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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.

2012

Open to public inspection

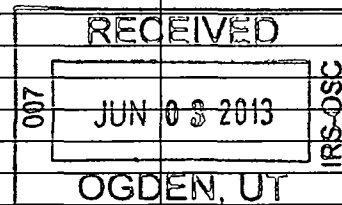
For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>SUSAN CROWN EXCHANGE INC.</b>		A Employer identification number <b>26-2991942</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4 EAST OHIO STREET</b>	Room/suite <b>#30</b>	B Telephone number <b>312-280-8020</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60611-2783</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,509,986.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		2,459,328.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		90.	90.		STATEMENT 1
4 Dividends and interest from securities		33,616.	33,616.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
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 or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,493,034.	33,706.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		562.	0.		562.
b Accounting fees					
c Other professional fees STMT 4		3,486.	0.		3,486.
17 Interest					
18 Taxes STMT 5		7,825.	0.		0.
19 Depreciation and depletion		2,426.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		18,998.	0.		18,998.
22 Printing and publications					
23 Other expenses STMT 6		318,151.	0.		318,151.
24 Total operating and administrative expenses. Add lines 13 through 23		351,448.	0.		341,197.
25 Contributions, gifts, grants paid		2,688,000.			2,688,000.
26 Total expenses and disbursements. Add lines 24 and 25		3,039,448.	0.		3,029,197.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-546,414.			
b Net investment income (if negative, enter -0-)			33,706.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 05 2013



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing			20,000.	20,000.	20,000.
	2 Savings and temporary cash investments			1,515,378.	957,397.	957,397.
	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 9			524,684.	524,684.	1,514,285.
	c Investments - corporate bonds					
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶ 14,555.					
	Less: accumulated depreciation STMT 8 ▶ 2,426.			0.	12,129.	12,129.
	15 Other assets (describe ▶ STATEMENT 10)			6,737.	6,175.	6,175.
	16 Total assets (to be completed by all filers)			2,066,799.	1,520,385.	2,509,986.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
<b>Net Assets or Fund Balances</b>	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ )					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
<b>Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			2,066,799.	1,520,385.	
	30 Total net assets or fund balances			2,066,799.	1,520,385.	
<b>Net Assets or Fund Balances</b>	31 Total liabilities and net assets/fund balances			2,066,799.	1,520,385.	

**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	2,066,799.
2 Enter amount from Part I, line 27a	2	-546,414.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,520,385.
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	1,520,385.

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**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	NONE		
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
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	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,423,668.	2,321,534.	1.043994
2010	19,074.	2,124,321.	.008979
2009	1,164,491.	1,823,750.	.638515
2008	256,715.	495,925.	.517649
2007			

2 Total of line 1, column (d)	2	2.209137
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	.552284
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,318,614.
5 Multiply line 4 by line 3	5	1,280,533.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	337.
7 Add lines 5 and 6	7	1,280,870.
8 Enter qualifying distributions from Part XII, line 4	8	3,029,197.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	337.
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	337.
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	337.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	378.	
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	378.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	41.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 41. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► "HTTP://WWW.SCEFDN.ORG"	13	X	
14	The books are in care of ► SUSAN CROWN EXCHANGE INC. Telephone no. ► (312) 280-8020 Located at ► 4 EAST OHIO STREET #30, CHICAGO, IL ZIP+4 ► 60611-2783			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012?	4b	X

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**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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,341,791.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,012,132.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,353,923.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,353,923.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	35,309.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,318,614.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	115,931.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	115,931.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	337.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	337.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	115,594.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	115,594.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	115,594.

**Part XII. Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,029,197.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,029,197.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	337.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	3,028,860.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				115,594.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	157,176.			
c From 2009	1,073,859.			
d From 2010				
e From 2011	2,323,635.			
f Total of lines 3a through e	3,554,670.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,029,197.				
a Applied to 2011, 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 2012 distributable amount				115,594.
e Remaining amount distributed out of corpus	2,913,603.			
5 Excess distributions carryover applied to 2012 (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	6,468,273.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,468,273.			
10 Analysis of line 9:				
a Excess from 2008	157,176.			
b Excess from 2009	1,073,859.			
c Excess from 2010				
d Excess from 2011	2,323,635.			
e Excess from 2012	2,913,603.			

## N/A

- 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 |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |

- (4) Gross investment income

26299191

**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
COMMON SENSE MEDIA 650 TOWNSEND SUITE 435 SAN FRANCISCO, CA 94103	N/A	501(C)(3)		1,862,000.
NATIONAL ACADEMY OF SCIENCES 2101 CONSTITUTION AVENUE NW WASHINGTON, DC 20418	N/A	501(C)(3)		25,000.
CFY 520 EIGHTH AVE FLOOR 25 NEW YORK, NY 10018	N/A	501(C)(3)		350,000.
EDNOVO 1032 ELWELL COURT PALO ALTO, CA 94303	N/A	501(C)(3)		250,000.
THE EMPOWERMENT PLAN 1401 VERMONT STREET DETROIT, MI 48216	N/A	501(C)(3)		27,000.
Total SEE CONTINUATION SHEET(S)			3a	2,688,000.
b Approved for future payment				
NONE				
Total			3b	0.



## 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. |       |    |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

▶ Susan Crum

5.14.58

CHAIRMAN

May the IRS discuss this return with the preparer shown below (see instr. 12)

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN
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GLEN STAFFORD

He started

5/6/13

P00546769

Firm's name ► **HENRY CROWN AND COMPANY**

Firm's EIN ► 36-2123962

Firm's address ► 222 NORTH LASALLE STREET- SUITE 2000  
CHICAGO, IL 60601-1109

Phone no. (312) 236-6300

Form **990-PF** (2012)

**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
ANDERSON RANCH P O BOX 5598 SNOWMASS VILLAGE, CO 81615	N/A	501(C)(3)		10,000.
A BETTER CHICAGO 222 MERCHANDISE MART PLAZA CHICAGO, IL 60654	N/A	501(C)(3)		5,000.
ARTREACH AT LILLSTREET 4401 NORTH RAVENSWOOD CHICAGO, IL 60640	N/A	501(C)(3)		1,000.
ASHOKA 1700 NORTH MOORE STREET ARLINGTON, WA 22209	N/A	501(C)(3)		10,000.
BRIDGES OF UNDERSTANDING FOUNDATION 1630 CRESCENT PL, NW WASHINGTON, DC 20009	N/A	501(C)(3)		10,000.
DONORSCHOOSE.ORG 213 WEST 35TH STREET, 2ND FL EAST NEW YORK, NY 10001	N/A	501(C)(3)		10,000.
THE FAMILY INSTITUTE AT NORTHWESTERN UNIVERSITY 618 LIBRARY PLACE EVANSTON, IL 60201	N/A	501(C)(3)		25,000.
HORIZON HOSPICE & PALLIATIVE CARE, INC. 833 W. CHICAGO AVE CHICAGO, IL 60642	N/A	501(C)(3)		1,000.
ICIVICS INC 1875 K STREET NW NO 500 WASHINGTON, DC 20006	N/A	501(C)(3)		5,000.
BULLYPROOF OUTREACH 681F SOUTH 2ND STREET CARBONDALE, CA 81623	N/A	501(C)(3)		1,000.
Total from continuation sheets				174,000.

**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
MARWEN FOUNDATION INC 833 NORTH ORLEANS STREET NO. 1 CHICAGO, IL 60610	N/A	501(C)(3)		5,000.
NORTHWESTERN MEMORIAL FOUNDATION 251 E HURON 541 N FAIRBANKS CHICAGO, IL 60611	N/A	501(C)(3)		25,000.
NOBLE NETWORK OF CHARTER SCHOOLS 1 NORTH STATE STREET 7TH FLOOR CHICAGO, IL 60602	N/A	501(C)(3)		10,000.
TEAM RUBICON 5550 VENTURA CANYON AVE #108 SHERMAN OAKS, CA 91401	N/A	501(C)(3)		5,000.
THE CATHEDRAL SHELTER OF CHICAGO 1668 WEST ODGEN AVENUE CHICAGO, IL 60612	N/A	501(C)(3)		1,000.
FREE SPIRIT MEDIA NFP 1817 S. CALIFORNIA AVENUE CHICAGO, IL 60608	N/A	501(C)(3)		1,000.
GIRLS 4 SCIENCE 47 W 126TH PLACE CHICAGO, IL 60628	N/A	501(C)(3)		1,000.
JAZZ AT ASPEN-SNOWMASS 110 E HALLAM ST NO 104 ASPEN, CO 81611	N/A	501(C)(3)		10,000.
POLARIS PROJECT PO BOX 53315 WASHINGTON, DC 20009	N/A	501(C)(3)		10,000.
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED STREET CHICAGO, IL 60614	N/A	501(C)(3)		1,000.
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
JEWISH CHILD AND FAMILY SERVICES 216 WEST JACKSON BLVD NO 800 CHICAGO, IL 60606	N/A	501(C)(3)		1,000.
PLAYING FOR CHANGE FOUNDATION 3103-B S LA CIENEGA BLVD LOS ANGELES, CA 90016	N/A	501(C)(3)		1,000.
REFUGEES INTERNATIONAL INC 2001 S ST., NW WASHINGTON, DC 20009	N/A	501(C)(3)		2,500.
GROWING HOME INC 2732 N. CLARK CHICAGO, IL 60614	N/A	501(C)(3)		2,500.
ASPEN COMMUNITY FOUNDATION 110 EAST HALOAM STREET NO 126 ASPEN, CO 81611	N/A	501(C)(3)		10,000.
CANINE THERAPY CORPS, INC 1700 WEST IRVING PARK ROAD CHICAGO, IL 60613	N/A	501(C)(3)		2,500.
EMERGENCY FUND 651 WEST WASHINGTON CHICAGO, IL 60661	N/A	501(C)(3)		2,500.
CHICAGO LEGAL CLINIC, INC 2938 EAST 91ST STREET CHICAGO, IL 60617	N/A	501(C)(3)		2,500.
CHICAGO ALLIANCE AGAINST SEXUAL EXPLOITATION (CAASE) 3304 N. LINCOLN AVE, 2ND FLOOR CHICAGO, IL 60657	N/A	501(C)(3)		2,500.
Total from continuation sheets				

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	GRANT'S MANAGEMENT SOFTWARE	071212SL		3.00	16	14,555.			14,555.			2,426.
	* TOTAL 990-PF PG 1 DEPR					14,555.		0.	14,555.	0.	0.	2,426.

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

SOURCE	AMOUNT
NORTHERN TRUST SECURITIES, INC.	90.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	90.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST COMPANY	20.	0.	20.
NORTHERN TRUST SECURITIES, INC.	33,596.	0.	33,596.
TOTAL TO FM 990-PF, PART I, LN 4	33,616.	0.	33,616.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	562.	0.		562.
TO FM 990-PF, PG 1, LN 16A	562.	0.		562.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,486.	0.		3,486.
TO FORM 990-PF, PG 1, LN 16C	3,486.	0.		3,486.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DELAWARE FRANCHISE TAX	25.	0.		0.	
2011 990-PF EXTENSION PAYMENT	7,800.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	7,825.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2011 ADMINISTRATIVEE EXPENSES	312,000.	0.		312,000.	
MISCELLANEOUS EXPENSES	6,151.	0.		6,151.	
TO FORM 990-PF, PG 1, LN 23	318,151.	0.		318,151.	

FOOTNOTES				STATEMENT	7
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## PART II, LINE 10B: INVESTMENTS - CORPORATE STOCK

BAXTER INTERNATIONAL, INC: 21,699 SHARES

BOOK VALUE 510,483.

FMV 1,446,455.

BOEING CO: 255 SHARES

BOOK VALUE 262.

FMV 19,217.

GENERAL ELECTRIC: 2,316 SHARES

BOOK VALUE 13,939.

FMV 48,613.

TOTAL BOOK VALUE

524,684.

TOTAL FMV

1,514,285.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      8

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
GRANTS MANAGEMENT SOFTWARE	14,555.	2,426.	12,129.	12,129.
TO 990-PF, PART II, LN 14	14,555.	2,426.	12,129.	12,129.

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FORM 990-PF      CORPORATE STOCK      STATEMENT      9

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCKS (SEE FOOTNOTE)	524,684.	1,514,285.
TOTAL TO FORM 990-PF, PART II, LINE 10B	524,684.	1,514,285.

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FORM 990-PF      OTHER ASSETS      STATEMENT      10

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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION EXPENSES	13,423.	13,423.	13,423.
LESS AMORTIZED ORGANIZATION EXPENSE	-6,686.	-7,248.	-7,248.
TO FORM 990-PF, PART II, LINE 15	6,737.	6,175.	6,175.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN CROWN 222 NORTH LASALLE STREET SUITE 2000 CHICAGO, IL 606011109	PRESIDENT 0.25	0.	0.	0.
WILLIAM C KUNKLER III 222 NORTH LASALLE STREET SUITE 2000 CHICAGO, IL 606011109	TREASURER/SECRETARY 0.25	0.	0.	0.
ELI EVANS 1 LEXINGTON AVENUE APT. 3C NEW YORK, NY 10010	TRUSTEE 0.25	0.	0.	0.
PAUL JANSEN 3 ELLIS COURT LAFAYETTE, CA 94549	TRUSTEE 0.25	0.	0.	0.
MARTHA MINOW 75 FRESH POND PARKWAY CAMBRIDGE, MA 02138	TRUSTEE 0.25	0.	0.	0.
JENNIFER JACOBY HURD 2140 N. KENMORE STREET CHICAGO, IL 60614	TRUSTEE 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.