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

For calendar year 2011, or tax year beginning Jun 1 **, 2011, and ending** May 31 , 2012

Name of foundation: Elizabeth F. Cheney Foundation

A Employer identification number: 36-3375377

Number and street (or P O box number if mail is not delivered to street address): 120 S. LaSalle Street

Room/suite: 1740

B Telephone number (see the instructions): (312) 782-1234

City or town: Chicago

State: IL

ZIP code: 60603

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, column (c), line 16)* ►$ 10,098,399.

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)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	10.			
4	Dividends and interest from securities	240,856.	240,866.		
5a	Gross rents				
b	Net rental income or (loss)		L-6a Stmt		
6a	Net gain/(loss) from sale of assets not on line 10	-64,274.			
b	Gross sales price for all assets on line 6a 512,756.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	176,592.	240,866.		
13	Compensation of officers, directors, trustees, etc	60,000.	30,000.		30,000.
14	Other employee salaries and wages	40,000.			40,000.
15	Pension plans, employee benefits	7,596.			7,596.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) L-16b Stmt	18,000.	9,000.		9,000.
c	Other prof fees (attach sch) L-16c Stmt	20,998.	20,998.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,560.			3,060.
19	Depreciation (attach sch) and depletion				
20	Occupancy	10,925.			10,925.
21	Travel, conferences, and meetings	39.			39.
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	14,043.			14,043.
24	**Total operating and administrative expenses.** Add lines 13 through 23	177,161.	59,998.		114,663.
25	Contributions, gifts, grants paid	747,416.			747,416.
26	**Total expenses and disbursements.** Add lines 24 and 25	924,577.	59,998.		862,079.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-747,985.			
b	**Net investment income** (if negative, enter -0-)		180,868.		
c	**Adjusted net income** (if negative, enter -0-)				

R E V E N U E

OPERATING AND ADMINISTRATIVE EXPENSES

8

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			
	2	Savings and temporary cash investments	1,297,588.	638,061.	638,061.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less· allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	10,902,436.	10,814,103.	9,460,338.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	12,200,024.	11,452,164.	10,098,399.
LIABILITIES	17	Accounts payable and accrued expenses	2,247.	2,372.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	2,247.	2,372.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	12,197,777.	11,449,792.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	12,197,777.	11,449,792.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,200,024.	11,452,164.	

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	12,197,777.
2	Enter amount from Part I, line 27a	2	-747,985.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	11,449,792.
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	11,449,792.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	13,854sh Fidelity Total Market Fund	P	12/31/07	11/14/11
b	Capital Gains from funds	P	12/31/07	12/31/11
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	500,000.		577,030.	-77,030.
b	12,756.		0.	12,756.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-77,030.
b				12,756.
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	-64,274.
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 (column (b) divided by column (c))
2010	894,815.	10,773,785.	0.083055
2009	779,399.	10,328,658.	0.075460
2008	825,677.	10,180,768.	0.081102
2007	926,403.	13,739,017.	0.067429
2006	899,464.	13,718,007.	0.065568

2	**Total** of line 1, column (d)	2	0.372614
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.074523
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,442,683.
5	Multiply line 4 by line 3	5	778,220.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,809.
7	Add lines 5 and 6	7	780,029.
8	Enter qualifying distributions from Part XII, line 4	8	862,079.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. ________ (**attach copy of letter if necessary – see instrs**)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	1,809.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,809.
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	1,809.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	3,487.		
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	3,487.
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	1,678.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►	1,678.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the 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 ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		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? *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?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL - 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 *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 ► www.cheneyfoundation.org

14 The books are in care of ► Elisabeth Geraghty Telephone no ► (312) 782-1234

Located at ► 120 S. LaSalle St, Ste 1740, Chicago, IL ZIP + 4 ► 60603

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

			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
1 a	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)?	**1 b**		X
	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?	**1 c**		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**		
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**		
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)? **5b**

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? **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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Lawrence L. Belles 16 Gardiner Park Rochester NY 14607	President 4.00	20,000.	0.	0.
Allan R. Drebin 807 Davis Street Evanston IL 60201	Treasurer 8.00	26,000.	0.	0.
Howard M. McCue III 2247 Orrington Ave. Evanston IL 60201	Secretary 4.00	20,000.	0.	0.
Elisabeth Geraghty 1372 Sunview Lane Winnetka IL 60093	Executive Director 20.00	40,000.	7,596.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

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	0.
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	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	None

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	10,601,709.
b Average of monthly cash balances		1b	
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	10,601,709.
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	10,601,709.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	159,026.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	10,442,683.
6 **Minimum investment return.** Enter 5% of line 5		6	522,134.

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	522,134.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,809.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	1,809.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	520,325.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	520,325.
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	520,325.

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	862,079.
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	862,079.
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	1,809.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	860,270.

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					520,325.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011:					
a From 2006	0.				
b From 2007	743,920.				
c From 2008	829,350.				
d From 2009	781,851.				
e From 2010	896,876.				
f **Total** of lines 3a through e		3,251,997.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $	862,079.				
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)					
d Applied to 2011 distributable amount					
e Remaining amount distributed out of corpus		862,079.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		520,325.			520,325.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		3,593,751.			
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)		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		3,593,751.			
10 Analysis of line 9					
a Excess from 2007	223,595.				
b Excess from 2008	829,350.				
c Excess from 2009	781,851.				
d Excess from 2010	896,876.				
e Excess from 2011	862,079.				

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**
2a 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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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:

Elisabeth Geraghty, Executive Director
120 S. LaSalle Street, Suite 1740
Chicago, IL 60603 (312) 782-1234

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

Application form available online at www.cheneyfoundation.org

c Any submission deadlines:

30 days prior to meeting based on programmatic schedule

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

Grants limited to organizations exempt under sec 501(c)(3).

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 Schedule Attached IL 60603	N/A	Public	See Schedule	747,416.
Total ► **3a**				747,416.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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	10.	
4 Dividends and interest from securities			14	240,856.	
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	-64,274.	
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)				176,592.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . 13 176,592.

(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). (See instructions.)
n/a	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

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

▶ 10/15/12 ▶ Vice Pres.,Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Self Prepared

Firm's EIN ▶

Firm's address ▶

Phone no

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	3,060.			3,060.
Excise taxes	2,500.			
Total	5,560.			3,060.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	6,081.			6,081.
Professional Associations	770.			770.
Telephone	1,537.			1,537.
State Registration	10.			10.
Postage	527.			527.
Internet Services	198.			198.
Photocopying	617.			617.
Parking	4,110.			4,110.
Office supplies	193.			193.
Total	14,043.			14,043.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Allan Drebin	Accounting	6,000.			
Baker Tilley	Audit	12,000.			
Total		18,000.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IPEX	Investment advice	20,998.			
Total		20,998.			

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Loomis Sayles Bond Fund	745,344.	737,193.
Fidelity International Index Fund	1,864,420.	1,112,844.
Fidelity Total Market Index Fund	5,334,840.	4,853,564.
SPDR Int Small Cap Index Fund	290,159.	200,000.
Vanguard Bond Index Fund	1,431,637.	1,585,577.
Vanguard Emerging Markets Viper	431,478.	296,556.
Vanguard International Equity Fund	227,528.	187,464.
Vanguard Short Term Bond Index Fund	488,697.	487,140.
Total	10,814,103.	9,460,338.

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2011
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	**City**	**State**	**Zip**	**Purpose of Grant**	**Amount**
A Red Orchid Theatre	Chicago	IL	60610	Becky Shaw production	3,500
Ars Viva	Libertyville	IL	60048	9/23/12 concert	2,500
Art Institute of Chicago	Chicago	IL	60603	John Mann Exhibition Catalogue	30,000
Art Institute of Chicago	Chicago	IL	60603	Matching Grant - Photography Department	8,000
Art Institute of Chicago	Chicago	IL	60603	Director's discretionary grant	1,000
Auditorium Theatre Council	Chicago	IL	60605	American Ballet Theatre	10,000
Bach Week	Evanston	IL	60204-6133	B Minor Mass Spring 2012	5,000
Bella Voce	Chicago	IL	60607-7130	Gabriel Jackson work	2,500
Bohemian Theatre Ensemble	Chicago	IL	60640	Floyd Collins	3,500
Boston Preparatory School Foundation	Hyde Park	MA	02136	Director's Matching Grant	8,000
Chicago a capella	Chicago	IL	60657	Feb 2013 concert	2,500
Chicago Chamber Musicians	Chicago	IL	60601-6821	Director's Matching Grant	1,000
Chicago Chamber Musicians	Chicago	IL	60601-6821	Debussy Festival	20,000
Chicago Chorale	Chicago	IL	60615	Bach St John Passion March , 2013	2,500
Chicago Dancing Company	Lombard	IL	60148	Festival 2012	10,000
Chicago Folks Operetta	Oak Park	IL	60304	June 2012 Festival of Operetta	2,500
Chicago High School for the Arts	Chicago	IL	60616	Director's matching grant	2,000
Chicago Human Rhythm Project	Chicago	IL	60657	Tokyo Exchanges Summer 2012	3,000
Chicago Philharmonic	Evanston	IL	60201	Director's Discretionary	1,000
Chicago Shakespeare Theater	Chicago	IL	60611	"Timon of Athens"	12,500
Chicago Sinfonietta	Chicago	IL	60601	October 2012 concert	5,000
Chicago Symphony Orchestra	Chicago	IL	60604-2508	Civic Orchestra broadcasts & concert	40,000
Chicago Symphony Orchestra	Chicago	IL	60604-2508	Director's discretionary grant Civic Scholar	6,500
Chicago Symphony Orchestra	Chicago	IL	60604-2508	Director's Matching Grant for The Institute	8,000
Chicago Symphony Orchestra	Chicago	IL	60604-2508	Director's discretionary grant Civic Scholar	6,500
Chicago Symphony Orchestra	Chicago	IL	60604-2508	Director's discretionary grant	2,500
City Lit Theatre	Chicago	IL	60660	"State Street"	3,500
Columbia College	Chicago	IL	60605-5554	Director's Discretionary Grant, President's Fund	2,500
Court Theatre	Chicago	IL	60637	"Iliad"	12,500
DanceWorks Chicago, Inc	Chicago	IL	60610	"Biota"	3,000
Deeply Rooted Dance Theater	Chicago	IL	60602	Harris Theatre Concert	3,000
Dempster Street Pro Musica	Evanston	IL	60202	Russian Chamber Music 4/13	5,000
Dempster Street Pro Musica	Evanston	IL	60202	Director's Matching	1,000
DePaul University School of Music	Chicago	IL	60614-3296	Director's discretionary	1,000
DePaul University School of Music	Chicago	IL	60614-3296	Reed Thomas new work commission	7,500
Donor's Forum	Chicago	IL	60604	Unrestricted grant	916
Eastman House Museum	Rochester	NY	14607-2298	Director's Discretionary	1,000
eigth blackbird performing arts association	Chicago	IL	60640	Chicago Concert Series 2012-2013	5,000
Elements Contemporary Ballet	Chicago	IL	60640	Le Roi Danse July 2012	3,000
Evanston Community Foundation	Evanston	IL	60201	Director's discretionary	1,000
Field Museum of Chicago	Chicago	IL	60605	Chinese Rubbings Exhibit	15,000
Fifth House Ensemble	Chicago	IL	60645	Excelsior	2,500
Fulcrum Point New Music Project	Chicago	IL	60614-3817	Congliano Festival	5,000
Genesee Country Museum	Mumford	NY	14511	Director's discretionary	5,000
George Eastman House	Rochester	NY	14607-2298	Director's Discretionary Grant	1,000
Goodman Theatre	Chicago	IL	60601	New Stages	20,000
Grant Park Music Festival	Chicago	IL	60601	August 8, 2012 concert support	5,000
Haymarket Opera Company	Chicago	IL	60614	8/31/12 Handel Clori, Tirsi e Fileno	5,000
Haystack Mountain School of Crafts	Deer Isle	ME	04627	Elisabeth Tova Bailey Residency	2,500
Hubbard Street Dance	Chicago	IL	60607-2903	Director's matching	5,000
Hubbard Street Dance	Chicago	IL	60607-2903	Twyla Tharp 2011 choreography	25,000
Humane Society of Rochester & Monroe Cou	Fairport	NY	14450	Director's discretionary grant	5,000
International Contemporary Ensemble	Chicago	IL	60614	MCA 2012-2013 series	5,000
International Music Foundation	Chicago	IL	60603	Dame Myra Hess Concerts 2012-2013	2,500
Joffrey Ballet	Chicago	IL	60601-5907	Forsythe Work	20,000
League of American Orchestras	New York	NY	10023-7905	Director's Discretionary	2,000
Lifeline Theatre	Chicago	IL	60626	"Hunger"	3,500
Light Opera Works	Evanston	IL	60201	Concert October, 2012	5,000
Links Hall, Inc	Chicago	IL	60657	Summer 2012 Festival	3,000
Links Hall, Inc	Chicago	IL	60657	Chicago Dancemakers Forum	3,000
Lookingglass Theatre	Chicagoi	IL	60611	"Eastland"	5,000
Lucky Plush Productions	Riverside	IL	60546	New Zealand Exchange- Chicago concerts	3,000
Luna Negra Dance Theatre	Chicago	IL	60654-6924	Carman Maquia March 2012	5,000

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2011
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	**City**	**State**	**Zip**	**Purpose of Grant**	**Amount**
Lyric Opera of Chicago	Chicago	IL	60606	Millennium Park Concert 9/10/11	40,000
Lyric Opera of Chicago	Chicago	IL	60606	Emily Birsin Sponsorship	35,000
Lyric Opera of Chicago	Chicago	IL	60606	Director's Matching, Rising Stars Concert	4,000
Merit Music Program	Chicago	IL	60607	Music Library Matching grant	2,000
Museum of Contemporary Art	Chicago	IL	60611-2604	Skyscraper Exhibit	5,000
Music in the Loft	Chicago	IL	60607	Lita Greer residency	2,500
Music Institute of Chicago	Winnetka	IL	60093	Director's discretionary	1,500
Music Institute of Chicago	Winnetka	IL	60093	2012-2013 concert Lincoln quartet Concert	5,000
Music of the Baroque	Chicago	IL	60602	Mozart celebration January 2013	20,000
Northlight Theater	Skokie	IL	60076	"Ten Chimneys"	5,000
Northwestern University Athletic Dept	Evanston	IL	60208-1268	Director's Discretionary	3,000
Northwestern University Block Museum	Evanston	IL	60208-2410	Drawing the Future	5,000
Northwestern University Library	Evanston	IL	60208-2300	Director's discretionary grant	2,500
Northwestern University- School of Music	Evanston	IL	60208	Winter Chamber Music Festival 2012	40,000
Northwestern University- School of Music	Evanston	IL	60208	Director's matching grant	4,000
Over The Rainbow Association	Evanston	IL	60201	Director's Diiscretionary Grant	1,000
People's Music School	Chicago	IL	60640	Director's Discretionary Grant	1,500
Porchlight Music Theatre	Chicago	IL	60657	"A Catered Affair"	3,500
Ravinia Festival	Highland P	IL	60035	Director's discretionary grant	1,000
Ravinia Festival	Highland P	IL	60035	Two Martin Theatre Concerts	35,000
Redtwist Theatre	Chicago	IL	60660	Opus by Michael Holinger	3,500
Rembrandt Chamber Players	Chicago	IL	60690	Director's Discretionary Grant	1,000
Rembrandt Chamber Players	Chicago	IL	60690	First concert of 2012-2013 series	5,000
River North Chicago	Chicago	IL	60610	Frank Chaves new work	5,000
Rochester City Ballet	Rochester	NY	14607-1622	Director's Discretionary	1,000
Rochester Historical Society	Rochester	NY	14607	Director's Discretionary	1,000
Rush Hour Concerts at St. James Cathedral	Chicago	IL	60611	Concert support 2012	7,500
Schola Antiqua	Oak Park	IL	60304	Pierre de la Rue concert	1,000
Steppenwolf Theatre	Chicago	IL	60614	"Three Sisters"	20,000
The Chateauville Foundation	Great Falls	VA	22066-0576	Director's discretionary - Castleton Festival 2012	5,000
The Hypocrites	Chicago	IL	60657	"Romeo and Juliet"	3,500
The Utopian Theatre Asylum	Chicago	IL	60612	Fulton Street Sessions	3,500
Thodos Dance Chicago	Chicago	IL	60642	12th annual New Dances July 2012	3,000
Timeline Theatre	Chicago	IL	60657	"My Kind of Town"	3,500
University of Chicago Presents	Chicago	IL	60637	Pacifica Quartet residency	7,500
University of Michigan Business School	Ann Arbor	MI	48106-0966	Director's Discretionary	1,000
Victory Gardens Theater	Chicago	IL	60614	"In the NextRoom"	3,500
WBEZ Alliance, Inc	Chicago	IL	60611	Director's Discretionary	1,000
Wedgwood Society	Chicago	IL	60601	Director's discretionary grant	500
Windows To The World	Chicago	IL	60625	Live from WFMT	35,000
Windows To The World	Chicago	IL	60625	Director's matching grant, WFMT	4,000
Writers' Theatre Chicago	Glencoe	IL	60022	"Hesperia"	12,500
Total					747,416