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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 2011, and ending

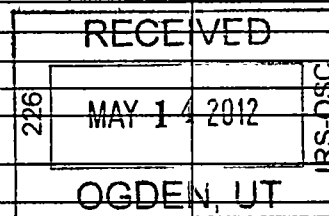
MCKEE FAMILY FOUNDATION
53 W JACKSON BLVD. #1218
CHICAGO, IL 60604-3606A Employer identification number
36-4329457B Telephone number (see the instructions)
(312) 346-4100C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
\$ 6,079,192. ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc. received (att sch)				
	2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	10,242.	10,242.	10,242.	
	4	Dividends and interest from securities	193,026.	193,026.	193,026.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	750.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		750.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	204,018.	204,018.	203,268.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	1,725.	863.		862.
	b	Accounting fees (attach sch) See St 2	1,725.	862.		863.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule) (see instrs) See Stm 3	12,532.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	15,573.			15,573.
	22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	12,544.	5,000.		5,000.	
24	Total operating and administrative expenses. Add lines 13 through 23	44,099.	6,725.		22,298.	
25	Contributions, gifts, grants paid Part XV	220,000.			220,000.	
26	Total expenses and disbursements. Add lines 24 and 25	264,099.	6,725.	0.	242,298.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-60,081.				
b	Net investment income (if negative, enter -0-)		197,293.			
c	Adjusted net income (if negative, enter -0-)			203,268.		



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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
A S S E T S	1 Cash — non-interest-bearing	316,690.	187,359.	187,359.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	3,423,054.	3,492,304.	5,891,833.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,739,744.	3,679,663.	6,079,192.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S A N D F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>	
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,739,744.	3,679,663.	
	30 Total net assets or fund balances (see instructions)	3,739,744.	3,679,663.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,739,744.	3,679,663.	

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	3,739,744.
2 Enter amount from Part I, line 27a	2	-60,081.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,679,663.
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	3,679,663.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	750.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	233,954.	4,922,464.	0.047528
2009	327,945.	4,705,782.	0.069690
2008	424,339.	6,791,959.	0.062477
2007	388,053.	8,975,477.	0.043235
2006	334,711.	7,802,030.	0.042901

2 Total of line 1, column (d)

2

0.265831

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

0.053166

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

5,872,373.

5 Multiply line 4 by line 3

5

312,211.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,973.

7 Add lines 5 and 6

7

314,184.

8 Enter qualifying distributions from Part XII, line 4

8

242,298.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,946.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,946.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,946.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	7,600.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,654.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 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
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 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
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JEAN M. BARRY</u> Telephone no <u></u> Located at <u>53 WEST JACKSON BLVD SUITE 1218 CHICAGO IL</u> ZIP + 4 <u>60604</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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 <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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?	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 <u>20__ , 20__ , 20__ , 20__</u>		
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	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 <u>20__ , 20__ , 20__ , 20__</u>		
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	N/A
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

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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?N/A ☐ Yes ☐ No

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

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

6b

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 5		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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 CENTRAL COLLEGE - EDUCATIONAL 812 UNIVERSITY AVENUE PELLA, IA 50219	75,000.
2 BARRINGTON HIGH SCHOOL 616 WEST MAIN STREET BARRINGTON, IL 60010	15,000.
3 GOLDEN HIGH SCHOOL ALUMNI FOUNDATION P O BOX 472 GOLDEN CO 80402	16,000.
4 FEDERAL HOCKING HIGH SCHOOL 8461 STATE ROUTE 144 STEWART, OHIO 45778	10,000.

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	5,552,861.
b Average of monthly cash balances	1b	408,939.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,961,800.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,961,800.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	89,427.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,872,373.
6 Minimum investment return. Enter 5% of line 5	6	293,619.

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

1 Minimum investment return from Part X, line 6		1	293,619.
2a Tax on investment income for 2011 from Part VI, line 5	2a	3,946.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	3,946.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	289,673.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	289,673.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	289,673.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	242,298.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	242,298.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	242,298.

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
1 Distributable amount for 2011 from Part XI, line 7				289,673.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			218,419.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 242,298.				
a Applied to 2010, but not more than line 2a			218,419.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				23,879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions.		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				265,794.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- (4) Gross investment income**

[illegible]

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 6				
Total			3a	220,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14		10,242.
4	Dividends and interest from securities			14		193,026.
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					750.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					204,018.
13	Total. Add line 12, columns (b), (d), and (e)				13	204,018.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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Federal Statements

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 1,725.	\$ 863.		\$ 862.
Total	<u>\$ 1,725.</u>	<u>\$ 863.</u>	<u>\$ 0.</u>	<u>\$ 862.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 1,725.	\$ 862.		\$ 863.
Total	<u>\$ 1,725.</u>	<u>\$ 862.</u>	<u>\$ 0.</u>	<u>\$ 863.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	\$ 12,532.			
Total	<u>\$ 12,532.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping Fees	\$ 10,000.	\$ 5,000.		\$ 5,000.
Dues & Subscriptions	98.			
FILING FEES	25.			
Internet Expense	82.			
Island Lake Legal Fees	569.			
Island Lake Real Estate Taxes	-2,276.			
Miscellaneous	39.			
Office Expense	471.			
Rent	3,226.			
Telephone	310.			
Total	<u>\$ 12,544.</u>	<u>\$ 5,000.</u>	<u>\$ 0.</u>	<u>\$ 5,000.</u>

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Statement 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
LAEL H. STANZCAK 18 JALAN NOVENA SINGAPORE, SINGAPORE 308976 Singapore	Director 1.00	\$ 0.	\$ 0.	\$ 0.
JEAN M. BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	President 1.00	0.	0.	0.
JOHN BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Secretary 1.00	0.	0.	0.
JEAN M. BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	0.	0.	0.
WILLIAM A. MCKEE 2411 FOSSIL TRACE DRIVE GOLDEN, CO 80401-6148	Director 1.00	0.	0.	0.
JANET M. GRIESINGER 13423 HOWARD ROAD MILLFIELD, OH 45761	Director 1.00	0.	0.	0.
JESSICA D. HEYDT 389 LELA LANE BARTLETT, IL 60103	Director 1.00	0.	0.	0.
BARBARA M. BAYS 11601 PACEFERRY DRIVE RALEIGH, NC 27614	Director 1.00	0.	0.	0.
GREGORY A. MCKEE 520 W. HURON #120 CHICAGO, IL 60654	Treasurer 1.00	0.	0.	0.
TIMOTHY BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	0.	0.	0.
GREGORY A. MCKEE 520 W. HURON #120 CHICAGO, IL 60654	Director 1.00	0.	0.	0.
JOHN BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	0.	0.	0.

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Statement 5 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
MEREDITH B. MCKEE 2411 FOSSIL TRACE DRIVE GOLDEN, CO 80401-6148	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
COLBY COLLEGE 4325 MAYFLOWER DRIVE WATERVILLE, ME 04901,	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 5,250.
LATIN SCHOOL OF CHICAGO 59 WEST NORTH BLVD. CHICAGO, ILLINOIS 60610,	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,500.
CENTRAL COLLEGE 812 UNIVERSITY AVENUE PELLA, IA 50219,	NONE	501 (C)	CHARITABLE CONTRIBUTION	75,000.
ROARING FORKS CONSERVATORY P. O. BOX 3349 BASALT, CO 81621,	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,700.
UNIVERSITY OF DENVER 2190 S. HIGH STREET DENVER, CO 80208,	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.
LINCOLN PARK ZOO P. O. BOX 14903 CHICAGO, ILLINOIS 60614,	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,600.
INNER VOICE, INC 2678 W WASHINGTON STREET CHICAGO, ILLINOIS 60612,	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.
WEST CENTRAL VALLEY DOLLARS FOR SCHOLARS 215 NORTH DIVISION STREET STUART, IA 50250,	NONE	501 (C)	CHARITABLE CONTRIBUTION	5,000.

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BARRINGTON HIGH SCHOOL 616 WEST MAIN STREET BARRINGTON, ILLINOIS 60010,	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 15,000.
UNITED CAMPUS MINISTRY 18 NORTH COLLEGE ATHENS, OHIO 45701,	NONE	501 (C)	CHARITABLE CONTRIBUTION	8,500.
NAT'L PARKS CONSERVATION ASSOC 1300 19TH ST NW WASHINGTON, DC 20036	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
ACCESS LIVING 8614 WEST ROOSEVELT ROAD CHICAGO, IL 60607	NONE	501 (C)	CHARITABLE CONTRIBUTION	7,500.
COLORADO WATERSHED ASSEMBLY 29163 STINGLEY GULCH RD HOTCHKISS, CO 81419	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,000.
HIGH JUMP 59 WEST NORTH BLVD CHICAGO, IL 60610	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
LITTLETON HOSPITAL FOUNDATION 7995 E PRENTICE AVE #204 GREENWOOD VILLAGE, CO 80111	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
UNIVERSITY OF OREGON 360 E 10TH AVE #202 EUGENE, OR 97401	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,500.
FEDERAL HOCKING HIGH SCHOOL 8461 STATE ROUTE 144 STEWART, OH 45778	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
WAKE TECH FOUNDATION 9101 FAYETTEVILLE STREET RALEIGH, NC 27603	NONE	501 (C)	CHARITABLE CONTRIBUTION	15,000.
GOLDEN HIGH SCHOOL 701 24TH STREET GOLDEN, CO	NONE	501 (C)	CHARITABLE CONTRIBUTION	16,000.

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 1,550.
PAWS 1110 WEST 35TH STREET CHICAGO, IL 60609	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
UNIVERSITY OF TEXAS-BRANDON SCHANTZ FND P.O. BOX 7458 AUSTIN, TX 78713	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,500.
WILLIAM GUY FORBECK FOUNDATION 23 PENINSULA DRIVE HILTON HEAD, SC 29926	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
LAKEVIEW PANTRY 3831 NORTH BROADWAY CHICAGO, IL 60613	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
ASPEN COMMUNITY FOUNDATION 110 EAST HAMILTON STREET, SUITE 126 ASPEN, CO 81611	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
ALPINE INITATIVES P.O. BOX 4421 ASPEN, CO 81612	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,750.
SPCA WAKE COUNTY 200 PETFINDER WAY RALEIGH, NC 27603	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,500.
UNIVERSITY OF COLORADO UCB 419 BOULDER, CO 80309	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
ARCHAEOLOGICAL RESEARCH FOUNDATION 5301 CENTRAL AVENUE NE ALBUQUEQUE, NM 87048	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
ACCESS FUND P.O. BOX 17010 BOULDER, CO 80308	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
ST. EDWARDS SCHOOL 335 LOCUST STREET ELGIN, IL 60123	NONE	501 (C)	CHARITABLE CONTRIBUTION	7,500.

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Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
GEORGE BUSH LIBRARY 1000 GEORGE BUSH DRIVE COLLEGE STATION, TX 77845	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 250.
GEORGE W BUSH LIBRARY P.O. BOX 600610 DALLAS, TX 75360	NONE	501 (C)	CHARITABLE CONTRIBUTION	250.
FRANCES PARKER SCHOOL 2234 NORTH CLARK CHICAGO, IL 60614	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
TENNYSON CENTER FOR CHILDREN 2950 TENNYSON STREET DENVER, CO 80212	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,000.
ADOPT A CLASSROOM 4141 NORTHEAST 2ND AVE, SUITE 203B MIAMI, FL 33137	NONE	501 (C)	CHARITABLE CONTRIBUTION	400.
LA RABIDA CHILDRENS HOSPITAL 6501 SOUTH PROMONTORY DRIVE CHICAGO, IL 60649	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
NORTHEASTERN ILLINOIS COLLEGE 5500 NORTH ST LOUIS CHICAGO, IL 60625	NONE	501 (C)	CHARITABLE CONTRIBUTION	250.
Total				\$ 220,000.

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Rental Income Worksheet

Gross Rental Income	\$	0.
Expenses		
Total Expenses	\$	<u>0.</u>
Net Rental Income or Loss	\$	<u><u>0.</u></u>