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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

CARNEY FAMILY FOUNDATION
10 SOUTH RIVERSIDE PLAZA #1470
CHICAGO, IL 60606

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 1,006,821.** J Accounting method Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

A Employer identification number
36-4346222

B Telephone number (see the instructions)
312 930-9480

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	14,670.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,350.	19,350.	19,350.	
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	24,274.			
	7 Capital gain net income (from Part IV, line 2)		24,274.		
	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) SEE STATEMENT 1	-6,349.			
	12 Total. Add lines 1 through 11	51,945.	43,624.	19,350.	
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	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 sch) SEE ST 2 c Other prof fees (attach sch)	10,926.	10,926.		
	17 Interest	459.	459.		
	18 Taxes (attach schedule) (see instrs) SEE STM 3	167.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	15.			15.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,567.	11,385.		15.
	25 Contributions, gifts, grants paid PART XV	40,750.			40,750.
	26 Total expenses and disbursements. Add lines 24 and 25	52,317.	11,385.	0.	40,765.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-372.	32,239.		19,350.
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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	3,316.	3,969.	3,969.
	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) STATEMENT 5	23,561.	23,710.	552,617.
	c	Investments – corporate bonds (attach schedule)			
L I A B I L I T I E S	11	Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 6	-10,973.	-16,668.	450,235.
	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)	15,904.	11,011.	1,006,821.
	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 F E U N D A S B S A E L T A S C O R E S		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	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	15,904.	11,011.	
	30	Total net assets or fund balances (see instructions)	15,904.	11,011.	
	31	Total liabilities and net assets/fund balances (see instructions)	15,904.	11,011.	

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	15,904.
2	Enter amount from Part I, line 27a	2	-372.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,532.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	4,521.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,011.

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)
1a KINDER MORGAN K-1 DISTRIBUTNS OVER BASIS		P	VARIOUS	12/31/11
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 24,274.			24,274.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(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		
a			24,274.	
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	24,274.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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	53,212.	825,125.	0.064490
2009	82,055.	715,169.	0.114735
2008	170,477.	927,752.	0.183753
2007	89,720.	1,066,479.	0.084127
2006	111,775.	877,025.	0.127448

- 2 Total of line 1, column (d) 2 0.574553
- 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 0.114911
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 926,550.
- 5 Multiply line 4 by line 3 5 106,471.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 322.
- 7 Add lines 5 and 6 7 106,793.
- 8 Enter qualifying distributions from Part XII, line 4 8 40,765.

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	1 645.
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	3 645.
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-	5 645.
6 Credits/Payments	
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,396.
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 1,396.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 1.
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	10 750.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 750. Refunded	11 0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1a	X	
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1b	X	
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		
1 c Did the foundation file Form 1120-POL for this year?	Yes	No
1c	X	
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	0.	
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2	X	
If 'Yes,' attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5	X	
If 'Yes,' attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	Yes	No
6		
• By language in the governing instrument, or	Yes	No
• 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?	Yes	No
6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____	Yes	No
8a		
IL	Yes	No
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	Yes	No
8b	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)? If 'Yes,' complete Part XIV	Yes	No
9	X	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10	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 ► <u>N/A</u>			
14	The books are in care of ► <u>EDWARD O. CARNEY</u> Telephone no. ► <u>312 930-9480</u> Located at ► <u>10 S RIVERSIDE PLAZA, 1470 CHICAGO IL</u> ZIP + 4 ► <u>60606</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	15	N/A ► <input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	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?	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

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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

(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 Yes No Yes No Yes No 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?

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

6b X

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
PETER R. CARNEY 10 S RIVERSIDE PLAZA, #1470 CHICAGO, IL 60606	PRES/TRS/DIR 0	0.	0.	0.
MARINA G. CARNEY 10 S RIVERSIDE PLAZA, #1470 CHICAGO, IL 60606	VP/SEC/DIR 0	0.	0.	0.
EDWARD O. CARNEY 10 S RIVERSIDE PLAZA, #1470 CHICAGO, IL 60606	DIRECTOR 0	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	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	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 ► 0.

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Form 990-PF (2011)

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	932,440.
1b	8,220.
1c	
1d	940,660.

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
 (attach detailed explanation)

1e 0.

2	0.
3	940,660.
4	14,110.
5	926,550.
6	46,328.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

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 46,328.

2a Tax on investment income for 2011 from Part VI, line 5

2a 645.

b Income tax for 2011 (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

2c 645.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 45,683.

4 Recoveries of amounts treated as qualifying distributions.

4

5 Add lines 3 and 4

5 45,683.

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 45,683.

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 40,765.

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 40,765.

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

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				45,683.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	69,096.			
b From 2007	37,493.			
c From 2008	126,451.			
d From 2009	47,507.			
e From 2010	12,520.			
f Total of lines 3a through e	293,067.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 40,765.				
a Applied to 2010, but not more than line 2a			0.	
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				40,765.
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).)	4,918.			4,918.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	288,149.			
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				0.
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)	64,178.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	223,971.			
10 Analysis of line 9				
a Excess from 2007	37,493.			
b Excess from 2008	126,451.			
c Excess from 2009	47,507.			
d Excess from 2010	12,520.			
e Excess from 2011				

BAA

Form 990-PF (2011)

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

N/A

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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))

PETER R. CARNEY

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:

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

c Any submission deadlines

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 8				
Total				► 3a 40,750.
<i>b Approved for future payment</i>				
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					
4 Dividends and interest from securities				14	19,350.
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				18	24,274.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a KINDER MORGAN E PTNRS K-1				14	-6,349.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					37,275.
13 Total. Add line 12, columns (b), (d), and (e)				13	37,275.

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

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (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

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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**



15/4/12

Date _____

► PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instructions)? M ..

Signature of officer or trustee		Date	Title	Yes	No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	R. CRAIG LOFGREN, CPA		R. CRAIG LOFGREN, CPA	5/4/11		P01232295
	Firm's name	► CARNEY MANAGEMENT LLC			Firm's EIN	►
Firm's address	► 10 S RIVERSIDE PLAZA #1470			Phone no		(312) 930-9480
	CHICAGO, IL 60606					

BAA

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization
CARNEY FAMILY FOUNDATION

Employer identification number
36-4346222

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

CARNEY FAMILY FOUNDATION

Employer identification number

36-4346222

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER R. CARNEY 10 SOUTH RIVERSIDE PLAZA #1470 CHICAGO, IL 60606	\$ 10,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)

Name of organization

CARNEY FAMILY FOUNDATION

Employer identification number

36-4346222

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

BAA

Name of organization

Name of organization
CARNEY FAMILY FOUNDATION

Employer identification number

Employer Identification
36-4346222

Part I

Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once See instructions) Use duplicate copies of Part III if additional space is needed

N/A

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CARNEY FAMILY FOUNDATION

36-4346222

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN E PTNRS K-1	\$ -6,349.		
TOTAL	\$ <u><u>-6,349.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>0.</u></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
	\$ 10,926.	\$ 10,926.		
TOTAL	\$ <u><u>10,926.</u></u>	\$ <u><u>10,926.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>0.</u></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
	\$ 167.	\$ 0.		
TOTAL	\$ <u><u>167.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>0.</u></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
LICENSES	\$ 15.	\$ 0.		
TOTAL	\$ <u><u>15.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>0.</u></u>	\$ <u><u>15.</u></u>

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CARNEY FAMILY FOUNDATION

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BP AMOCO 4224 SHARES	COST	\$ 3,933.	\$ 180,534.
EXXON/MOBIL 1400 SHARES	COST	15,819.	118,664.
MERCK CORPORATION 2800 SHS	COST	299.	105,560.
PEPSICO 2000 SHS	COST	510.	132,700.
WISCONSIN ELECTRIC 150 SHS	COST	3,000.	10,488.
ILLINOIS TOOL WORKS 100 SHS	COST	149.	4,671.
	TOTAL	<u>\$ 23,710.</u>	<u>\$ 552,617.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
KINDER MORGAN ENERGY (PTP) 5300 SHS	COST	\$ -16,668.	\$ 450,235.
	TOTAL	<u>\$ -16,668.</u>	<u>\$ 450,235.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FMV TO COST ADJ FOR ITW STOCK RECD			
		TOTAL	<u>\$ 4,521.</u>
			<u>\$ 4,521.</u>

STATEMENT 8
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>
AMERICAN RED CROSS P.O. BOX 6400 CHICAGO, IL 60680				\$ 850.
CANTERBURY SCHOOL CALLER BOX 5000 NEW MILFORD, CT 06776				2,000.

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CARNEY FAMILY FOUNDATION

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STATEMENT 8 (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>
FAMILY SERVICE OF LAKE COUNTY 777 CENTRAL AVE HIGHLAND PK , IL 60035				\$ 100.
LAKE FOREST SYMPHONY 225 E DEERPATH LAKE FOREST, IL 60045				500.
HADLEY SCHOOL - BLIND 700 ELM STREET WINNETKA, IL 60093				1,000.
SALVATION ARMY 5040 N PULASKI RD CHICAGO , IL 60630				500.
AMERICAN HEART ASSOCIATION 208 S LASALLE CHICAGO , IL 60680				200.
CHICAGO FNDN FOR EDUCATN 400 NORTH MICHIGAN AVE CHICAGO, IL 60611				200.
CHICAGO BOTANICAL GARDENS 1000 LAKE COOK ROAD GLENCOE, IL 60022				1,000.
CONNECTION/PADS 3001 GREEN BAY RD NORTH CHICAGO, IL 60064				100.
INDIAN RIVER MEDICAL CNTR FNDN 1000 37TH PLE SUITE 1010 VERO BEACH , FL 32960				2,000.
LAKE FOREST ACADEMY 1500 WEST KENNEDY RD LAKE FOREST, IL 60045				600.
SISTERS OF PROVIDENCE 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47876				500.
ANNUAL CATHOLIC APPEAL 155 E SUPERIOR STREET CHICAGO, IL 60611				250.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CATHOLIC THEOLOGICAL UNION 5401 S CORNELL AVE CHICAGO, IL 60615				\$ 1,500.
GEORGETOWN VISITATION 1524 THIRTY-FIFTH STREET NW WASHINGTON, DC 20007				2,000.
JOHN'S ISLAND FOUNDATION P.O. BOX 8323 INDIAN RIVER SHORE, FL 32963				1,000.
LAKE FOREST PRESERVATION FND P.O. BOX 813 LAKE FOREST, IL 60045				100.
OPENLANDS PROJECT 25 E WASHINGTON ST STE1650 CHICAGO, IL 60602				200.
ST STEPHENS INDIAN MISSION FND P.O. BOX 278 ST STEPHENS, WY 82524				100.
WBEZ 135 S LASALLE CHICAGO, IL 60674				1,000.
PRINCETON UNIVERSITY PO BOX 5357 PRINCETON, NJ 08543				100.
WFMT FINE ARTS CIRCLE 5400 N ST LOUIS CHICAGO, IL 60625				100.
MUSEUM OF SCIENCE & INDUSTRY 57TH STREET & LAKE SHORE DRIVE CHICAGO, IL 60637				1,500.
NATIONAL PARKS CONSERVATION 1300 9TH ST NW #300 WASHINGTON, DC 20036				1,000.
UNITED WAY INDIAN RIVR CNTY P.O. BOX 1960 VERO BEACH, FL 32961				200.

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CARNEY FAMILY FOUNDATION

36-4346222

STATEMENT 8 (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>
NORTHWESTERN LAKE FOREST HOSPITAL 660 N WESTMORELAND RD LAKE FOREST, IL 60045				\$ 2,000.
FOOD ALLERGY & ANAPHYLAXIS NTW 10400 EATON PL STE 107 FAIRFAX , VA 22030				250.
LEWIS & CLARK COLLEGE 615 SW PALATINE HILL RD PORTLAND OR 97219, OR 97219				1,500.
MUSIC INSTITUTE OF CHICAGO 300 GREEN BAY ROAD WINNETKA , IL 60093				500.
PERPSECTIVES CHARTER SCHOOL 1915 S FEDERAL STREET CHICAGO , IL 60616				1,000.
GARFIELD PARK CONSERVATORY 300 N CENTRAL PARK BLVD CHICAGO, IL 60624				500.
CATHOLIC CHARITIES OF CHICAGO BOX N CHICAGO, IL 60690				1,250.
LAKE FOREST CEMETERY 110 EAST LAUREL AVE LAKE FOREST, IL 60045				100.
AID FOR WOMEN 8 S MICHIGAN CHICAGO , IL 60603				200.
AMERICAN CANCER SOCIETY PO BOX 7561 CHICAGO, IL 60680				300.
GRAND TETON NATL PARK FNDN PO BOX 249 MOOSE, WY 83012				100.
JACKSON HOLE LAND TRUST PO BOX 2897 JACKSON HOLE, WY 83001				100.

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CARNEY FAMILY FOUNDATION

36-4346222

STATEMENT 8 (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>
NORTHWESTERN MEMORIAL FNDN 676 N ST CLAIR CHICAGO, IL 60611				\$ 500.
ST MARTIN DE PORRES HIGH SCHL 501 S MARTIN LUTHER KING JR WAUKEGAN, IL 60085				400.
ALLIANCE FOR THE GREAT LAKES 17 N STATE STREET CHICAGO, IL 60602				100.
DOCTORS WITHOUT BORDERS PO BOX 5023 HAGERSTOWN, MD 21741				200.
NATIONAL PARK FOUNDATION PO BOX 17394 BALTIMORE, MD 21298				200.
CHICAGO SYMPHONY ORCHESTRA 220 SOUTH MICHIGAN AVE CHICAGO, IL 60604				500.
THE GLENWOOD SCHOOL 500 W 187TH STREET GLENWOOD, IL 60425				250.
GREATER YLLOWSTONE COALITION PO BOX 1874 BOSEMAN, MT 59771				100.
KOMEN FOR THE CURE PO BOX 224523 DALLAS, TX 75222				300.
UNITED PLANET 11 ARLINGTON STREET BOSTON, MA 02116				500.
WOODLANDS ACADEMY OF SACRED HEART 760 E WESTLEIGH ROAD LAKE FOREST, IL 60045				1,000.
ELAWA FARM FUNDATION PO BOX 181 LAKE FOREST, IL 60045				200.

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CARNEY FAMILY FOUNDATION

36-4346222

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
INDIAN RIVER LAND TRUST 350 US HWY 1 VERO BEACH, FL 32962				\$ 200.
MIDWEST PALLIATIVE & HOSPICE CARE CENTER 2050 CLAIRE COURT GLENVIEW, IL 60025				100.
TRUST FOR PUBLIC LAND PO BOX 39000 SAN FRANCISCO, CA 94139				100.
VERO BEACH ART MUSEUM 3001 RIVERSIDE PARK DRIVE VERO BEACH, FL 32963				1,500.
LAKE FOREST LAKE BLUFF HISTORICAL SOCIET 361 E WESTMINSTER LAKE FOREST, IL 60045				100.
CHILDRENS MEMORIAL FOUNDATION 75 REMITTANCE DRIVE CHICAGO, IL 60675				1,100.
LAKE FOREST COLLEGE 555 NORTH SHERIDAN ROAD LAKE FOREST, IL 60045				100.
LAKE FOREST OPEN LANDS ASSN 350 N WAUKEGAN ROAD LAKE FOREST, IL 60045				100.
MCKEE BOTANICAL GARDEN 350 US HIGHWAY 1 VERO BEACH, FL 32962				500.
THE FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO, IL 60605				100.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002				100.
WYOMING LAND TRUST 131 S JACKSON AVE PINEDALE, WY 82941				100.

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CARNEY FAMILY FOUNDATION

36-4346222

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WILDLIFE HERITAGE OF WYOMING PO BOX 20088 CHEYENNE, WY 82003				\$ 500.
ROCKY MOUNTAIN ELK FOUNDATION 5705 GRANT CREEK MISSOULA, MT 59808				50.
HARVEST FOOD & OUTREACH 1360 28TH STREET VERO BEACH, FL 32960				200.
CATHOLIC EXTENSION 150 S WACKER DRIVE SUITE 2000 CHICAGO, IL 60606				500.
CHICAGO JESUIT ACADEMY 5058 W JACKSON BLVD CHICAGO, IL 60644				1,200.
READING POWER 736 N WESTERN AVE SUITE 226 LAKE FOREST, IL 60045				100.
RE SURGE INTERNATIONAL 857 MAUDE AVENUE MOUNTAIN VIEW, CA 94043				500.
CFACT 1875 EYE STREET NW, 5TH FLOOR WASHINGTON, DC 20006				100.
EVANS SCHOLARS FOUNDATION ONE BRIAR ROAD GOLF, IL 60029				250.
INDIAN RIVER NEIGHBORHOOD ASSOCIATION PO BOX 643868 VERO BEACH, FL 32974				100.
DREAM ASSOCIATES INC PO BOX 341 LAKE BLUFF, IL 60044				1,000.

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FEDERAL STATEMENTS

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STATEMENT 8 (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>
YELLOWSTONE PARK FOUNDATION 222 E. MAIN STREET SUITE 301 BOZEMAN, MT 59715				\$ 100.
TROUT UNLIMITED PO BOX 7400 WOOLLY BUGGER, WV 25438				200.
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVENUE VERO BEACH, FL 32967				100.
COMMUNITIES IN SCHOOLS CHICAGO 815 W VAN BUREN SUITE 300 CHICAGO, IL 60607				500.
NATURE CONSERVANCY IN ILLINOIS PO BOX 6015 ALBERT LEA, MN 56007				100.
OLD TOWN SCHOOL OF FOLK MUSIC 4544 N LINCOLN AVENUE CHICAGO, IL 60625				500.
TOTAL				\$ 40,750.