportunities for fire department	Public Charity	2,000 00	
American Legion Paul E Kelly Jr Post 296	To support local veterans and community in various ways	Public Charity	1,000 00	
Woodruff Fire Department	To prevent fire and protect property and life of individuals	Public Charity	1,000 00	
Determined 2 Succeed	To provide educational support to individuals	Public Charity	1,000 00	
Manna Ministry/Calvary Houston	To assist those in need around the community	Public Charity	1,000 00	
Tricity Family Services	To provide professional counseling services for individuals	Public Charity	1,000 00	
High Velocity Youth Track Club	To support young people to succeed in sport activities	Public Charity	500 00	
Florida Highway Patrol Auxiliary Foundation, Inc	To support justice and fair treatment to all	Public Charity	500 00	
Total Civic Activities			173,467 00	27%

TAX YEAR ENDED: DECEMBER 31, 2011

USG Foundation, Inc.



## Enrichment Through Giving



GIVING FOR  
THE GOOD

### GRANT POLICIES AND RESTRICTIONS

In accordance with federal law, policy and budget limitations, the USG Foundation, Inc. does not contribute to:

- Organizations without Internal Revenue Service tax-exempt 501 (c) (3) status
- Sectarian organizations having an exclusively religious nature
- Individuals
- Political parties, offices, or candidates
- Fraternal or veteran's organizations
- Primary or secondary schools
- Organizations that cannot provide adequate accounting records or procedures
- Courtesy advertising

The USG Foundation's fiscal year corresponds to the calendar year. In general, if a request is turned down, the requesting organization should wait a year before reapplying for a grant. In addition, an approved grant does not necessarily indicate that continued support will automatically be available the following year. For this reason, grant requests must be resubmitted on an annual basis unless otherwise stipulated.

USG Foundation, Inc.  
550 West Adams Street  
Chicago, IL 60661-3676  
Phone: 312 436-4021

STATEMENT 7  
(1/2)

Many people recognize that the path to enrichment lies in giving away a part of yourself. At USG Corporation, we recognize that by giving to the communities where we work, we enrich our lives and the lives of our families, friends, colleagues, customers, and citizens whom we may never meet but whom we can touch just the same. This enrichment through giving is why the USG Foundation was formed.

HISTORY

The USG Foundation, which began operation in 1979, builds on over a century of community involvement by USG Corporation and its family of companies. Its focus is on a planned program of charitable giving with specific end goals in mind.

GOALS

Just as USG impacts the communities in which it operates, these communities impact USG. For both the communities and the Corporation to fulfill their highest potential, business, civic, educational, cultural, health and welfare organizations must work together to solve the pressing problems that concern us all.

CRITERIA FOR GRANTS

To that end, the USG Foundation provides financial assistance to non-profit organizations seeking solutions to social, health and educational problems, and to those dedicated to the preservation and perpetuation of culture. This assistance promotes a positive, pro-active community environment for our employees, their families and friends, and for the business community at large. Contributions from the USG Foundation become an investment in a higher quality of life for us all.

USG Foundation grants are also an investment in USG people. The USG Foundation gives preference to supporting appropriate (see description above) programs in which USG employees and retirees are active participants. These programs can be of an established, traditional nature or worthwhile innovations. On occasion, the USG Foundation may see the need for a specific program for which no formal proposal was submitted. In cases such as these, the USG Foundation may take the initiative and actively solicit a well-defined grant that addresses a particular situation. The USG Foundation also strongly supports community-based fund campaigns like the United Way, that provide broad-based support to numerous community service organizations responsive to community needs. However, as a rule, organizations which receive united campaign funding will not be considered for additional USG Foundation gifts and grants.

HOW TO APPLY FOR A GRANT

All grant proposals must be submitted in writing. All proposals should include the following:

A cover letter briefly outlining:

- A statement of the need or problem
- A summary of the background of the need or problem
- Specific reasons why the USG Foundation, Inc. would be interested in the proposal
- The amount of money requested and how it will be used
- A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service

We would also request:

- A statement of the program's purpose describing why the organization is involved in the project and a notation indicating any special qualifications the organization may possess for obtaining its stated objectives
- A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service
- A copy of the organization's most recent financial statements
- A list of the members of the organization's governing board
- A detailed description of any proposed special project
- The program's measurable goals
- An itemized plan outlining how the organization intends to achieve those goals
- Any additional literature that further defines the organization's goals and achievements such as annual reports, fund raising literature, auditor's report, etc.

The USG Foundation staff reviews all written grant proposals. If the program meets the USG Foundation overall objectives, the proposal will then be presented to the USG Foundation board of directors for further review. Personal interviews with representatives of grant-requesting organizations are normally not required and, in any case would not take place until after the written proposal has been reviewed. All grant proposals should be directed to:

USG Foundation, Inc.  
550 West Adams Street  
Chicago, IL 60661-3676  
Phone: 312 436-4021