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

OMB No 1545-0052

2011Department 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

, 20

Name of foundation Dr. Scholl Foundation		A Employer identification number 36-6068724
Number and street (or P O box number if mail is not delivered to street address) 1033 Skokie Blvd	Room/suite 230	B Telephone number (see instructions) 847-559-7430
City or town, state, and ZIP code Northbrook, IL 60062		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 145,276,050	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	542	542		
	4 Dividends and interest from securities	2,297,109	2,497,709		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,416,176			
	b Gross sales price for all assets on line 6a 64,458,579				
	7 Capital gain net income (from Part IV, line 2)		2,212,518		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)		569		
	12 Total. Add lines 1 through 11	5,713,827	4,711,338	0	
	13 Compensation of officers, directors, trustees, etc.	983,500	359,800		622,200
	14 Other employee salaries and wages	221,351	11,068		205,059
	15 Pension plans, employee benefits	398,040	119,412		257,233
	16a Legal fees (attach schedule)	9,911	2,973		6,938
	b Accounting fees (attach schedule)	33,060	31,407		1,653
	c Other professional fees (attach schedule)	481,999	479,484		2,499
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	(127,582)			
	19 Depreciation (attach schedule) and depletion	31,311	11,736		
	20 Occupancy	223,331	66,999		161,489
	21 Travel, conferences, and meetings	101,112	55,402		45,710
	22 Printing and publications				
	23 Other expenses (attach schedule)	111,271	516,637		76,420
	24 Total operating and administrative expenses. Add lines 13 through 23	2,467,304	1,654,918	0	1,379,201
	25 Contributions, gifts, grants paid	6,589,360			6,590,360
	26 Total expenses and disbursements. Add lines 24 and 25	9,056,664	1,654,918	0	7,969,561
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(3,342,837)			
	b Net investment income (if negative, enter -0-)		3,056,420		
	c Adjusted net income (if negative, enter -0-)			0	

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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
Assets	1	Cash—non-interest-bearing	200	200	200
	2	Savings and temporary cash investments	585,130	433,108	433,108
	3	Accounts receivable ▶ <u>Interest and dividends</u>			
		Less allowance for doubtful accounts ▶	78,455	11,715	11,715
	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 schedule) ▶ <u>Excise refund</u>			
		Less allowance for doubtful accounts ▶		25,000	25,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	96,082	77,690	77,690
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	79,670,102	69,526,595	69,526,595
	c	Investments—corporate bonds (attach schedule)	30,099,801	27,299,073	27,299,073
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	46,753,481	47,834,561	47,834,561
	14	Land, buildings, and equipment basis ▶ <u>413,917</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>354,107</u>	91,121	59,810	59,810
	15	Other assets (describe ▶ <u>deposit</u>)	8,298	8,298	8,298
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	157,382,670	145,276,050	145,276,050
	17	Accounts payable and accrued expenses	376,800	330,497	
	18	Grants payable	25,000	25,000	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ <u>Excise tax liability</u>)	384,000	199,000	
	23	Total liabilities (add lines 17 through 22)	785,800	554,497	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	156,596,870	144,721,553	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	156,596,870	144,721,553	
	31	Total liabilities and net assets/fund balances (see instructions)	157,382,670	145,276,050	

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	156,596,870
2	Enter amount from Part I, line 27a	2	(3,342,837)
3	Other increases not included in line 2 (itemize) ▶ <u>Unrealized gains (losses)</u>	3	(8,532,480)
4	Add lines 1, 2, and 3	4	144,721,553
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	144,721,553

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a Publicly Traded Securities		P	Various	Various
b Partnership (see attached schedule)		P	Various	Various
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 61,412,874		59,557,069	1,855,805
b 3,045,982		2,689,270	356,712
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,212,518
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	7,743,307	148,318,103	0.0522
2009	7,525,111	132,698,865	0.0567
2008	8,205,817	163,721,290	0.0501
2007	8,917,323	186,296,098	0.0479
2006	7,521,860	173,301,118	0.0434

2 Total of line 1, column (d)	2	0.2503
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	.05006
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	154,740,255
5 Multiply line 4 by line 3	5	7,746,297
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,564
7 Add lines 5 and 6	7	7,776,861
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	7,969,561

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	30,564
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	30,564
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	30,564
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	70,000
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	70,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39,436
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☒	11	39,436

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
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? <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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS		
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

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>drschollfoundation.com</u>	13	X	
14	The books are in care of ▶ <u>John Nitschke</u> Telephone no ▶ <u>847-559-7430</u> Located at ▶ <u>1033 Skokie Blvd, Suite 230, Northbrook, IL</u> ZIP+4 ▶ <u>60062-4109</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>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

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

5b NA

6b X

7b NA

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 ATTACHED SCHEDULE				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
Janice Sobelman 1033 Skokie Blvd; Suite 230, Northbrook, IL 60062	Exec. Asst. 35 hours	92,200	45,785	0
Donna Dowdle 1033 Skokie Blvd; Suite 230, Northbrook, IL 60062	IT Mgr. 35 hours	63,076	50,971	0
Marla Fields 1033 Skokie Blvd; Suite 230, Northbrook, IL 60062	Grant Admin. 35 hours	60,576	41,413	0
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
Ellwood Associates 33 West Monroe, Suite 1850, Chicago, IL 60603	Investment Consulting	128,153
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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	156,668,188
b	Average of monthly cash balances	1b	418,517
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	157,086,705
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	157,086,705
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	2,356,450
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	154,730,255
6	Minimum investment return. Enter 5% of line 5	6	7,736,513

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	7,736,513
2a	Tax on investment income for 2011 from Part VI, line 5	2a	30,564
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,564
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,705,949
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,705,949
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	7,705,949

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	7,969,561
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	7,969,561
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	30,564
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,938,997

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				7,705,949
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	1,466,355			
f Total of lines 3a through e	1,466,355			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 7,969,561				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				7,705,949
e Remaining amount distributed out of corpus	263,612			
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	1,729,967			
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				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,729,967			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,466,355			
e Excess from 2011	263,612			

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

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

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

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

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

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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.

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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
a Paid during the year SEE ATTACHED		Public Charities		6,590,360
Total			▶ 3a	6,590,360
b Approved for future payment Northshore University Health System		Public Charities	NON US SURGICAL TRAINING	25,000
Total			▶ 3b	25,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclusion 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	542	
4	Dividends and interest from securities			14	2,297,109	
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	3,416,176	
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)		0		5,713,827	0
13	Total. Add line 12, columns (b), (d), and (e)				13	5,713,827

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

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

[illegible]

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

- | | | | | |
|-----|--|-------|-----|----|
| 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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | 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. | | | |

[illegible]

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

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

Sign Here _____
 Signature of officer or trustee Date Title
 10-26-2012 Treasurer
 May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
David Faje

Preparer's signature Daniel Faye

Date
10-25-12

Check ☐ if self-employed

PTIN
P00031371

Firm's name ► McGladrey LLP

Firm's EIN ▶ 42-0714325

Firm's address ▶ One S. Wacker Dr. #800 Chicago, IL 60606

Phone no 312-634-3400

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2011

Page 1, Lines 4, 7, 11, 23 Col (b)/Page 3, Part IV, Line 2 - Net Investment Income/Capital Gain:

Column (b) includes dividends and interest and capital gains (Pg. 3, Part IV) as reported on K-1 Forms of LLC partnerships in which the taxpayer has an ownership interest as well as other investment expenses.

		<u>LLC Investments</u>		
		<u>Per Book</u>	<u>Book/Tax Difference</u>	<u>Amounts per Form 990-PF</u>
Interest and dividends	line 4	493,101	200,600	693,701
Capital gains (losses)	line 7	896,678	(1,203,659)	(306,981)
Other Income				-
Artio Int't Equity Fd II		0	(39,336)	(39,336)
Adams Street Partners 2004 LLCs		0	12,753	12,753
Adams Street Partners 2006 LLCs		0	720	720
Adams Street Partners 2008 LLCs			2,604	2,604
Adams Street Partners 2011 LLCs		0	319	319
Coller Intl Partners VI		0	10	10
SSGA ACWI		0	844	844
Wellington Inflation Hedge			22,665	22,665
	line 11		579	579
Other Expenses	line 23	37,508	483,843	521,351

DR. SCHOLL FOUNDATION - 36-6068724
PART 1, FORM 990-PF - YEAR ENDED DECEMBER 31, 2011

		Columns		
		(a)	(b)	(d)
<u>Part I, Line 11, Other Income:</u>				
Partnership gains		-	579	
<u>Part I, Line 16, Professional fees</u>				
16 a.	Legal fees	9,911	2,973	6,938
16 b.	Annual audit	33,060	31,407	1,653
16 c.	Other professional fees			
	Investment advisory fees	291,227	291,227	-
	Securities custodian fees	46,348	46,348	-
	Investment consulting fees	128,153	128,153	-
	Other accounting and tax	14,792	13,313	1,464
	Benefit plans administration fees and other	1,479	444	1,035
		481,999	479,485	2,499
<u>Part I, Line 18, Taxes.</u>				
Federal excise taxes:				
Current provision		45,418		
Deferred provision		(173,000)		
		(127,582)		
<u>Part I, Line 19, Depreciation.</u>				
<u>Description</u>	<u>Date</u>	<u>Cost</u>	<u>Prior</u>	<u>Depr</u>
	<u>Acquired</u>		<u>Depr</u>	<u>This Yr.</u>
Office Equip.	2001	126,534	118,724	7,810
	2002	123,636	105,090	12,364
"	2004	1,585	1,110	159
"	2008	4,351	1,305	435
"		256,106		
"	2001	150,266	91,829	10,017
Total Off. Eq.	2002	7,545	4,738	526
L-hold Improv.		157,811		31,311
				11,736
Total		413,917	322,796	-
Total L-hold Imp			354,107	
<u>Part I, Line 23, Other expenses:</u>				
Dues and subscriptions		6,445	1,634	3,812
Office supplies and expenses		30,364	8,822	20,584
Information technology		14,223	4,267	9,956
Insurance		41,073	12,322	28,751
Telephone		13,224	3,967	9,269
Other partnership deductions		-	483,843	
Postage		5,943	1,783	4,048
Total		111,272	516,637	76,420
<u>Part II, Line 14, Equipment</u>				
Office equipment		256,106		
Leasehold improvements		157,811		
Accumulated depreciation and amortization		(354,107)		
Book value		59,810		

DR SCHOLL FOUNDATION -366068724
FORM 990 PF -PART IV
LINE 1b
2011
CAPITAL GAINS AND LOSSES

DATE	DESCRIPTION	QUANTITY	PROCEEDS	COST	GAIN/LOSS
	PARTNERSHIPS AND OTHER				-
6/10/2011	LUCENT SETTLEMENT		32	1	31
6/6/2011	QWEST COMM SETTLEMENT		19	1	18
10/26/2011	MCKESSON SETTLEMENT		1,293	39	1,254
12/5/2011	MARSH&MCLENNAN SETTLEMENT		9,808	294	9,513
12/28/2011	SCHERING PLOUGH SETTLEMENT		16,990	510	16,480
VARIOUS	COLLER CAPITAL V		542,500	604,014	(61,514)
VARIOUS	LEXINGTON CAPITAL		682,321	301,657	380,664
12/30/2011	SILVERPOINT		600,000	488,048	111,952
12/30/2011	COMMON SENSE LONG SHORT FD		1,500,000	1,294,706	205,294
	ADAMS STREET 2004 US		178,120	-	178,120
	ADAMS STREET 2004 NONUS		72,410		72,410
	ADAMS STREET 2006 US		171,746	-	171,746
	ADAMS STREET 2006 NON US		62,863		62,863
	ADAMS STREET 2006 DIRECT		(729)	-	(729)
	ADAMS STREET 2008 US		131,882	-	131,882
	ADAMS STREET 2008 NON US		20,375		20,375
	ADAMS STREET 2008 DIRECT		(1,527)		(1,527)
	ADAMS STREET 2011 US		2,021		2,021
	ADAMS STREET 2011 NON US DEV		461		461
	ADAMS STREET 2011 EMERGING		-		-
	ARTIO GLOBAL		(651,746)	-	(651,746)
	COLLER INTERNATIONAL PTNRS VI		277		277
	FRONTIER CAPITAL SMALL CAP		(23,846)		(23,846)
	WELLINGTON DIVERSIFIED HEDG		158,587		158,587
	SSGA GLOBAL ACWI MSCI FUNDS		(430,087)	-	(430,087)
	SSGA GLOBAL EMERGING FUNDS		2,213		2,213
					-
	Total		3,045,982	2,689,270	356,712

Dr Scholl Foundation
2011 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
<u>10b-Investments - Corporate Stock</u>			
AGILENT TECHNOLOGIES INC	6,556.00	34.93	229,001
ALEXION	1,627.00	71.50	116,331
ALLERGAN INC/UNITED STATES	3,108.00	87.74	272,696
AMAZON COM INC	3,153.00	173.10	545,784
AMERICAN EXPRESS CO	5,135.00	47.17	242,218
AMERICAN TOWER CORP	4,704.00	60.01	282,287
ANADARKO PETROLEUM	1,173.00	796.33	89,535
AVAGO TECHNOLOGIES INC	4,294.00	28.86	123,925
APPLE INC	2,053.00	405.00	831,465
ARM HOLDINGS PLC ADR	2,282.00	27.67	63,143
BAIDU INC/CHINA	2,202.00	116.47	256,467
BAYERISCHE MOTOREN WERKE AG	4,493.00	22.40	100,630
BED BATH & BEYOND	2,087.00	57.97	120,983
WM BLAIR INTERNATIONAL SM CAP FUND	271,643.81	11.46	3,113,038
BOEING CO/THE	3,374.00	73.35	247,483
BORGWARNER INC	2,816.00	63.74	179,492
BRISTOL-MYERS SQUIBB CO	5,373.00	35.24	189,345
BROADCOM CORP	2,031.00	29.36	59,630
BURBERRY GROUP PLC	3,423.00	36.83	126,076
CELGENE CORP	4,411.00	67.60	298,184
CHIPOTLE MEXICAN GRILL INC	623.00	337.74	210,412
COACH INC	3,159.00	61.04	192,825
COGNIZANT TECHNOLOGY SOLUTIONS	2,223.00	64.31	142,961
CONCHO RESOURCES INC	1,764.00	93.75	165,375
COSTCO WHOLESALE CORP	3,576.00	83.32	297,952
WALT DISNEY CO/THE	4,229.00	37.50	158,588
DODGE & COX STOCK FUND	153,012.67	101.64	15,552,207
EI DU PONT DE NEMOURS & CO	2,086.00	45.78	95,497
DUNKIN' BRANDS GROUP INC	3,039.00	24.98	75,914
EMC CORP	14,240.00	21.54	306,730
EOG RESOURCES	1,710.00	98.51	168,452
EXPRESS SCRIPTS INC	5,245.00	44.69	234,399
FRONTIER CAPITAL SMALL CAP FUND			3,971,369
GOLDMAN SACHS GROUP INC/THE	1,180.00	90.43	106,707
GOOGLE INC	804.00	645.90	519,303
HARLEY DAVIDSON INC	4,066.00	38.87	158,045
ILLUMINA INC	2,587.00	30.48	78,852
INTERNATIONAL BUSINESS MACHINE	2,195.00	183.88	403,617
JOHNSON & JOHNSON	3,222.00	63.58	211,299
JUNIPER NETWORKS	3,405.00	20.41	69,496
LVMH MOET HENNESSY LOUIS VUITT	1,572.00	28.40	44,650
ESTEE LAUDER COS INC/THE	2,191.00	112.32	246,093
LINKEDIN CORP	1,365.00	63.01	86,009
LOWES COS	2,962.00	25.38	75,176
LULULEMON ATHLETICA	3,183.00	46.66	148,519

Dr. Scholl Foundation
2011 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
MASTERCARD INC	1,107.00	372.82	412,712
MCDONALD'S CORP	2,446.00	100.33	245,407
MEAD JOHNSON NUTRITION CO	2,660.00	68.73	182,822
MONSANTO CO	4,280.00	70.07	299,900
MORGAN STANLEY	7,494.00	15.13	113,384
NETAPP INC	3,979.00	36.27	144,318
NATIONAL OILWELL VARCO INC	2,072.00	67.99	140,875
NIKE INC	3,273.00	96.37	315,419
NOVO NORDISK A/S ADR	2,081.00	115.26	239,856
OCCIDENTAL PETROLEUM CORP	1,809.00	93.70	169,503
ORACLE CORP	10,224.00	25.65	262,246
PRECISION CASTPARTS CORP	2,391.00	164.79	394,013
PRICELINE.COM INC	334.00	467.71	156,215
QUALCOMM INC	4,447.00	54.70	243,251
RALPH LAUREN CORP	1,990.00	138.08	274,779
RED HAT INC	3,483.00	41.29	143,813
ROPER INDUSTRIES INC	463.00	86.87	40,221
SALESFORCE.COM INC	2,335.00	101.46	236,909
SCHLUMBERGER LTD	3,536.00	68.31	241,547
SHIRE PLC	3,430.00	103.90	356,377
STARBUCKS CORP	8,179.00	46.01	376,316
TEMPLETON FOREIGN EQ SERIES FUND	367,291.55	17.04	6,258,648
TENCENT HOLDINGS LTD	3,924.00	20.10	78,868
TIFFANY & CO	2,642.00	66.26	175,059
UNION PACIFIC CORP	2,081.00	105.94	220,461
UNITED TECHNOLOGIES CORP	2,051.00	73.09	149,908
VALEANT PHARMACEUTICALS INC	879.00	46.69	41,041
VERTEX PHARMACEUTICALS INC	3,566.00	33.21	118,427
VISA INC	1,531.00	101.53	155,442
VMWARE INC	3,161.00	83.19	262,964
WHOLE FOODS MARKET INC	3,451.00	69.59	240,121
ADR YOUKU INC	705.00	15.67	11,047
UNSETTLED TRADES			
ARTIO GLOBAL INTERNATIONAL FUND			2,867,088
WELLINGTON INFLATION HEDGE FUND			5,316,242
WELLS FARGO ADVANTAGE SMALL MED FD	334,474.62	14.50	4,849,882
STATE STREET GLOBAL ACWI INDEX FUND			12,583,356
UNSETTLED TRADES			69,526,595
<u>10 C - Investments - Bonds</u>			
DFA ONE-YEAR FIXED INCOME FUND	5,613.42	10.30	57,818
METROPOLITAN WEST LOW DUR FUND	1,062,578.85	8.43	8,957,541
PIMCO TOTAL RETURN FUND	1,664,506.99	10.87	18,093,192
INVESCO TAX ADV PC	190,522.18	1.00	190,522
Total Investments - Bonds			27,299,073

Dr. Scholl Foundation
2011 Form 990PF, Part II line 10
Fed. # 36-6068724

13 - Investments - Other			
ADAMS STREET PARTNERSHIPS 2004 US			2,788,106
ADAMS STREET PARTNERSHIPS 2004 NON US			946,804
ADAMS STREET PARTNERSHIPS 2006 US			2,009,501
ADAMS STREET PARTNERSHIPS 2006 NON US			1,053,065
ADAMS STREET PARTNERSHIPS 2006 DIRECT			372,173
ADAMS STREET PARTNERSHIPS 2008 US			1,527,554
ADAMS STREET PARTNERSHIPS 2008 NON US			477,129
ADAMS STREET PARTNERSHIPS 2008 DIRECT			369,236
ADAMS STREET PARTNERSHIPS 2011 US			441,377
ADAMS STREET PARTNERSHIPS 2011 NON US			66,357
ADAMS STREET PARTNERSHIPS 2011 EMERGING			13,697
LEXINGTON CAPITAL VI			3,527,106
COLLER INVESTMENT PSTP V			1,556,428
COMMON SENSE PARTNERS			3,844,962
COMMON SENSE LONG SHORT FUND			4,460,471
HBK PARTNERSHIP			5,082,240
SILVERPOINT PARTNERSHIP			5,839,592
OCH-ZIFF PARTNERS			5,179,484
SEG PARTNERS			3,156,700
HIGHSIDE PARTNERS			2,788,169
M. KINGDON			2,334,410
Total Investments - Other			47,834,561
			144,660,229

DR. SCHOLL FOUNDATION - 36-6068724				
FORM 990-PF - PART VIII, ITEM 1, OFFICERS, DIRECTORS, TRUSTEES				
AND THEIR COMPENSATION, IF ANY				
YEAR ENDED DECEMBER 31, 2011				
			(d)	(e)
	Title and		Employee	Expense acct.
	time devoted	(c)	benefit plans	other
<u>Name and address*</u>	<u>to position</u>	<u>Compensation</u>	<u>deferred comp.</u>	<u>allowances</u>
Mary Ann Hynes	Director - 6 hrs/week	37,000	0	0
Stephen Meer	Director - 6 hrs/week	34,000	0	0
Anne Moseley	Director/Vice President - 28hrs/week	103,000	43,959	-
John A. Nitschke	Treasurer - 35hrs/week	264,000	69,592	0
Richard B. Patterson	Director - 5 hrs/week	30,000	0	0
Daniel Scholl	Director - 5 hrs/week	31,000	0	0
Pamela Scholl	Board Chairman/Pres. - 35hrs/week	390,000	84,311	4,400
Jeanne M. Scholl	Director/Secretary - 8 hrs/week	61,000	0	0
Susan Scholl	Director - 5 hrs/week	31,000	0	0
		981,000	197,862	4,400
*All of the above can be reached at 1033 Skokie Blvd., Suite 230 Northbrook, IL 60062				

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2011

Part XV - Supplementary Information - Line 2a

1 Grants

- (a) Pamela Scholl, President
Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
Tel. 847-559-7430
- (b) Grant application provided on written request should be submitted together with information detailed on application: copy of Application for Grant presently used is attached.
- (c) Before March 1, of each calendar year
- (d) Restricted to exempt organizations under Internal Revenue Code section 501 (c) (3)

Dr. Scholl Foundation

Founded by William M. Scholl, MD, in 1947

GRANT APPLICATION FORM

APPLICATIONS MUST BE RECEIVED NO LATER THAN 4 P.M. MARCH 1, 2013

Organization Name:	
Address:	
Federal Employer Identification Number (FEIN):	
Telephone:	Date Organized:
E-mail Address:	
Contact Person (Name and Title):	
CEO (Name):	
Amount of Request (U.S. dollars only):	

Summarize your project request using this space only

Type or print legibly using black pen (Important, all directors review this summary)

THIS FORM CHANGES EACH
YEAR AND MUST BE REQUESTED
TO OBTAIN CURRENT FORM

Do Not Alter Form

Objectives of organization (mission statement or activities actually pursued – no attachments):

Organization's Financial Data:
(most recent fiscal year)

Total revenue: \$ _____
Total program expenses \$ _____
Total administrative expenses \$ _____
Total fund raising expenses \$ _____
Total invested/endowed funds \$ _____

Requested 2013 Project Budget:

Project expenses \$ _____
Administrative expenses \$ _____
Fund raising expenses \$ _____

Donor Information:

Top five donors – names and amounts for the last fiscal year including foundation, government, corporate and individuals (anonymous unacceptable) – all information kept confidential

1.	_____	\$ _____
2.	_____	\$ _____
3.	_____	\$ _____
4.	_____	\$ _____
5.	_____	\$ _____

CERTIFICATION

The undersigned hereby certifies that, (A) the information set forth in this application and supporting documents is correct to the best of his or her information and belief, (B) the Internal Revenue Service determination letter submitted in support of this application has not been revoked, cancelled or modified, and (C) no funds received pursuant to this application will be used for prohibited transactions.

Applicant organization

CEO or CFO signature only

Print name and title of officer above

Date signed

Foundation Use Only

Do Not Alter Form

Dr. Scholl Foundation - 36-6068724
Form 990 PF - Year Ended December 31, 2011
Part XV, Line 3s - Grants Paid During the Year

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
A Better Chance, Inc New York, NY 10001	Funding to support College Preparatory Schools Program	10,000.00
A Safe Haven Foundation Chicago, IL 60608	Partial funding for supportive services for homeless families	10,000 00
Access Community Health Network Chicago, IL 60661	Funding to help support health services for school age youth	10,000 00
Adler Planetarium & Astronomy Museum Chicago, IL 60605	Funding to support NASA simulator exhibit	25,000 00
Advocate Charitable Foundation Park Ridge, IL 60068	Funding to support POST Program	5,000 00
After School Matters-Gallery 37 Center for the Arts Chicago, IL 60601	Funding to support out-of-school time programming	50,000.00
Alfred Campanelli YMCA Schaumburg, IL 60193	Funding to support Pioneering Healthy Communities program	5,000 00
Alice Lloyd College Pippa Passes, KY 41844	Funding to support scholarship program	10,000 00
Alliance for the Great Lakes Chicago, IL 60602	Funding to help support Adopt-a-Beach program	10,000 00
Alliance Francaise de Chicago Chicago, IL 60610	Funding to support educational outreach program	5,000.00
Alternatives, Inc Chicago, IL 60640	Funding to help support "School Success 12 to 20" initiative	5,000 00
Alverno College Milwaukee, WI 53234-3922	Funding to support Scholars program	5,000.00
Alzheimer's Disease and Related Disorder Association, Inc Chicago, IL 60601	Funding to help support the Research Program	15,000 00
Amate House Chicago, IL 60609	Funding to support faith formation, retreats and spiritual direction for young adults	5,000 00
America Abroad Media Washington, DC 20036	Funding to help support Journalism Fellowship Program	10,000 00
America Scores Chicago Chicago, IL 60607	Funding to support Literacy in Action programming	5,000 00
American Committee for Weizmann Institute of Science Chicago, IL 60601	Funding for water and climate research	350,000 00
American Heart Association-Chicago Chicago, IL 60604-1101	Funding to help support CPR Anytime Instruction program	5,000.00
American Red Cross-Chicago Chicago, IL 60612	Funding to support the Kid Safety Program	20,000 00
American Red Cross-Chicago Chicago, IL 60612	Grant for Japan Relief	50,000 00
American Society for Yad Vashem New York, NY 10110-1699	Partial funding for scholarship fund	10,000 00
American University of Beirut New York, NY 10017-2303	Funding to support Neighborhood Initiative	25,000 00
Andrea's Closet Phoenix, AZ 85080	Funding to support financial assistance program	5,000 00
Angel Flight West, Inc. Santa Monica, CA 90405-3213	Funding to support Wheels Up For Hope project	10,000 00
Archdiocese of Chicago Chicago, IL 60611	Funding to support Cardinal's Scholarship Fund	2,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Archdiocese of Chicago Chicago, IL 60611	Funding to help support Super School Initiative	40,000 00
Archdiocese of Chicago-Immigrant Edu Affairs Chicago, IL 60653-1402	Funding to help support Immigrant-to-Immigrant Ministry	10,000.00
Arizona Nursery Association Foundation Tempe, AZ 85282-1127	Funding to support educational programs	7,500 00
Ars Viva Libertyville, IL 60048	Funding to support Music for Life program	5,000 00
Art Institute of Chicago Chicago, IL 60603	Funding to support educational programming	20,000 00
Art Institute of Chicago Chicago, IL 60603	Unrestricted Discretionary Grant	5,000.00
Art Resources in Teaching Chicago, IL 60603	Partial funding for student art classes in Chicago schools	10,000 00
Audubon Colorado - National Audubon Society Pagosa Springs, CO 81147	Funding to support FMREE program	5,400 00
B U I L D , Inc Chicago, IL 60622	Funding to support Humboldt Park Community Cluster	70,000 00
Back-To-School Clothing Drive Phoenix, AZ 85034	Funding to support New Clothes New Beginnings Annual Clothing Distribution	10,000 00
Barrel of Monkeys Productions Chicago, IL 60640	Funding to support in-school programs	7,500 00
Barrington Area Council on Aging, Inc. (BACOA) Barrington, IL 60010	Funding to help support a young-onset dementia support and education group	5,000 00
Be The Match Foundation Minneapolis, MN 55413-1753	Funding to help support Transplant Grants for Kids program	10,000 00
Beloit College Beloit, WI 53511	Funding to support Moral Obligation Scholarships	20,000.00
Big Brothers Big Sisters of Green County, Inc. Monroe, WI 53566	Partial funding to employ Recruitment Coordinator	5,000 00
Big Shoulders Fund Chicago, IL 60607	Funding to support Patrons Program and High School Scholars Program	300,000.00
Bishop Sheen Ecumenical Housing Foundation Rochester, NY 14607	Funding to support the Emergency Home Repair Program	5,000 00
Black Ensemble Theatre Chicago, IL 60640	Funding to support Theater for Special Women program	5,000 00
Boundless Readers Chicago, IL 60640	Funding to help support Rochelle Lee Teacher Awards Study Group	5,000 00
Boys & Girls Clubs of Greater Milwaukee Milwaukee, WI 53212	Funding to help support Sista Pride initiative	5,000.00
Boys & Girls Clubs of Metropolitan Phoenix Phoenix, AZ 85008-1824	Funding to support Children's Dental Clinic	40,000 00
Boys Hope/Girls Hope of Illinois Wilmette, IL 60091	Partial funding for Therapeutic Counseling program	5,000 00
BraveHearts Therapeutic Riding & Educational Center Harvard, IL 60033	Funding to help support "BraveHearts Horses for Heroes"	5,000 00
Browntown, Cadiz, Jordan Volunteer Fire Department Browntown, WI 53520	Funding for general operating support	1,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Browntown, Cadiz, Jordan Volunteer Fire Department		
Browntown, WI 53520	Funding for general operating support	1,000 00
By the Hand Club For Kids		
Chicago, IL 60610	Funding to support Academic Enrichment Initiative	10,000 00
Cabrini Connections, Tutor-Mentor Connection		
Chicago, IL 60642	Funding to support one-on-one mentoring, tutoring and group learning activities	10,000 00
Camp Extreme - Project Extreme		
Lawrence NY 11559	Funding to support scholarship fund	15,000 00
Cancer Wellness Center		
Northbrook, IL 60062-4109	Partial funding for expanded counseling services and program evaluation process	5,000 00
Canine Companions for Independence		
Delaware, OH 43015	Funding to help support Graduate Follow Up & Puppy Program	15,000 00
Carmel Catholic High School		
Mundelein, IL 60060-2499	Partial funding to purchase biology equipment	5,000 00
Carroll University		
Waukesha, WI 53186	Funding to support nursing scholarship program	5,000 00
CASA of Cook County		
Chicago, IL 60607	Funding to support Child Advocacy Program	10,000 00
Cathedral Counseling Center		
Chicago, IL 60602	Partial funding for mental health services	6,900 00
Catholic Charities of the Archdiocese of Chicago		
Chicago, IL 60654-3503	Funding to support Veterans Initiatives	35,000 00
Catholic Church Extension Society		
Chicago, IL 60606	Funding to support salary of Director of Development position and implementation of fundraising plan	45,000 00
Center for Rural Leadership - Project Central		
Casa Grande, AZ 85122	Partial funding for leadership program	20,000 00
Center for Strategic & International Studies		
Washington, DC 20006	Funding for Scholl Chair and support of new building	350,000 00
Center for the Study of the Presidency and Congress		
Washington, DC 20036	Funding to support Presidential Fellows Program, Leadership Program, Presidential Roundtables and Health and Medicine Program	200,000 00
Center for the Study of the Presidency and Congress		
Washington, DC 20036	Funding for general operating support	10,000 00
Center of Concern		
Park Ridge, IL 60068	Senior Support and Geriatric Counseling Program	20,000 00
Center on Wrongful Convictions		
Chicago, IL 60611-3069	Program to help youth wrongfully convicted of crimes	25,000 00
CHANCE Academy		
Mt Rainier, MD 20712	Funding for educational programs	20,000 00
Charis Ministries		
Chicago, IL 60660	Funding to support Military Initiative	5,000 00
Chicago a cappella		
Chicago, IL 60657-4120	Funding to support 2011-2012 season	5,000 00
Chicago Architecture Foundation		
Chicago, IL 60604-2500	Funding to support Youth Education Programs	5,000 00
Chicago Cares		
Chicago, IL 60606	Funding to support education programs	10,000 00
Chicago Council on Global Affairs		
Chicago, IL 60604-4434	Funding to support lecture on U S -China relations and Focus on China Series	45,000 00
Chicago Council on Global Affairs		
Chicago, IL 60604-4434	Funding for general operating support	5,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding for general operating support	5,000 00
Chicago Foundation for Education Chicago, IL 60611	Funding to help support Fund for Teachers	10,000 00
Chicago High School for the Arts Chicago, IL 60616	Funding to help support the Arts Program	25,000 00
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding to support horticulture internships	30,000 00
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding for general operating support	4,000 00
Chicago Human Rhythm Project Chicago, IL 60657	Funding to support Youth and Preparatory Youth Tap Ensemble Conferences	5,000 00
Chicago Jesuit Academy Chicago, IL 60644	Funding to support scholarship program	10,000 00
Chicago Lighthouse For People Who Are Blind or Visually Impaired Chicago, IL 60608	Funding to support Deaf-Blind Program	15,000 00
Chicago Office of Tourism & Culture Chicago, IL 60602	Funding to support Project Onward	10,000 00
Chicago Public Library Foundation Chicago, IL 60602	Funding to support Family Summer Reading Program	70,000 00
Chicago Public Media - WBEZ Chicago, IL 60611	Funding to support Community News Bureaus	40,000 00
Chicago Shakespeare Theater Chicago, IL 60611	Funding to support Team Shakespeare program	5,000 00
Chicago Sunday Evening Club Chicago, IL 60601	Funding for general operating support	1,000 00
Chicago Theatre Group/Goodman Theatre Chicago, IL 60601-3205	Funding to support CBYC program	5,000 00
Chicago Zoological Society/Brookfield Zoo Brookfield, IL 60513	Funding to support Green Community Action Partners	5,000 00
Children's Hospital - New Orleans New Orleans, LA 70118	Funding to support Greater New Orleans Immunization Network	10,000 00
Children's Hospital Foundation-Milwaukee Milwaukee, WI 53201	Partial funding for Training Grants	15,000 00
Children's Memorial Hospital Chicago, IL 60614-3394	Funding to support new facility and fellowship program	75,000 00
ChildServ Chicago, IL 60631-4101	Funding to help support HIPPY program	5,000 00
Chinese American Service League Chicago, IL 60616	Funding to support Adult Day Services	5,000 00
Christ's College Cambridge Cambridge, CB2 3BU	Funding to support Teaching Fellowship in Natural/Medical Sciences	25,000 00
Cistercians of Strict Observance-MA Wrentham, MA 02093	Funding to help with moving costs and equipment purchases	25,000 00
City Year Chicago Chicago, IL 60603	Funding for general operating support	3,000 00
Civic Federation Chicago, IL 60601-3611	Funding for general operating support	5,000 00
Colorado Horse Rescue Longmont, CO 80503	Partial funding for Horse Care Fund	17,000 00
Colorado Horse Rescue Longmont, CO 80503	Funding to support for Mane Event 2011	10,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Colorado Mountain Club Golden, CO 80401	Funding to support Youth Education Program	5,000 00
Colorado State University Foundation Fort Collins, CO 80523-9100	Funding to support Argus Institute's Clinical Communication Skills Part I and Part II Communication Laboratories	20,000 00
Colorado Therapeutic Riding Center Longmont, CO 80501	Funding to help support Volunteer Program	20,000 00
Communities In Schools of Chicago (CISC) Chicago, IL 60607	Funding to support programs and services for children in Chicago Public Schools	10,000 00
CommunityHealth Chicago, IL 60622	Funding to support on-site Ultrasound program	10,000 00
Concern Universal Hereford, HR4 9BX	Funding to support education programs to fight poverty	25,000 00
Connecticut College New London, CT 06320-4196	Partial funding to install mechanical systems at historic house	20,000 00
Connecting Link, Inc Fairmont, WV 26554	Funding to help provide emergency financial assistance	15,000 00
Corporation for Jefferson's Poplar Forest Forest, VA 24551-0419	Funding to support Summer Field School in Historical Archaeology	10,000 00
Cotting School, Inc Lexington, MA 02421	Funding to purchase annual license for IXL Math and 7 Elmo document cameras	5,000 00
Cristo Rey Jesuit High School Chicago, IL 60608	Partial funding to support science department	10,000 00
Cristo Rey Network Chicago, IL 60604	Funding to help support Educational Enrichment Initiative	25,000 00
Deer Valley Little League Glendale, AZ 85308	Funding to help support scholarships, field maintenance & equipment purchases	5,000 00
Dental Lifeline Network Northbrook, IL 60065	Funding to support dental program for disabled, elderly or medically at-risk Chicago residents	5,000 00
DePaul University Chicago, IL 60604	Funding to support scholarship program	20,000 00
Dominican University River Forest, IL 60305	Funding to help support Center for Global Peace through Commerce	20,000 00
Donka, Inc Wheaton, IL 60187	Funding to support scholarship program	5,000 00
Dreams With Wings Louisville, KY 40205	Funding to help make repairs to two properties	5,000 00
Duke University Medical Center Durham, NC 27701	Funding to support scholarship program	25,000 00
Easter Seals Joliet Region, Inc. Joliet, IL 60435-5202	Funding to support Family Center for Autism Resources	15,000 00
Easter Seals Society-Chicago Chicago, IL 60608	Funding to support Early Intervention programming for children	5,000 00
Environmental Law and Policy Center of the Midwest Chicago, IL 60601-2208	Funding to support Greening Chicago Initiatives	25,000 00
Environmental Learning for Kids, E L K Denver, CO 80239	Funding to help support Denver Youth Naturally and School-Based Programs	10,000 00
Fairleigh Dickinson University Teaneck, NJ 07666	Funding to support scholarship program	10,000.00
Family Institute Chicago, IL 60603	Funding to support scholarship program	5,000 00
Feral Feline Project Round Lake, IL 60073	Funding to help support Trap-Neuter-Return Project	1,000 00
Fidelco Guide Dog Foundation Bloomfield, CT 06002	Funding to support cost of operating van fleet	10,000 00
Field Museum of Natural History Chicago, IL 60605	Partial funding to create Rapid Color Guides	10,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Fight Crime Invest in Kids - Council for a Strong America Chicago, IL 60601	Funding for early childhood education and care programs	10,000 00
Franciscan Outreach Association Chicago, IL 60622	Funding to support case management salaries	5,000 00
Friends of Strays, Inc Princeton, IL 61356	Partial funding for roof construction	5,000 00
Friends of the Chicago River Chicago, IL 60604-2272	Funding to support Chicago River Schools Network	5,000 00
Friends of the Israel Sports Center for the Disabled New York, NY 10017	Partial funding to purchase wheelchairs	5,000 00
Friends of the Parks-Chicago Chicago, IL 60602-2174	Funding to help support Nature Along the Lake program	5,000 00
Friends of the Sherwood Hall Library Alexandria, VA 22306-2799	Funding for general operating support	2,000 00
Garfield Park Conservatory Alliance Chicago, IL 60624	Funding to support Green Teens program	10,000 00
Georgetown University-Lombardi Cancer Center Washington, DC 20057	Funding to support Palliative Care Program	50,000 00
Gilda's Club Chicago Chicago, IL 60610	Funding to provide support for people affected by cancer	5,000 00
Girl Scouts of Greater Chicago and Northwest Indiana Chicago, IL 60603-1800	Funding to support Healthy Living Initiative	5,000 00
Girls In The Game Chicago, IL 60607	Funding to help support the After School program	5,000 00
Glens Falls Area Youth Center, Inc Glens Falls, NY 12801	Funding for delinquency prevention programs	5,000 00
Glenview Hangar One Foundation Glenview, IL 60026	Funding for Naval Air Station Museum	1,000 00
Global Arthroscopy Foundation Northbrook, IL 60062	Funding to purchase arthroscopic surgical equipment for Korlebu Hospital	20,000.00
Global Explorers Fort Collins, CO 80521	Funding to develop No Barriers Leadership Retreats for Youth	17,200 00
God's Pantry Food Bank, Inc Lexington, KY 40511-1084	Funding to help operate Kids Café sites	5,000.00
Golden Retriever Rescue of the Rockies Golden, CO 80401-1937	Partial funding for new facility	10,000 00
Goodwill Industries of Southern Nevada, Inc North Las Vegas, NV 89030	Funding to help support Special Education Work Experience Program	5,000 00
Gordon Technical High School Chicago, IL 60618	Funding to support tuition assistance program	5,000 00
Grand Canyon Association Grand Canyon, AZ 86023	Funding to support distance Learning programs	10,000 00
Greater Chicago Food Depository Chicago, IL 60632-4416	Funding to help support hunger relief efforts in Cook County	10,000 00
Green County Family YMCA, Inc Monroe, WI 53566-1169	Partial funding to remove and replace signs	10,000 00
Greenwood Wildlife Rehabilitation Sanctuary Boulder, CO 80308-1987	Funding to provide food for infant wildlife care	10,000 00
Growing Gardens of Boulder County Boulder, CO 80304	Partial funding for Children's Peace Garden	5,000 00
Guide Dogs for the Blind, Inc San Rafael, CA 94915-1200	Partial funding to cover cost of providing a guide dog to an Illinois resident	10,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Guild for the Blind (new name as of July 2012 - Second Sense) Chicago, IL 60601	Funding to support Counseling Program	5,000 00
Harns Theatre for Music and Dance Chicago, IL 60601	Funding to help support the Theater's Partnership Initiative	5,000.00
Have Dreams Park Ridge, IL 60068	Funding to help support program staff costs	5,000 00
HawkQuest Parker, CO 80134	Funding to support "Birds of Prey" lectures	3,000 00
Hire Heroes USA Alpharetta, GA 30022	Funding for general operating support	2,000 00
Holy Family Ministries Northfield, IL 60093	Partial funding for tuition-share program	10,000 00
Housing Opportunities for Women Chicago, IL 60626	Partial funding for housing and supportive services for homeless women and their families	5,000 00
Howard Area Community Center Chicago, IL 60626	Funding to help support the Dental Clinic	15,000 00
Hubbard Street Dance Chicago Chicago, IL 60607-2905	Funding to help support Focus Schools Initiative and Harold and the Purple Crayon	5,000 00
Humanitarian Service Project Carol Stream, IL 60188	Funding to support Senior Citizen Project	3,200 00
Illinois Institute of Technology Chicago, IL 60616	Funding to help support Academic Resource Center programs	25,000 00
Indiana Dunes Environmental Learning Center Chesterton, IN 46304	Funding to support Mighty Acorns Nature Camp	5,000 00
Infant Welfare Society of Chicago Chicago, IL 60647	Partial funding for salary of program director	15,000 00
Infant Welfare Society of Evanston, Inc Evanston, IL 60202	Funding to support The Sooner, The Better project	5,000 00
Injured Marine Semper Fi Fund Oceanside, CA 92057	Funding to support programs for wounded soldiers and their families	25,000 00
Injured Marine Semper Fi Fund Oceanside, CA 92057	Funding for general operating support	10,000 00
Inspiration Corporation Chicago, IL 60640	Partial funding for Supportive Services program	5,000 00
International Center for Religion & Diplomacy Washington, DC 20036	Funding to help support Development of the Madrasas programs	25,000.00
International Hearing Dog, Inc Henderson, CO 80640	Funding for one hearing dog sponsorship	7,000 00
International Rescue Committee New York, NY 10168-1289	Funding to support Children's Programs	40,000 00
International Spinal Research Trust Bramley, Surrey GU5 0AZ	Funding to help support research project at Case Western Reserve University	5,000.00
Jackson Hole Center for Global Affairs Jackson, WY 83001	Funding to help support planning meeting for emissions reductions effort	10,000 00
Jane Addams Hull House Association Chicago, IL 60607	Funding to support Grandparents, Please program	20,000 00
Jane Addams Juvenile Court Foundation Evanston, IL 60201	Funding to support reform initiative	20,000 00
JBH International New York, NY 10016	Funding to support JBH Library	5,000 00
Jewish Council for Youth Services Chicago, IL 60602	Funding to support Camp Red Leaf	5,000 00
Jobs for Youth/Chicago, Inc Chicago, IL 60602-3315	Funding to help support career skills training programs	10,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Joffrey Ballet Chicago Chicago, IL 60601	Partial funding for footwear for dancers	20,000 00
John G. Shedd Aquarium Chicago, IL 60605	Funding to support Partnership for Marine Conservation	25,000 00
John Marshall Law School Chicago, IL 60604	Funding to help support the U S - China Intellectual Property Exchange Program	110,000 00
Johns Hopkins University-Nursing Baltimore, MD 21205	Funding to support PhD fellowships	25,000 00
Junior Achievement of Chicago Chicago, IL 60661-2123	Funding to support programs in Archdiocese elementary classrooms	5,000 00
Juvenile Protective Association (JPA) Chicago, IL 60614	Partial funding for Parent-Infant Services Program	10,000 00
Kindness Connection Wilmette, IL 60091	Funding to help support Schools Program	3,000 00
La Lumiere School La Porte, IN 46350	Funding to purchase equipment for Environmental Sciences program	15,000 00
La Rabida Children's Hospital & Research Center Chicago, IL 60649	Funding to support serial casting program	5,000 00
Lake County Sponsors/Lake County United Libertyville, IL 60048	Funding to help expand Waukegan to College program	10,000 00
Lakeview Pantry Chicago, IL 60613	Partial funding for Home Delivery service	5,000 00
Lawrence Hall Youth Services Chicago, IL 60625-3640	Funding to support Residential Treatment Program	20,000.00
Lawrence University of Wisconsin Appleton, WI 54911	Funding to support scholarship program	5,000 00
Layalina Productions Washington, DC 20037	Funding to support The Layalina Review on Public Diplomacy and Arab Media	30,000 00
Learning Ally (Recording for the Blind & Dyslexic-IL) Chicago, IL 60603	Partial funding for Lois Klein Studio	10,000 00
Lee University Cleveland, TN 37311	Funding for scholarships in Chicago	5,000 00
Leukemia & Lymphoma Society Chicago, IL 60661	Partial funding for medical research project	5,000 00
LifeSource Blood Services Rosemont, IL 60018	Funding to help support Be the Match Marrow Donor Registry program	5,000.00
Lincoln Memorial University Harrogate, TN 37752-1901	Funding to support scholarship program	10,000 00
Lincoln Park Conservancy Chicago, IL 60614	Funding to help purchase office equipment for new staff	5,000 00
Lincoln Park Zoological Society Chicago, IL 60614	Funding to support Research Interns Program	20,000 00
Little Sisters of the Poor-Chicago Chicago, IL 60614-9614	Funding to support purchase of two therapeutic whirlpool tubs	10,000 00
Little Sisters of the Poor-St. Louis St. Louis, MO 63107	Partial funding for window replacement	5,000 00
Living Room Ministries International Redding, CA 96099-2094	Funding to help inpatient palliative care program in Western Kenya	20,000 00
Local Initiatives Support Corporation Chicago, IL 60603	Funding to support Healthy Neighborhood/Healthy Kids Initiative	5,000 00
Lookingglass Theatre Company-Chicago Chicago, IL 60611	Funding to support Education and Community Programs	5,000 00
Loras College Dubuque, IA 52004-0178	Funding to support Internship Away Scholarship	20,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Loyola Academy Wilmette, IL 60091-1089	Funding to support tuition and fees program	15,000 00
Lumen Christi Institute Chicago, IL 60637	Funding to help support 2011-2012 University Program in Catholic Thought	5,000 00
Lyric Opera of Chicago Chicago, IL 60606	Funding to support Student Matinees for 2012	100,000 00
Madonna Foundation Homewood, IL 60430	Funding to support scholarship program	10,000 00
Marianjoy Foundation, Inc. Wheaton, IL 60187	Funding to help purchase a Biodex Gait Trainer 2	5,000.00
Marquette Catholic High School Michigan City, IN 46360	Funding to support Developmental Reading program	10,000 00
Maryville Academy Des Plaines, IL 60016	Funding to help support Maryville Jen School	5,000 00
Mayo Clinic Rochester, MN 55905	Funding to support SURF Program and translation research program	50,000 00
Meals at Home Wilmette, IL 60091	Partial funding to provide meals for homebound clients	10,000 00
Meharry Medical College Nashville, TN 37208-3599	Funding to support scholarship program	10,000 00
Memorial Sloan-Kettering Cancer Center New York, NY 10065	Funding to support Pediatric Psycho-Oncology Fellowship Program	20,000.00
Mercy Home for Boys & Girls Chicago, IL 60607	Funding to support AfterCare Education program	20,000 00
Metropolis Strategies Chicago, IL 60603-2408	Funding to support Justice/Violence Initiative	25,000 00
Metropolitan Family Services Chicago, IL 60602-4322	Funding to support General Counseling Program	10,000 00
Metropolitan Planning Council Chicago, IL 60603	Funding to support community development work	5,000 00
Midtown Educational Foundation Chicago, IL 60607	Funding to support One-on-One program	5,000 00
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to support Children's Programs	15,000 00
Midwest Young Artists Highwood, IL 60040	Partial funding for tuition assistance	5,000 00
Mobile C A R E Foundation Chicago, IL 60623	Funding to support Comprehensive Asthma Management Program	25,000 00
Morton Arboretum Lisle, IL 60532-1293	Funding to support Public Horticulture Internship Program	5,000 00
Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Partial funding for special exhibition	75,000 00
Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Funding to purchase an original book for George Washington Library at Mt Vernon	65,000 00
Museum of Science and Industry Chicago, IL 60637-2093	Funding to support community initiatives programs	50,000 00
Musical Instrument Museum Phoenix, AZ 85050	Funding to support Artist Residency Program	5,000 00
Namaste Charter School Chicago, IL 60609	Funding to help support College 101 Program	15,000 00
National Able Network Chicago, IL 60661-1405	Funding to help support Veteran's Employment Program	10,000 00
National Captioning Institute Chantilly, VA 20151	Partial funding to support closed-captioning programming services	15,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
National Center for Missing & Exploited Children Alexandria, VA 22314	Funding to support NetSmartz411 program	30,000 00
National Disaster Search Dog Foundation Ojai, CA 93023	Funding to support care and training of canine disaster search teams	5,000.00
National Society for Prevention of Cruelty to Children (NSPCC) London, EC2A 3NH	Funding to support salary for full-time paid counselor	30,000 00
National Strategy Forum Chicago, IL 60604-3503	Funding to support quarterly journal publication	30,000 00
Nature Conservancy-Chicago Chicago, IL 60603-9619	Funding to support preservation of Nashua Grasslands	15,000.00
Neopolitan Lighthouse Chicago, IL 60624	Funding to support Women and Children's Shelter Program	5,000 00
New Moms, Inc Chicago, IL 60647	Funding to support programs for adolescent mothers and their children	5,000.00
New Trier Township High School District 203 Educational Foundation Northfield, IL 60093	Funding to support student and faculty programs	5,000.00
Newberry Library Chicago, IL 60610	Funding to help support the Scholl Center for American History and Culture	30,000 00
North Lawndale Employment Network Chicago, IL 60624	Funding to support Sweet Beginnings program	10,000 00
North Shore Country Day School Winnetka, IL 60093-4094	Partial funding for Language program	10,000 00
Northbrook Symphony Orchestra Northbrook, IL 60062	Funding to help underwrite high school musical initiative	5,000 00
Northern Illinois Food Bank Geneva, IL 60134	Funding to support Youth Nutrition Program	10,000 00
NorthShore University Health System Foundation Evanston, IL 60201	Funding to help support the Fellow's stipend	25,000.00
Northwestern University- Kellogg School of Management Evanston, IL 60208	Funding to support scholarship program	10,000 00
Openlands Project Chicago, IL 60602-1708	Funding to support Building Urban Gardens	5,000 00
Orchestral Association/Chicago Symphony Orchestra Chicago, IL 60604-2559	Funding to support Civic Orchestra of Chicago	5,000 00
Ounce of Prevention Fund Chicago, IL 60603	Funding to support Educare program	10,000 00
Our Journey, Inc Fort Tilden, NY 11695	Partial funding to provide shoes to women leaving prison	2,000 00
Our Lady of Tepeyac High School Chicago, IL 60623	Funding to provide needs-based student financial aid	5,000 00
Page Ahead Children's Literacy Program Seattle, WA 98117	Funding to help support Books for Kids program	5,000 00
Parent Heart Watch Ft Worth, TX 76182	Funding to help support AED Placement, Education and Response program	5,000 00
Parkinson's Action Network Foundation Washington, DC 20005	Funding to help support webcast component of 2012 Research & Public Policy Forum	20,000.00
Partners in Christ International Tempe, AZ 85280-0237	Funding to support medical clinic project	25,000 00
Pathways Center Glenview, IL 60026	Funding for general operating support	5,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
PAWS Chicago Chicago, IL 60609	Funding to help support the Community Outreach Program	20,000 00
PCC Community Wellness Center Oak Park, IL 60302	Funding to support Oral Health program	15,000 00
Philanthropy Roundtable Washington DC 20036	Funding to support general operations	1,000.00
PEER Services, Inc Evanston, IL 60201	Funding to help support substance abuse treatment to older adults	5,000 00
Phoenix Symphony Association Phoenix, AZ 85004	Funding to support Classroom Concerts program	5,000 00
PLAY Boulder Foundation Boulder, CO 80308	Funding to support Youth Services Initiative	45,000 00
Police Chaplains Ministry Chicago, IL 60607	Funding to support programs for survivors of Officers killed in the line of duty and Officers serving in Iraq and Afghanistan	10,000 00
Posse Foundation, Inc Chicago, IL 60604	Funding to help support college access & youth leadership development program	5,000.00
Providence St Mel School Chicago, IL 60624-2998	Funding to support scholarship fund	50,000 00
Purdue University West Lafayette, IN 47907	Partial funding for EPICS Program	20,000 00
Queen of Angels School Chicago, IL 60025	Funding to help support Learning Resource Program	5,000 00
Rainbow House Chicago, IL 60623	Funding to help expand youth services counseling program	5,000 00
Rainbows Itasca, IL 60143	Partial funding for program to assist grieving children	5,000 00
Ravinia Festival Association Highland Park, IL 60035	Funding to support 2012 Piano and Strings program	25,000 00
Rebuilding Together-North Suburban Chicago		
Glenview, IL 60025-0626	Funding to help repair and restore homes for owners in need	5,000 00
Red Cloud Indian School, Inc Pine Ridge, SD 57770	Funding to support Teaching Lakota to Red Cloud Students project	20,000 00
Refugees International Washington, DC 20009	Funding for general operating support	5,000 00
Regis University Denver, CO 80221-1099	Funding for Arrupe Jesuit H S graduates to attend Regis	15,000 00
Rehabilitation Institute of Chicago Chicago, IL 60611-4496	Funding to support Resident Research Training Program and the LIFE Center	20,000 00
Riding for the Disabled Association IOM Group		
Kirk Andreas, Isle of Man IM7 3EG	Funding towards riding sessions for disabled riders	26,000.00
Robert Crown Center for Health Education Hinsdale, IL 60521	Funding to support health education classes	5,000.00
Robert Morris University, Illinois Chicago, IL 60605	Funding to support scholars program	10,000 00
Rosalind Franklin University - Dr William M Scholl College of Podiatric Medicine North Chicago, IL 60064-3095	Funding to support scholarship program and operations of Feet First Exhibition	225,000 00
Roy Castle Lung Cancer Foundation Liverpool, L13 1FB	Funding to recruit an Outreach Coordinator for the Community Outreach Volunteering Programme	30,000 00
Rush University Medical Center Chicago, IL 60612-3244	Funding to support scholarship program	50,000 00
Sacred Heart Schools Chicago, IL 60660	Funding to support Financial Assistance Program	5,000 00

<u>Name</u>	<u>Purpose</u>	<u>Dollars Paid</u>
Safer Foundation Chicago, IL 60661-5701	Funding to support Youth Empowerment Program	10,000 00
San Miguel Febres Cordero School, Inc Chicago, IL 60651	Funding to support student scholarships	40,000 00
Society of St Vincent de Paul-Chicago Chicago, IL 60661	Partial funding for Meals for the Needy Program	10,000 00
Sojourner Center Phoenix, AZ 85036	Partial funding to help provide emergency shelter and support services	10,000 00
Southwest Community Action Program Inc - Green Cares Food Pantry Dodgeville, WI 53533	Funding for Green Cares Food Pantry	1,000 00
Special Olympics Illinois Glen Ellyn, IL 60137	Funding to support MedFests	5,000 00
St Anthony's Health Center Alton, IL 62002-0340	Partial funding to purchase tourniquets for Department of Surgery	10,000 00
St Augustine Catholic School Washington, DC 2009	Partial funding for scholarship program	10,000 00
St Gregory the Great High School Chicago, IL 60660	Funding to support 5 scholarships for international refugee students	5,000 00
St James School Highwood, IL 60040	Funding for scholarship programs	10,000.00
St. Jude Children's Research Hospital Memphis, TN 38105	Funding to support cancer research	25,000.00
St Marcus School Milwaukee, WI 53212	Funding to support computer lab	5,000 00
St Martin de Porres High School Waukegan, IL 60085	Funding to help support Hire4Ed internships	10,000 00
St Thomas More Catholic Church Glendale, AZ 85308	Funding to support Ministry of Pastoral Care programs	10,000 00
St. Vincent de Paul Center Chicago, IL 60614-4366	Funding to help support Childhood Development Program	5,000.00
St Vincent's Services Brooklyn, NY 11201	Funding to support American Dream Program	10,000 00
St Xavier University Chicago, IL 60655	Funding to support need-based scholarships	15,000 00
Steppenwolf Theatre Company Chicago, IL 60610	Funding to help support Steppenwolf for Young Adults	10,000 00
Stetson Hills PTSA Phoenix, AZ 85083	Partial funding for band, technology and science programs	18,000 00
Sunshine Centres for Seniors Toronto, Ontario M4Y 2N7	Funding to support volunteer program	5,000 00
Susan G Komen - Chicago Chicago, IL 60631	Funding to support free mammograms program	10,000 00
The Alain Locke Initiative Chicago, IL 60661	Funding to support Accelerate program	10,000 00
The Arts of Life-Chicago Chicago, IL 60612	Funding for general operating support	5,000 00
The Bridgebuilders Trust Isle of Man, IM9 1BF	Partial funding for school supplies and lessons for children in South Africa	10,000 00
The CARA Program Chicago, IL 60661	Partial funding to support Intensive Program	20,000 00
The Children's Centre Douglas, Isle of Man IM2 3AS	Funding to help support Child Contact Centre	10,000 00
The Cradle Foundation Evanston, IL 60201-2794	Funding to support Nursery and Special Needs Infant Care Program	5,000.00
The Denver Hospice Denver, CO 80246	Funding to support Pathways Palliative Care program	5,000 00

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The Hadley School for the Blind Winnetka, IL 60093-0299	Funding to support Center for Entrepreneurship	10,000.00
The Neil D. Levin Graduate Institute of International Relations and New York, NY 10022	Funding to support the Globalization 101 org project	15,000.00
The Philanthropy Roundtable Washington, D.C. 20036	Partial funding to support Alliance for Charitable Reform	10,000.00
The Wild Animal Sanctuary Keenesburg, CO 80643	Funding for general operating support	10,000.00
Tourniquet, Inc Whitestone, NY 11357	Funding to support animal shelter	5,000.00
Trust for Public Land Chicago, IL 60603	Funding to help support the Bloomingdale Trail project	10,000.00
Trust for the National Mall Washington, DC 20004	Funding for National Mall Education Study	300,000.00
Trustees of Columbia University New York, NY 10032	Funding to support scholarship program	25,000.00
Tufts University-Medford North Grafton, MA 01536	Funding to support Center for Conservation Medicine	10,000.00
UNICEF-United States Fund Chicago, IL 60611	Funding to help support Child-Friendly Schools Program in Angola	50,000.00
United Cerebral Palsy Association-Chicago Chicago, IL 60661	Funding to support Ramp Up program	10,000.00
United Service Organizations of Illinois Chicago, IL 60604	Funding to support "Home Away Home" project	20,000.00
University of Chicago Chicago, IL 60637	Funding to support scholarship program	20,000.00
University of Illinois Foundation Chicago, IL 60608-1203	Funding for research project	150,000.00
University of St. Mary of the Lake Mundelein, IL 60060	Funding to help purchase custom boxes for books and cataloging materials	15,000.00
Veteran Homestead Inc Fitchburg, MA 01420	Partial funding for cost of one full time case manager	35,000.00
Village Treasure House Northbrook, IL 60062	Funding to support Bright Futures Scholarship Fund	5,000.00
Visitation Catholic School - Chicago Chicago, IL 60609	Funding for school landscaping project	1,160.00
Visitation Catholic School - Chicago Chicago, IL 60609	Funding for security cameras and incentive materials for early tuition program	2,000.00
Volunteers of America Colorado Branch, Inc Denver, CO 80205	Funding to support the Safety of Seniors Handyman Program	5,000.00
Washington Jesuit Academy Washington, DC 20017	Funding to support scholarship program	10,000.00
Waste Not, Inc Scottsdale, AZ 85257	Funding to help purchase fuel and oil for their trucks	5,000.00
Watershed School Boulder, CO 80304	Funding to support May Term program	25,000.00
Wetlands Initiative Chicago, IL 60604	Funding to help support the first year of a new restoration project	5,000.00
Whizz-Kidz (Movement for Non Mobile Children) London, SW1E 5EH	Funding to purchase mobility equipment for children	25,000.00
Will County Center for Community Concerns Joliet, IL 60432	Partial funding for Home Repair Program	5,000.00

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Window to the World Communications, Inc. Chicago, IL 60625	Funding to support children's programming	20,000 00
Wings of Wonder Empire, MI 49630	Partial funding for food for raptors	7,500 00
Women In Film Foundation Los Angeles, CA 90048	Funding to support The Legacy Series	20,000 00
WordSong, Inc Sommerville, MA 02144	Funding to help support concerts, videos and school programs	5,000 00
Wounded Warrior Project Jacksonville, FL 32256	Funding for general operating support	1,000 00
Writers' Theater Glencoe, IL 60022	Funding to support touring educational production	5,000 00
YMCA of Danville Danville, IL 61832	Partial funding to purchase computer equipment	5,000 00
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	Funding to help support Community Schools program	10,000 00
Youth Conservation Corps, Inc Waukegan, IL 60087-4909	Funding to support YouthBuild Program	5,000 00
Youth Job Center of Evanston, Inc Evanston, IL 60201	Funding to help support Core Job-Readiness Program	5,000 00
YWCA of Metropolitan Chicago Chicago, IL 60602	Partial funding for Violence Prevention Education program	10,000 00
Zacharias Sexual Abuse Center Gurnee, IL 60031	Funding to help sustain the Children's programs	5,000 00
		<u>6,590,360.00</u>