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 JUL 1, 2011 **, and ending** JUN 30, 2012

Name of foundation
HARRY F. CHADDICK AND ELAINE
CHADDICK FOUNDATION, INC.

A Employer identification number
36-3320988

Number and street (or P O box number if mail is not delivered to street address)
1731 N. MARCEY STREET

Room/suite
515

B Telephone number
312-346-2141

City or town, state, and ZIP code
CHICAGO, IL 60614

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)* ▶$ 9,804,744.

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	150,148.	150,148.		STATEMENT 1
	4	Dividends and interest from securities	106,047.	106,047.		STATEMENT 2
	5a	Gross rents	23,573.	23,573.		STATEMENT 3
	b	Net rental income or (loss) -12,426.				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	137,693.			
	b	Gross sales price for all assets on line 6a 4,267,145.				
	7	Capital gain net income (from Part IV, line 2)		137,693.		
	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				
	12	**Total** Add lines 1 through 11	417,461.	417,461.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	297,000.	89,100.		207,900.
	14	Other employee salaries and wages	24,000.	7,200.		16,800.
	15	Pension plans, employee benefits	10,455.	3,137.		7,318.
	16a	Legal fees STMT 5	1,871.	500.		0.
	b	Accounting fees STMT 6	31,843.	5,754.		0.
	c	Other professional fees STMT 7	68,936.	68,936.		0.
	17	Interest				
	18	Taxes STMT 8	41,440.	10,585.		24,089.
	19	Depreciation and depletion	10,762.	8,999.		
	20	Occupancy	20,457.	6,137.		14,320.
	21	Travel, conferences, and meetings	1,490.	0.		1,490.
	22	Printing and publications				
	23	Other expenses STMT 9	23,785.	20,717.		3,066.
	24	**Total operating and administrative expenses** Add lines 13 through 23	532,039.	221,065.		274,983.
	25	Contributions, gifts, grants paid	548,911.			548,911.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,080,950.	221,065.		823,894.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	-663,489.			
	b	**Net investment income** (if negative, enter -0-)		196,396.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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9-20 U

Part II Balance Sheets

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

			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	618,104.	326,148.	326,148.
	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			
	b	Investments - corporate stock STMT 11	5,021,000.	5,099,790.	6,365,835.
	c	Investments - corporate bonds STMT 12	3,440,362.	2,600,288.	2,676,440.
	11	Investments - land, buildings, and equipment basis ▶ 439,749. Less accumulated depreciation STMT 10▶ 9,148.		430,601.	430,601.
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	29,038.	0.	0.
	14	Land, buildings, and equipment: basis ▶ 17,392. Less accumulated depreciation STMT 14▶ 12,822.	6,184.	4,570.	4,570.
	15	Other assets (describe ▶ STATEMENT 15)	9,650.	1,150.	1,150.
	16	**Total assets** (to be completed by all filers)	9,124,338.	8,462,547.	9,804,744.
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 ▶ SECURITY DEPOSIT)	0.	1,698.	
	23	**Total liabilities** (add lines 17 through 22)	0.	1,698.	
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			
	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	6,980,959.	6,980,959.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,143,379.	1,479,890.	
	30	**Total net assets or fund balances**	9,124,338.	8,460,849.	
	31	**Total liabilities and net assets/fund balances**	9,124,338.	8,462,547.	

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	9,124,338.
2	Enter amount from Part I, line 27a	2	-663,489.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,460,849.
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	8,460,849.

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 STATEMENT			
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	4,267,145.		4,129,452.	137,693.

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				137,693.

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 } 2 137,693.

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	960,148.	10,841,076.	.088566
2009	803,087.	10,713,364.	.074961
2008	719,927.	12,620,804.	.057043
2007	1,016,123.	13,977,549.	.072697
2006	1,065,388.	14,303,332.	.074485

2	**Total** of line 1, column (d)	2	.367752
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	.073550
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,174,854.
5	Multiply line 4 by line 3	5	748,361.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,964.
7	Add lines 5 and 6	7	750,325.
8	Enter qualifying distributions from Part XII, line 4	8	823,894.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,964.
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	1,964.
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	1,964.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,760.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	10,760.
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	8,796.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 8,796. **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 ▶ FRED M. BRODY Telephone no. ▶ 312-346-2141

Located at ▶ 19 S. LASALLE STREET, 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 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)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
MARI HATZENBUEHLER CRAVEN 2623 N. LAKEWOOD AVENUE CHICAGO, IL 60614	PRESIDENT/DIR 35.00	160,000.	0.	0.
SUZANNE SIKES 35 MAYFLOWER DRIVE ASHEVILLE, NC 28804	VICE PRES/DIR 30.00	132,000.	0.	0.
WAYNE MORETTI 1731 N. MARCEY STREET, SUITE 200 CHICAGO, IL 60614	TREASURER/DIR 20.00	5,000.	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

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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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,665,563.
b	Average of monthly cash balances	1b	384,858.
c	Fair market value of all other assets	1c	279,380.
d	**Total** (add lines 1a, b, and c)	1d	10,329,801.
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	10,329,801.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,947.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,174,854.
6	**Minimum investment return** Enter 5% of line 5	6	508,743.

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	508,743.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 1,964.		
b	Income tax for 2011 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,964.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	506,779.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	506,779.
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	506,779.

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	823,894.
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	823,894.
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	1,964.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	821,930.

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					506,779.
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	361,521.				
b From 2007	324,298.				
c From 2008	91,295.				
d From 2009	271,317.				
e From 2010	427,552.				
f **Total** of lines 3a through e		1,475,983.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 823,894.					
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					506,779.
e Remaining amount distributed out of corpus		317,115.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,793,098.			
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		361,521.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		1,431,577.			
10 Analysis of line 9					
a Excess from 2007	324,298.				
b Excess from 2008	91,295.				
c Excess from 2009	271,317.				
d Excess from 2010	427,552.				
e Excess from 2011	317,115.				

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AB TECH FOUNDATION 340 VICTORIA ROAD ASHEVILLE, NC 28801	NONE	PUBLIC	EDUCATIONAL	1,000.
ASHEVILLE BUNCOMBE TECNICAL COLLEGE 340 VICTORIA ROAD ASHEVILLE, NC 28801	NONE	PUBLIC	EDUCATIONAL	2,000.
AMERICAN CANCER SOCIETY 225 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	NONE	PUBLIC	HEALTHCARE	250.
ARTHRITIS FOUNDATION P.O. BOX 7669 ATLANTA, GA 30357	NONE	PUBLIC	HEALTHCARE	2,000.
ASHEVILLE SYMPHONY ORCHESTRA P.O. BOX 2852 ASHEVILLE, NC 28802	NONE	PUBLIC	EDUCATIONAL	12,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	548,911.
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			14	150,148.	
4 Dividends and interest from securities			14	106,047.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531390	-12,426.			
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	137,693.	
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)		-12,426.		393,888.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 381,462.

(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

▶ [illegible] 12.8.13 ▶ President

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: FRED M. BRODY

Preparer's signature:

Date: 2/7/13

Check ☐ if self- employed

PTIN: P01045120

Firm's name ▶ MORRISON & MORRISON, LTD.

Firm's EIN ▶ 36-3143186

Firm's address ▶ 19 SOUTH LASALLE ST., SUITE 1100
CHICAGO, IL 60603

Phone no. 312-346-2141

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ASHEVILLE ART MUSEUM 2 SOUTH PACK SQUARE ASHEVILLE, NC 28801	NONE	PUBLIC	EDUCATIONAL	27,600.
BEARS CARE 1000 FOOTBALL DRIVE LAKE FOREST, IL 60045	NONE	PUBLIC	CIVIC	5,000.
BIG SHOULDERS FUND 309 W. WASHINGTON CHICAGO, IL 60606	NONE	PUBLIC	EDUCATIONAL	12,500.
BLACK MOUNTAIN MUSEUM 56 BROADWAY ASHEVILLE, NC 28801	NONE	PUBLIC	EDUCATIONAL	750.
BOYS & GIRLS CLUBS OF CHICAGO 550 W VAN BUREN STREET CHICAGO, IL 60607	NONE	PUBLIC	CIVIC	2,500.
BUNCOMBE COUNTY COUNCIL ON AGING 46 SHEFFILED CR ASHEVILLE, NC 28803	NONE	PUBLIC	HEALTHCARE	5,400.
TUTORING CHICAGO 2145 N HALSTED ST CHICAGO, IL 60614	NONE	PUBLIC	EDUCATIONAL	3,000.
CARING FOR CHILDREN, INC 50 REDDICK ROAD ASHEVILLE, NC 28805	NONE	PUBLIC	HEALTHCARE	500.
CATHOLIC CHARITIES 4940 W. FLOURNOY STREET CHICAGO, IL 60644	NONE	PUBLIC	RELIGIOUS	5,000.
CHANGE 4 CHILDREN, INC 6409 S ASLHAND AVENUE CHICAGO, IL 60636	NONE	PUBLIC	EDUCATIONAL	3,000.
Total from continuation sheets				530,911.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
CHICAGO LIGHTHOUSE FOR THE BLIND 1850 WEST ROOSEVELT CHICAGO, IL 60608	NONE	PUBLIC	HEALTHCARE	1,500.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN AVENUE CHICAGO, IL 60604	NONE	PUBLIC	CIVIC	15,000.
CHILDREN'S HOME AND AID 125 S. WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC	HEALTHCARE	5,000.
CHILDREN'S PLACE ASSOCIATION 1436 W. RANDOLPH CHICAGO, IL 60607	NONE	PUBLIC	EDUCATIONAL	2,000.
DELTA GAMMA FOUNDATION 3250 RIVERSIDE DRIVE COLUMBUS , OH 43221	NONE	PUBLIC	CIVIC	20.
DEPAUL UNIVERSITY 1 E. JACKSON BLVD CHICAGO, IL 60604	NONE	PUBLIC	EDUCATIONAL	128,000.
FAMILY RESCUE 9204 S. COMMERCIAL AVENUE, STE 407 CHICAGO, IL 60617	NONE	PUBLIC	HEALTHCARE	2,000.
FRANCISCAN OUTREACH ASSOCIATION 1645 WEST LEMOYNE STREET CHICAGO, IL 60622	NONE	PUBLIC	RELIGIOUS	3,000.
GIORDANO JAZZ DANCE CHICAGO 614 DAVIS STREET EVANSTON, IL 60201	NONE	PUBLIC	CIVIC	2,000.
GIRLS ON THE RUN 120 COTTAGE PLACE CHARLOTTE, NC 28207	NONE	PUBLIC	EDUCATIONAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREEN OPPORTUNITIES PO BOX 7235 ASHEVILLE, NC 28802	NONE	PUBLIC	HEALTHCARE	10,000.
H.O.M.E. - HOUSING OPPORTUNITIES AND MAINTENANCE FOR THE ELDERLY 1419 W. CARROLL AVENUE CHICAGO, IL 60607	NONE	PUBLIC	HEALTHCARE	2,000.
HARMONY HOPE AND HEALING P.O. BOX 557834 CHICAGO, IL 60655	NONE	PUBLIC	HEALTHCARE	2,500.
HARRIS THEATER 205 E. RANDOLPH DRIVE CHICAGO, IL 60601	NONE	PUBLIC	CIVIC	5,000.
HEALTHY SCHOOLS CAMPAIGN 175 N. FRANKLIN, STE 300 CHICAGO, IL 60606	NONE	PUBLIC	HEALTHCARE	3,000.
HEAR FOUNDATION 141 W. JACKSON STREET CHICAGO, IL 60604	NONE	PUBLIC	HEALTHCARE	5,000.
HEPHZIBAH CHILDREN'S ASSOCIATION 946 NORTH BOULEVARD OAK PARK, IL 60301	NONE	PUBLIC	EDUCATIONAL	2,000.
HIGH SIGHT 315 WEST WALTON CHICAGO, IL 60610	NONE	PUBLIC	HEALTHCARE	5,000.
HORIZONS FOR YOUTH 703 WEST MONROE CHICAGO, IL 60661	NONE	PUBLIC	EDUCATIONAL	5,000.
HOWARD AREA COMMUNITY CENTER 7648 NORTH PAULINA STREET CHICAGO, IL 60626	NONE	PUBLIC	EDUCATIONAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HUMANITARIAN SERVICE PROJECT 465 RANDY ROAD CAROL STREAM, IL 60188	NONE	PUBLIC	HEALTHCARE	1,500.
ILLINOIS CLUB FOR CATHOLIC WOMEN 820 N MICHIGAN AVENUE CHICAGO, IL 60611	NONE	PUBLIC	RELIGIOUS	4,800.
ILLINOIS EDUCATION FOUNDATION 226 WEST JACKSON BOULEVARD CHICAGO, IL 60606	NONE	PUBLIC	EDUCATIONAL	5,000.
INDEPENDENT SMALL ANIMAL MEAT PROCESSORS WESTERN NORTH CAROLINA 2871 NC 197 BAKERSVILLE, NC 28705	NONE	PUBLIC	HEALTHCARE	4,000.
JOSEPHINUM ACADEMY 1501 N. OAKLEY BLVD. CHICAGO, IL 60622	NONE	PUBLIC	EDUCATIONAL	2,500.
JDRF 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC	HEALTHCARE	100.
JUVENILE PROTECTIVE ASSOCIATION 1707 NORTH HALSTED CHICAGO, IL 60614	NONE	PUBLIC	CIVIC	2,500.
LEAP LEARNING SYSTEMS 8 SOUTH MICHIGAN CHICAGO, IL 60603	NONE	PUBLIC	EDUCATIONAL	40,000.
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	EDUCATIONAL	1,000.
LITERATURE FOR ALL OF US 2010 DEWEY AVENUE EVANSTON, IL 60201	NONE	PUBLIC	EDUCATIONAL	5,250.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
LOYOLA UNIVERSITY - CHICAGO SCHOOL OF LAW 25 EAST PEARSON STREET CHICAGO, IL 60611	NONE	PUBLIC	EDUCATIONAL	1,000.
MEMORYCARE 100 FAR HORIZONS LANE ASHEVILLE, NC 28803	NONE	PUBLIC	HEALTHCARE	10,000.
MERIT SCHOOL OF MUSIC 38 SOUTH PEORIA STREET3 CHICAGO, IL 60607	NONE	PUBLIC	SCHOOL	6,000.
MEYER CENTER FOR SPECIAL CHILDREN 1132 RUTHERFORD ROAD GREENVILLE, SC 29609	NONE	PUBLIC	EDUCATIONAL	100.
MIDWESTERN PALLIATIVE & HOSPICE CARE CENTER 22050 CLAIRE COURT GLENVIEW, IL 60025	NONE	PUBLIC	HEALTHCARE	2,000.
MISERICORDIA 6300 N. RIDGE AVENUE CHICAGO, IL 60660	NONE	PUBLIC	HEALTHCARE	70.
MOUNTAIN HOUSING OPPORTUNTIES 64 CLINGMAN AVENUE ASHEVILLE, NC 28801	NONE	PUBLIC	HEALTHCARE	10,000.
NORTHSIDE HOUSING AND SUPPORTIVE SERVICES 3340 N CLARK STREET, STE 203 CHICAGO, IL 60657	NONE	PUBLIC	HEALTHCARE	1,000.
OPEN DOOR MINISTRIES PO BOX 18018 DENVER, CO 80218	NONE	PUBLIC	EDUCATIONAL	2,725.
PACIFIC GARDEN MISSION 1458 SOUTH CANAL STREET CHICAGO, IL 60607	NONE	PUBLIC	CIVIC	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PISGAH LEGAL SERVICES P.O. BOX 2276 ASHEVILLE, NC 28802	NONE	PUBLIC	CIVIC	10,250.
RAINBOWS 1360 HAMILTON PARKWAY ITASCA, IL 60143	NONE	PUBLIC	HEALTHCARE	500.
RIVERLINK P.O. BOX 15488 ASHEVILLE, NC 28813	NONE	PUBLIC	EDUCATIONAL	35,000.
SACRED HEART SCHOOLS 6250 N. SHERIDAN ROAD CHICAGO, IL 60660	NONE	PUBLIC	SCHOOL	1,000.
SAFER FOUNDATION 571 WEST JACKSON CHICAGO, IL 60661	NONE	PUBLIC	CIVIC	2,500.
SPARK 251 RHODE ISLAND SAN FRANCISCO, CA 94103	NONE	PUBLIC	EDUCATIONAL	3,000.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC	CIVIC	5,000.
ST LEONARD'S MINISTRIES 48 NORTH HOYNE AVENUE CHICAGO, IL 60612	NONE	PUBLIC	RELIGIOUS	3,500.
ST. EUGENES CATHOLIC CHURCH 7958 WEST FOSTER AVENUE CHICAGO, IL 60656	NONE	PUBLIC	RELIGIOUS	11,000.
ST. IGNATIUS COLLEGE PREP 1076 WEST ROOSEVELT ROAD CHICAGO, IL 60608	NONE	PUBLIC	SCHOOL	51,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. JOSAPHAT PARISH 2311 N. SOUTHPORT CHICAGO, IL 60614	NONE	PUBLIC	RELIGIOUS	1,916.
ST. VINCENT DE PAUL SOCIETY 58 PROGRESS PARKWAY ST. LOUIS, MO 63043	NONE	PUBLIC	RELIGIOUS	5,000.
TEEN LIVING PROGRAM 162 W. HUBBARD ST. CHICAGO, IL 60610	NONE	PUBLIC	CIVIC	5,000.
TEMPLE BETH HATEPHIK 43 NORTH LIBERTY STREET ASHEVILLE, NC 28801	NONE	PUBLIC	RELIGIOUS	1,000.
THE ARK 6450 N. CALIFORNIA CHICAGO, IL 60645	NONE	PUBLIC	CIVIC	2,500.
THE BRIDGE SCHOOL 545 EUCALYPTUS AVENUE HILLSBOROUGH, CA 94010	NONE	PUBLIC	EDUCATIONAL	80.
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	NONE	PUBLIC	HEALTHCARE	1,500.
THE PEACE CENTER 300 SOUTH MAIN ST GREENVILLE, SC 29210	NONE	PUBLIC	EDUCATIONAL	100.
THRESHOLDS 4101 N RAVENSWOOD AVENUE CHICAGO, IL 60613	NONE	PUBLIC	HEATLHCARE	1,500.
UNIVERSITY OF WISCONSIN 716 LANGDON STREET MADISON, WI 53706	NONE	PUBLIC	EDUCATIONAL	2,500.
Total from continuation sheets				

HARRY F. CHADDICK AND ELAINE
CHADDICK FOUNDATION, INC. 36-3320988

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WCOS RADIO 316 GREYSTONE BLVD COLUMBIA, SC 29210	NONE	PUBLIC	CIVIC	2,000.
WESTERN CAROLINA AIDS PROJECT 140 SOUTH CHURCH STREET HENDERSONVILLE, NC 28739	NONE	PUBLIC	HEALTHCARE	350.
WESTERN NORTH CAROLINA RESCUE MISSION P.O. BOX 909 ASHVILLE, NC 28802	NONE	PUBLIC	HEALTHCARE	7,900.
WNCW RADIO P.O. BOX 804 SPINDALE, NC 28160	NONE	PUBLIC	CIVIC	500.
Total from continuation sheets				

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	BANK OF AMERICA ACCT#72-01-101-6485267 (SEE ATTAC	P	VARIOUS	VARIOUS
b	BANK OF AMERICA ACCT#72-01-101-6485267 (SEE ATTAC	P	VARIOUS	VARIOUS
c	WILLIAM BLAIR ACCT#145-17746-1-4-401 (SEE ATTACHE	P	VARIOUS	VARIOUS
d	WILLIAM BLAIR ACCT#145-17746-1-4-401 (SEE ATTACHE	P	VARIOUS	VARIOUS
e	30 SH AMERICAN EAGLE GOLD	P	10/08/08	07/22/11
f	CAPITAL GAINS DIVIDENDS			
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	202,053.		200,699.	1,354.
b	1,739,642.		1,702,551.	37,091.
c	870,473.		963,638.	-93,165.
d	1,402,365.		1,233,526.	168,839.
e	48,230.		29,038.	19,192.
f	4,382.			4,382.
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				1,354.
b				37,091.
c				-93,165.
d				168,839.
e				19,192.
f				4,382.
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	137,693.
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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE AND FIXTURES	01/01/95		.000	HY	16	2,375.				2,375.	2,375.		0.	2,375.
12	COMPUTER	07/09/06	SL	5.00		16	1,344.				1,344.	1,344.		0.	1,344.
13	FURNITURE AND FIXTURES	07/10/06	SL	7.00		16	7,876.				7,876.	5,625.		1,125.	6,750.
24	OFFICE WIRING	11/01/06	SL	39.00	MM	16	3,389.				3,389.	406.		87.	493.
35	COMPUTER	08/10/07	SL	5.00		16	1,014.				1,014.	795.		203.	998.
46	FURNITURE AND FIXTURES	03/08/08	SL	7.00		16	1,394.				1,394.	663.		199.	862.
	* TOTAL 990-PF PG 1 DEPR						17,392.				17,392.	11,208.		1,614.	12,822.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA ACCT#72-01-101-6485267	108,648.
BANK OF AMERICA ACCT#72-01-101-6485267 - AMORTIZATION/ACCRETION	1,784.
WILLIAM BLAIR ACCT#452-17746	44,111.
WILLIAM BLAIR ACCT#452-17746 - ACCRUED INTEREST PURCHASED	-4,395.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150,148.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA ACCT#72-01-101-6485267	78,578.	0.	78,578.
WELLS FARGO SECURITIES ACCT#2038-2832	224.	0.	224.
WILLIAM BLAIR ACCT#452-17746	31,627.	4,382.	27,245.
TOTAL TO FM 990-PF, PART I, LN 4	110,429.	4,382.	106,047.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RESIDENTIAL - 5440 N CAMPBELL, CHICAGO	1	23,573.
TOTAL TO FORM 990-PF, PART I, LINE 5A		23,573.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		9,148.	
ACCOUNTING		5,754.	
BANK FEES		15.	
CLEANING & MAINTENANCE		1,289.	
FILING FEES		250.	
INSURANCE		1,240.	
MANAGEMENT FEE		4,000.	
MATERIALS		1,642.	
MISCELLANEOUS		209.	
PAINTING		1,458.	
REPAIRS		4,213.	
SEWER/WATER		866.	
TRASH REMOVAL		924.	
UTILITIES		4,491.	
LEGAL FEES		500.	
- SUBTOTAL -	1		35,999.
TOTAL RENTAL EXPENSES			35,999.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-12,426.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,371.	0.		0.
LEGAL FEES	500.	500.		0.
TO FM 990-PF, PG 1, LN 16A	1,871.	500.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,089.	0.		0.
ACCOUNTING	5,754.	5,754.		0.
TO FORM 990-PF, PG 1, LN 16B	31,843.	5,754.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	30,857.	30,857.		0.
INVESTMENT FEES	38,079.	38,079.		0.
TO FORM 990-PF, PG 1, LN 16C	68,936.	68,936.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
PAYROLL TAXES	34,377.	10,313.		24,064.
FOREIGN TAXES	272.	272.		0.
FEDERAL TAXES	6,766.	0.		0.
TO FORM 990-PF, PG 1, LN 18	41,440.	10,585.		24,089.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE EXPENSE	1,018.	0.		1,018.
POSTAGE	471.	0.		471.
PARKING FEES	1,419.	0.		1,419.
BANK FEES	120.	120.		0.
OFFICE SUPPLIES	160.	0.		158.
BANK FEES	15.	15.		0.
CLEANING & MAINTENANCE	1,289.	1,289.		0.
FILING FEES	250.	250.		0.
INSURANCE	1,240.	1,240.		0.
MANAGEMENT FEE	4,000.	4,000.		0.
MATERIALS	1,642.	1,642.		0.
MISCELLANEOUS	209.	209.		0.
PAINTING	1,458.	1,458.		0.
REPAIRS	4,213.	4,213.		0.
SEWER/WATER	866.	866.		0.
TRASH REMOVAL	924.	924.		0.
UTILITIES	4,491.	4,491.		0.
TO FORM 990-PF, PG 1, LN 23	23,785.	20,717.		3,066.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDING	395,503.	8,989.	386,514.	386,514.
LAND	43,945.	0.	43,945.	43,945.
WASHING MACHINE	301.	159.	142.	142.
TO 990-PF, PART II, LN 11	439,749.	9,148.	430,601.	430,601.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA ACCT#72-01-101-6485267(SEE ATTACHED)	2,392,247.	3,086,630.
WILLIAM BLAIR & COMPANY ACCT#452-17746-1-4-401 (SEE ATTACHED)	2,707,543.	3,279,205.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,099,790.	6,365,835.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA ACCT#72-01-101-6485267(SEE ATTACHED)	1,486,461.	1,546,434.
WILLIAM BLAIR & COMPANY ACCT#452-17746-1-4-401 (SEE ATTACHED)	1,113,827.	1,130,006.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,600,288.	2,676,440.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO SECURITIES ACCT#2038-2832 (SEE ATTACHED)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	2,375.	2,375.	0.
COMPUTER	1,344.	1,344.	0.
FURNITURE AND FIXTURES	7,876.	6,750.	1,126.
OFFICE WIRING	3,389.	493.	2,896.
COMPUTER	1,014.	998.	16.
FURNITURE AND FIXTURES	1,394.	862.	532.
TOTAL TO FM 990-PF, PART II, LN 14	17,392.	12,822.	4,570.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSIT	1,150.	1,150.	1,150.
OTHER INVESTMENTS	8,500.	0.	0.
TO FORM 990-PF, PART II, LINE 15	9,650.	1,150.	1,150.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization RENT 1

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
HARRY F. CHADDICK AND ELAINE CHADDICK FOUNDATION, INC.	RESIDENTIAL - 5440 N CAMPBELL, CHICAGO	36-3320988

Part I **Election To Expense Certain Property Under Section 179 Note.** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	151.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		150.	5 YRS.	MQ	200DB	8.
c 7-year property						
d 10-year property						
e 15-year property						
f 20 year property						
g 25 year property			25 yrs		S/L	
h Residential rental property	11 /11	395,503.	27 5 yrs	MM	S/L	8,989.
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	9,148.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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11-21-11 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2011)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3 month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3 month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990 T and requesting an automatic 6-month extension check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
HARRY F. CHADDICK AND ELAINE
CHADDICK FOUNDATION, INC.

Employer identification number (EIN) or
☒ 36-3320988

Number, street, and room or suite no If a P O box, see instructions
1731 N. MARCEY STREET, NO. 515

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
CHICAGO, IL 60614

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FRED M. BRODY
19 S. LASALLE STREET, CHICAGO, IL - 60603
Telephone No ▶ 312-346-2141 FAX No ▶ 312-346-2183
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 6,000.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1 2012)

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