Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

ENVELOPE POSTMARK DATE MAY 1 0 2012

For calendar year 2011 or tax year beginning , and ending

Name of foundation
SPECIAL PEOPLE IN NEED
C/O SARAH M LINSLEY

A Employer identification number
58-1483651

Number and street (or P O box number if mail is not delivered to street address) Room/suite
300 N LASALLE ST SUITE 4000

B Telephone number
312-715-5000

City or town, state, and ZIP code
CHICAGO, IL 60654

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 3,959,374.

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	69,368.	69,368.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	65,039.			
	b Gross sales price for all assets on line 6a 325,384.				
	7 Capital gain net income (from Part IV, line 2)		65,039.		
	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 or (loss)				
	11 Other income	23.	23.		STATEMENT 2
	12 Total Add lines 1 through 11	134,430.	134,430.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	11,220.	0.		11,220.
	b Accounting fees STMT 4	28,208.	21,156.		7,052.
	c Other professional fees STMT 5	65,401.	1,817.		63,584.
	17 Interest				
	18 Taxes STMT 6	1,272.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	43.	18.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	106,144.	22,991.		81,881.
	25 Contributions, gifts, grants paid	156,565.			156,565.
	26 Total expenses and disbursements Add lines 24 and 25	262,709.	22,991.		238,446.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<128,279.>			
	b Net investment income (if negative, enter -0-)		111,439.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2011)

14110507 710857 162-120 2011.03050 SPECIAL PEOPLE IN NEED C/O 162-1222

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	390,356.	186,290.	186,290.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 8	313,929.	234,956.	254,299.
	b Investments - corporate stock STMT 9	873,786.	762,159.	1,511,280.
	c Investments - corporate bonds STMT 10	225,019.	442,413.	456,418.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,632,636.	1,681,629.	1,551,087.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,435,726.	3,307,447.	3,959,374.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,435,726.	3,307,447.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31**			
	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**	3,435,726.	3,307,447.	
	31 **Total liabilities and net assets/fund balances**	3,435,726.	3,307,447.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,435,726.
2	Enter amount from Part I, line 27a	2	<128,279.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,307,447.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,307,447.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	325,384.		260,345.	65,039.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				65,039.

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	65,039.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 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	174,982.	4,036,054.	.043355
2009	198,895.	3,699,801.	.053758
2008	229,398.	4,303,093.	.053310
2007	216,885.	4,987,396.	.043487
2006	251,044.	4,636,241.	.054148

2 Total of line 1, column (d)	2	.248058
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	.049612
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,214,388.
5 Multiply line 4 by line 3	5	209,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,114.
7 Add lines 5 and 6	7	210,198.
8 Enter qualifying distributions from Part XII, line 4	8	238,446.

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)

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,114.
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	0.
3 Add lines 1 and 2			3	1,114.
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	1,114.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,200.		
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	1,200.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	86.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	86.	**Refunded** ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	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 • 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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ SARAH M LINSLEY Telephone no ▶312-715-5000
Located at ▶300 N LASALLE ST SUITE 4000, CHICAGO, IL ZIP+4 ▶60654

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

			Yes	No
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		X
	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?	☐ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 ▶ ____ , ____ , ____ , ____				
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — 5b — No: X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
QUARLES & BRADY LLP - 300 N LASALLE ST SUITE 4000, CHICAGO, IL 60654	LEGAL/ACCTG/MANAGEMENT	103,013.
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

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.

Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,989,054.
b	Average of monthly cash balances	1b	289,512.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,278,566.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,278,566.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,178.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,214,388.
6	**Minimum investment return.** Enter 5% of line 5	6	210,719.

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	210,719.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 1,114.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	1,114.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	209,605.
4	Recoveries of amounts treated as qualifying distributions	4	3,550.
5	Add lines 3 and 4	5	213,155.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	213,155.

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	238,446.
b	Program-related investments - total from Part IX-B	1b	0.
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	238,446.
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	5	1,114.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	237,332.

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					213,155.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009	9,992.				
e From 2010					
f Total of lines 3a through e		9,992.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 238,446.					
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					213,155.
e Remaining amount distributed out of corpus		25,291.			
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		35,283.			
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 instr				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)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		35,283.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	9,992.				
d Excess from 2010					
e Excess from 2011	25,291.				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

SARAH M LINSLEY, 312-715-5000
300 N LASALLE ST SUITE 4000, CHICAGO, IL 60654

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

c Any submission deadlines

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

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

SEE GRANT GUIDELINES, WHICH ARE 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 STATEMENT #13	NONE	NONE	VARIOUS	156,565.
Total			▶ 3a	156,565.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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					
4 Dividends and interest from securities			14	69,368.	
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			14	23.	
8 Gain or (loss) from sales of assets other than inventory			18	65,039.	
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.		134,430.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 134,430.

(See worksheet in line 13 instructions to verify calculations)

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)

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

			Yes	No
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	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

(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		

Sign Here

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

Thomas A Polcek | 5-10-12 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SARAH M LINSLEY	Sarah M. Linsley	5/10/12		P01317392

Firm's name ▶ QUARLES & BRADY LLP — Firm's EIN ▶ 39-0432630

Firm's address ▶ 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654 — Phone no 312-715-5000

SPECIAL PEOPLE IN NEED CONTINUATION FOR 990-PF, PART IV
C/O SARAH M LINSLEY 58-1483651 PAGE 1 OF 2

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	$15000 FNMA 6%	P	04/09/08	05/15/11
b	$25000 MARATHON GLOBAL 6%	P	10/04/06	03/18/11
c	$25000 MELLON FUNDING 6.4%	P	06/25/07	05/14/11
d	$15000 VERIZON GLOBAL 7.375%	P	05/15/03	11/28/11
e	$25000 US TREAS NOTE 4.5%	P	12/18/06	09/30/11
f	$25000 US TREAS NOTE 5%	P	07/02/08	02/15/11
g	100 APPLE	P	11/25/08	09/30/11
h	800 CISCO SYSTEMS	P	03/08/11	02/22/11
i	700 CISCO SYSTEMS	P	01/24/03	02/22/11
j	1100 CISCO SYSTEMS	P	08/07/06	02/22/11
k	500 CISCO SYSTEMS	P	08/19/05	02/22/11
l	1000 NOBLE CORP	P	11/25/08	10/31/11
m	200 NORTHERN TRUST CORP	P	12/22/08	10/31/11
n	200 NORTHERN TRUST CORP	P	05/05/09	10/31/11
o	RETURN OF PRINCIPAL	P		

	(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	15,000.		16,415.	<1,415.>
b	26,724.		25,886.	838.
c	25,000.		25,747.	<747.>
d	15,787.		18,112.	<2,325.>
e	25,000.		24,949.	51.
f	25,000.		26,428.	<1,428.>
g	38,535.		8,959.	29,576.
h	14,755.		18,306.	<3,551.>
i	12,911.		10,289.	2,622.
j	20,289.		19,305.	984.
k	9,222.		8,988.	234.
l	36,112.		24,421.	11,691.
m	8,094.		10,474.	<2,380.>
n	8,095.		10,885.	<2,790.>
o	11,256.		11,181.	75.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<1,415.>
b				838.
c				<747.>
d				<2,325.>
e				51.
f				<1,428.>
g				29,576.
h				<3,551.>
i				2,622.
j				984.
k				234.
l				11,691.
m				<2,380.>
n				<2,790.>
o				75.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	33,604.			33,604.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				33,604.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	65,039.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COLUMBIA ACORN INTL FD	9,991.	0.	9,991.
FMI FOCUS FUND	17,978.	17,978.	0.
LONGLEAF INTL PARTNERS	5,676.	2,021.	3,655.
LONGLEAF PARTNERS	10,160.	8,537.	1,623.
MANAGER INST'L MICRO CAP	451.	451.	0.
MANAGER INST'L MICRO CAP	4,617.	4,617.	0.
SCHWAB ACCT INTEREST	31,101.	0.	31,101.
SCHWAB ACCT INTEREST PD ON PURCHASES	<2,789.>	0.	<2,789.>
SMITH BARNEY-DIVIDENDS	25,787.	0.	25,787.
TOTAL TO FM 990-PF, PART I, LN 4	102,972.	33,604.	69,368.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION -NORTH FORK BANCORP	23.	23.	
TOTAL TO FORM 990-PF, PART I, LINE 11	23.	23.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY-LEGAL AND TAX RETURN PREP	11,220.	0.		11,220.
TO FM 990-PF, PG 1, LN 16A	11,220.	0.		11,220.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY-INVESTMENT ADMINISTRATION & ACCOUNTING	28,208.	21,156.		7,052.
TO FORM 990-PF, PG 1, LN 16B	28,208.	21,156.		7,052.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEGALL BRYANT FEES	1,817.	1,817.		0.
QUARLES & BRADY-GRANT MAKING & MANAGEMENT	63,584.	0.		63,584.
TO FORM 990-PF, PG 1, LN 16C	65,401.	1,817.		63,584.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	1,272.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,272.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU FUND	15.	0.		15.
SECRETARY OF STATE FEE	10.	0.		10.
ADR FEES	18.	18.		0.
TO FORM 990-PF, PG 1, LN 23	43.	18.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREAS 3% INFL IND 7/15/12	X		27,814.	32,161.
US TREAS 4.25% 8/15/14	X		24,502.	27,547.
US TREAS 4.375% 8/15/12	X		25,932.	25,660.
US TREAS 7.25% 5/15/16	X		30,250.	32,070.
US-FED HM LN 5.125% 7/15/12	X		25,091.	25,662.
US-FHLMC 5% 2/1/18	X		5,609.	5,937.
US-FHLMC 5.5% 11/1/21	X		4,345.	4,709.
US-FNMA 4.125% 4/15/14	X		24,896.	27,053.
US-FNMA 4.5% 4/1/20	X		7,930.	9,008.
US-FNMA 4.5% 5/1/18	X		3,869.	4,089.
US-FNMA 4.375% 9/15/12	X		24,763.	25,732.
US-FNMA 5% 7/1/18	X		3,787.	4,011.
US-FNMA 5.25% 9/15/16	X		25,278.	29,735.
US-FNMA 6% 11/1/16	X		890.	925.
TOTAL U.S. GOVERNMENT OBLIGATIONS			234,956.	254,299.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			234,956.	254,299.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO	43,103.	40,865.
ABB LTD	24,556.	33,894.
ABBOTT LABS	7,063.	56,230.
APACHE	36,820.	105,073.
APPLE	71,670.	324,000.
BP	28,569.	74,453.
CATERPILLAR	38,111.	90,600.
CHEVRON	69,869.	106,400.
CME GROUP	44,779.	48,734.
DEERE	46,132.	108,290.
DUPONT	27,250.	45,780.
FORD MOTOR	8,464.	21,520.
GOOGLE	55,910.	129,180.
IBM	30,055.	71,713.
JOHNSON & JOHNSON	65,015.	70,826.
JP MORGAN	6,493.	4,988.
MICROSOFT	26,878.	25,960.
MONSANTO	37,933.	35,035.
NOBLE	24,421.	30,220.
ORACLE	38,361.	47,709.
PEPSICO	30,707.	39,810.
TOTAL TO FORM 990-PF, PART II, LINE 10B	762,159.	1,511,280.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CB-ADOBE SYST 4.75% 2/1/20	25,696.	27,002.
CB-AGILENT TECH 5% 7/15/20	52,072.	55,769.
CB-AMPHENOL 4.75%11/15/14	27,020.	26,688.
CB-ANHEUSER BUSCH 2.875% 2/15/16	25,022.	26,461.
CB-BUNGE LTD FIN 4.1% 3/15/16	26,272.	25,686.
CB-CANADIAN NATL RY 4.4% 3/15/13	24,007.	26,057.
CB-FPL GROUP CAP 7.875% 12/15/15	30,524.	29,699.
CB-GENERAL ELECTRIC 4.65% 10/17/21	51,417.	52,081.
CB-MCDONALD 5.8% 10/15/17	60,106.	61,060.
CB-NISOURCE FIN CORP 6.15% 3/1/13	15,661.	15,750.
CB-PEPSICO 5% 6/1/18	27,532.	28,986.
CB-PROTECTIVE LIFE 4.3% 6/1/13	24,976.	25,842.
CB-SHELL INTL FIN 4.375% 3/25/20	26,092.	29,114.
CB-STATOILHYDRO ASA 2.9% 10/15/14	26,016.	26,223.
TOTAL TO FORM 990-PF, PART II, LINE 10C	442,413.	456,418.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COLUMBIA ACORN INTL FD	COST	234,262.	342,830.
EATON VANCE GREATER INDIA FD	COST	78,753.	50,018.
FMI FOCUS	COST	463,647.	438,514.
LONGLEAF PARTNERS FD	COST	342,500.	339,668.
LONGLEAF PARTNERS INTL FD	COST	350,278.	205,965.
MANAGERS FRONTIER SM CAP FD	COST	28,538.	24,082.
MANAGERS INST MICRO CAP FD	COST	96,151.	62,510.
VIRXSYS	COST	50,000.	50,000.
ZOUNDS SERIES B (NEW)	COST	37,500.	37,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,681,629.	1,551,087.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MOLLY M GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/CHAIR 0.50	0.	0.	0.
LESLIE H MORNINGSTAR PO BOX 342 VIRGINIA CITY, MT 59755	DIR/VP 0.50	0.	0.	0.
LARRY D GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/VP 0.50	0.	0.	0.
GARY H KLINE 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIR/SEC 3.00	0.	0.	0.
THOMAS A POLACHEK 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIR/TREAS 3.00	0.	0.	0.
TERRY A SKWORCH 305 WYOMA LANE SCHAUMBURG, IL 60193	DIRECTOR 0.50	0.	0.	0.

KENNETH A ALGOZIN 133 HASTINGS AVE ELK GROVE VILLAGE, IL 60007	DIRECTOR 0.50	0.	0.	0.
LYDIA T WHITEHEAD 4824 CHEVY CHASE BLVD CHEVY CHASE, MD 20815	DIRECTOR 0.50	0.	0.	0.
LESLIE ANN GERBAZ-BLUE 298 SILVER KING COURT GLENWOOD SPRINGS, CO 81601	DIRECTOR 0.50	0.	0.	0.
ANNE K MORNINGSTAR 703 SOUTH THIRD WEST MISSOULA, MT 59801	DIRECTOR 0.50	0.	0.	0.
SARAH M LINSLEY 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIRECTOR 0.50	0.	0.	0.
HEIDI KIMMEL 33 GAMBA DRIVE GLENWOOD SPRINGS, IL 81601	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form 990PF
Federal ID 58-1483651
Statement #13

Receipient Name	Relationship, If Recipient is an Individual	Status	Purpose	Amount
University of Massachusetts Boston - Dmitriy Tokarev	None	Public Charity	General	1,000 00
Purdue University Calumet - Dustin Nikolich	None	Public Charity	General	1,000 00
Asnuntuck Community College - Mary Lou Szwed	None	Public Charity	General	811 00
Cornelia De Lange Syndrome Foundation	None	Public Charity	General	750 00
Camp Holiday Trails	None	Public Charity	General	1,500 00
Center for Music by People With Disabilities	None	Public Charity	General	1,500 00
Donka, Inc.	None	Public Charity	General	1,500 00
International Dog Hearing, Inc.	None	Public Charity	General	1,500 00
Helping Hands; Monkey Helpers	None	Public Charity	General	1,500 00
Little Bit Therapeutic Riding Center	None	Public Charity	General	1,000 00
Music Institute of Chicago	None	Public Charity	General	1,000 00
Providence - St. Mel School	None	Public Charity	General	1,500 00
Shared Adventures	None	Public Charity	General	500 00
Shared Housing of New Orleans	None	Public Charity	General	2,500 00
Sunlight African Community Center	None	Public Charity	General	1,500 00
Twin Lakes Literacy Council	None	Public Charity	General	2,029 18
United States Power Soccer Association	None	Public Charity	General	1,000 00
Youth Crossroads, Inc.	None	Public Charity	General	1,800 00
Florida A & M University - Elana Pressoir	None	Public Charity	General	1,250 00
Boys Hope Girls Hope of Illinois	None	Public Charity	General	2,500 00
Chesapeake Ptomoac Spina Bifida, Inc	None	Public Charity	General	750 00
Mountain States Legal Foundation	None	Public Charity	General	2,000 00
RMH Services	None	Public Charity	General	1,500 00
Starfish Learning Center	None	Public Charity	General	1,500 00
Vermont Association for the Blind	None	Public Charity	General	750 00
Ability Consultants	None	Public Charity	General	1,000 00
Axis Dance Company	None	Public Charity	General	2,000 00
AMBUCS	None	Public Charity	General	750 00
Christian Assistance Network	None	Public Charity	General	500 00
Colorado Discover Ability	None	Public Charity	General	1,500 00
Can Do Canines, New Hope	None	Public Charity	General	2,000 00
Community Preparatory School	None	Public Charity	General	1,000 00
Christian Urban Education Center	None	Public Charity	General	1,500 00
Freemed	None	Public Charity	General	750 00
Horses and the Hanicapped of South Florida	None	Public Charity	General	1,000 00
Josephinum Academy	None	Public Charity	General	1,000 00
KSDS, Inc.	None	Public Charity	General	1,000 00
Renaissance Social Service, Inc.	None	Public Charity	General	1,500 00
Spirithorse Therapeutic Center	None	Public Charity	General	1,000 00
Southern Methodist College	None	Public Charity	General	1,000 00
Still Point Theatre Collective	None	Public Charity	General	1,500 00
Tuesday's Child	None	Public Charity	General	1,500 00
The Dream Factory	None	Public Charity	General	1,500 00
Transitional Services for	None	Public Charity	General	1,500 00
United Disability Services	None	Public Charity	General	1,000 00
WorkTec	None	Public Charity	General	1,500 00
Cleveland State University - Alexander Wax	None	Public Charity	General	2,500 00
Northwestern College - Jessica Tuenge	None	Public Charity	General	2,000 00
University of New Mexico - Jared Collins	None	Public Charity	General	3,000 00
Elmhurst Life Skills Academy - Angela Wand	None	Public Charity	General	2,000 00
McDaniel College - Kristofer Keefer	None	Public Charity	General	2,000 00
Oklahoma Baptist University - Laura Daily	None	Public Charity	General	3,500 00
Stetson University - Maria Dixon	None	Public Charity	General	500 00
Ivy Tech Community College - Blake Hooker	None	Individual	General	2,000 00
Compass College of Dinematic - Sherry Myers	None	Public Charity	General	1,300 00
Colorado Technical University - Levar Monroe	None	Public Charity	General	2,000 00
Investors & Entrepreneurs - Albert Schmiege	None	Public Charity	General	2,200 00
Massasoit Community College - Matthew Forrest	None	Public Charity	General	2,000 00
Ridgewater College - Adam Dauer	None	Public Charity	General	2,000 00
Southern Methodist College - Edna Abraham	None	Public Charity	General	1,300 00
Sauk Valley Community College - Steve Manning	None	Public Charity	General	600 00

Turo College - Rochel Ozur	None	Public Charity	General	2,600 00
Tufts University - David Manis	None	Public Charity	General	3,300 00
William Rainey Harper College - Noah Yosif	None	Public Charity	General	2,000.00
Wake Technical Community College - Jimalie Watkins	None	Public Charity	General	2,000 00
Everest College - Shalanda Gerald	None	Public Charity	General	1,600 00
San Francisco State University - Kellen Lim	None	Public Charity	General	1,500 00
Framingham State College - Stephanie Williams	None	Public Charity	General	2,000 00
Iowa State University - Gabrielle M Hathaway	None	Public Charity	General	2,000 00
Asnuntuck Community College - Mary Lou Szwed	None	Public Charity	General	550 00
Winward Community College - Michael Wadas	None	Public Charity	General	2,500 00
Post Polio Resource Group of Southeaster	None	Public Charity	General	3,000 00
Totally Postive Productions, Inc	None	Public Charity	General	1,000 00
The Ability Foundation	None	Public Charity	General	1,500 00
Alice Lloyd College	None	Public Charity	General	3,000 00
Amputee Coalition	None	Public Charity	General	1,500 00
Asnsonia Music Outreach	None	Public Charity	General	1,500 00
Catching the Dream	None	Public Charity	General	2,500 00
UC - Cumberland College	None	Public Charity	General	3,000 00
Emergency Family Assistance Association	None	Public Charity	General	1,500 00
Guild for the Blind	None	Public Charity	General	1,500 00
Great Lakes Hemphilia Foundation	None	Public Charity	General	1,000 00
Little Friends, Inc.	None	Public Charity	General	1,500 00
Northwest Burn Foundation	None	Public Charity	General	2,000 00
National Education for Assitance Dog	None	Public Charity	General	1,000 00
Simple changes Therapeutic Riding Center	None	Public Charity	General	3,000 00
Special Neighbors, Inc.	None	Public Charity	General	1,000 00
Unity Church of Missoula	None	Public Charity	General	1,000 00
Virtue Humanitarian Nutrition	None	Public Charity	General	500 00
Florida A & M University - Elana Pressoir	None	Public Charity	General	1,250 00
University of Massachusetts Boston - Dmitriy Tokarev	None	Public Charity	General	1,000 00
Centenary College - Heather Sloan	None	Public Charity	General	500 00
University of California - Cherron Jefferson	None	Public Charity	General	1,500 00
Camp Holiday Trails	None	Public Charity	General	1,500 00
Center for Music by People With Disabilities	None	Public Charity	General	1,700.00
Anixter Center	None	Public Charity	General	1,500 00
Music Institute of Chicago	None	Public Charity	General	1,200 00
Roseland Training Center	None	Public Charity	General	2,000.00
Shared Housing of New Orleans	None	Public Charity	General	2,500 00
The Brady Kohn Foundation	None	Public Charity	General	700 00
The Elling House Arts & Humani	None	Public Charity	General	2,500 00
International Dog Hearing, Inc.	None	Public Charity	General	2,000.00
				$ 159,940 18
Returned Grants:				
Cazenovia College				(625 00)
Lake Sumter Comm College #36869				(1,250 00)
Lake Sumter Comm College #36870				(1,500.00)
Total Grants				$ 156,565 18

SPECIAL PEOPLE IN NEED

Guidelines

Grants to Organizations*

GENERAL

Special People In Need ("SPIN") makes grants to qualifying charitable organizations. SPIN will make a grant to an organization only if there is a strong showing of need. Since SPIN's funds are limited, grants cannot be made to all qualified organizations that apply for SPIN grants. At present the number of grant inquiries being received by SPIN substantially exceeds the number of grants that SPIN has the financial capacity to make.

The Board of Directors of Special People in Need ("SPIN") has adopted the following guidelines for the making of grants to organizations.

1. SPIN will make grants only to organizations that have received tax-exempt determination letters from the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

2. SPIN will award grants principally to qualified organizations operating in the fields of education, health, and assistance to persons who are disabled, although SPIN will also support other types of qualifying organizations. It is to be understood, however, that SPIN, as a relatively small grant-making foundation, can not respond favorably to all grant applications and its grants typically do not exceed $2,000 to $3,000.

3. SPIN in general will not make grants to very large organizations (other than educational institutions for specific scholarship purposes).

4. In general the Board of Directors will view a grant request from a qualifying organization favorably if the grant request indicates the following: (i) that there is a strong need for the program or service which is the subject of the grant request, (ii) that the organization has the ability to meet the need effectively; (iii) that the organization is operated in a cost-effective manner; and (iv) that, if deemed relevant, the organization makes effective use of volunteers in appropriate circumstances. In addition, particular emphasis will be given in evaluating grant requests as to whether the project or program either enables needy people to help themselves or utilizes innovative approaches with respect to addressing problem areas.

No grants of the following types in general will be made:

1. grants for endowment purposes,

2. grants to organizations that have as major activities the influencing of legislation,

3. grants to organizations that engage in political activities,

4. grants to cultural groups except with respect to programs to help the disabled or the economically disadvantaged,

5. grants to day care centers or nursery schools,

6. grants to organizations or institutions located outside the United States,

7. grants to colleges and universities except with respect to scholarships, and

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* A separate set of guidelines applies to grants to educational institutions for scholarship purposes.

8. grants to very large national charitable organizations (other than educational institutions for scholarship purposes).

Also, although SPIN in the past had made many grants to organizations that provide services to the developmentally disabled, because this area was not within the original focus of SPIN and because the demands on SPIN's very limited resources have been so great, SPIN in general in the future will not make grants to this type of organization.

APPLICATIONS

No prescribed form of application for grants is required. Applications may be submitted at any time. Each application must, however, include the following:

1. Copy of tax-exempt letter and statement that the organization is a public charity and not a private foundation **and** statement by the organization that there has been no adverse change in this classification;

2. Relevant financial information;

3. Statement of need in the form of a letter;

4. List of members of Board of Directors;

5. Number of full time employees; and

6. Other materials, brochures, articles, annual reports, etc. that may be deemed by applicant organization to be relevant.

Following the initial review of an application, SPIN may request additional materials and information.

Applications for grants should be submitted to:

Ms. Sarah M. Linsley
Special People In Need
300 North LaSalle Street
Suite 4000
Chicago, Illinois 60654

SELECTION PROCEDURES

Approval. No grants for the benefit of organizations will be made unless such grants are approved by the Board of Directors (or a committee thereof) and final decisions relating to all grants to organizations will be made by the Board of Directors (or a committee thereof).

Selection of grant beneficiaries is made by SPIN on the basis of criteria reasonably related to the purposes of the grant, including the merits of the proposal, the credentials of the potential beneficiary of a grant, the relationship of the proposal to SPIN's purposes and the areas of SPIN's primary concern and focus and its priority in relation to other demands on SPIN's funds.

Review of Applications. The Secretary or the Secretary's designee will initially review each grant application submitted. Because the number of grant applications substantially exceeds the number of grants that SPIN can make each year, it is recognized that special procedures must be implemented to deal with the heavy volume of grant requests. In this connection, the Secretary or the Secretary's designee is authorized to take any one of the following administrative actions:

1. to reject the application.

2. to ask for additional information to the extent that all required information has not at such time been submitted.

3. to submit to the Board of Directors the proposal for the Board of Directors' consideration.

Because of the substantial volume of grants being received relative to SPIN's grant-making capability, it is recognized that the "screening" of grants must be expedited and in this connection grant applications may be rejected administratively as set forth above for any of the following reasons:

1. because the grant is outside the primary focus and purposes of SPIN

2. because the organization is a foreign organization.

3. because other grant applications are deemed to be more worthy.

4. because other potential donee organizations have attributes which cause their grant applications to have a higher priority from SPIN's standpoint.

If a decision by the Board of Directors is made to make a grant, a determination of the amount of the grant will be made based on the amount requested, the grant's priority in relation to other demands on SPIN's limited funds, and other factors deemed relevant.

Grant Awards. Grants may be made at any time during the year. The purpose of each grant will be set forth in a letter sent to the donee organization.

Please note that a separate set of guidelines applies to grants to educational institutions for scholarship purposes.

Revised 12/2011