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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: USG Foundation, Inc.

A Employer identification number: 36-2984045

Number and street (or P O box number if mail is not delivered to street address): 550 W. Adams Street | Room/suite:

B Telephone number (see instructions): 312-436-4000

City or town, state, and ZIP code: Chicago IL 60661

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)* ▶ $ 1,107,355.00

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	1,000,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	2,309	2,309	0	
	4	Dividends and interest from securities	0	0	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		0.00		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0.00		0	
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	1,002,309.00	2,309.00	0.00	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see instructions)	0	0	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	0	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	0.00	0.00	0.00	0.00
	25	Contributions, gifts, grants paid	654,641			654,641
	26	**Total expenses and disbursements.** Add lines 24 and 25	654,641.00	0.00	0.00	654,641.00
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	347,668.00			
	b	**Net investment income** (if negative, enter -0-)		2,309.00		
	c	**Adjusted net income** (if negative, enter -0-)			0.00	

RECEIVED
AUG 15 2013
OGDEN, UT
IRS-OSC
2705

SCANNED AUG 19 2013

For Paperwork Reduction Act Notice, see instructions.

ISA

a18 M

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	759,686	1,107,355	1,107,355
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	759,686.00	1,107,355.00	1,107,355.00
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.00	0.00	
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	19,122,171	20,122,171	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(18,362,485)	(19,014,816)	
	30	**Total net assets or fund balances** (see instructions)	759,686.00	1,107,355.00	
	31	**Total liabilities and net assets/fund balances** (see instructions)	759,686.00	1,107,355.00	

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	759,686.00
2	Enter amount from Part I, line 27a	2	347,668.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,107,354.00
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,107,354.00

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				
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	0	0	0	0.00
b	0	0	0	0.00
c	0	0	0	0.00
d	0	0	0	0.00
e	0	0	0	0.00

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	0	0	0.00	0.00
b	0	0	0.00	0.00
c	0	0	0.00	0.00
d	0	0	0.00	0.00
e	0	0	0.00	0.00

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

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	634,555	1,003,724	0.6322
2010	633,494	1,008,851	0.6279
2009	586,039	1,269,542	0.4616
2008	920,574	1,945,999	0.4731
2007	856,178	2,263,319	0.3783

2	**Total** of line 1, column (d)	2	2.5731
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.51462
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,111,870
5	Multiply line 4 by line 3	5	572,190.54
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23
7	Add lines 5 and 6	7	572,213.54
8	Enter qualifying distributions from Part XII, line 4	8	654,641

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	23
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	23.00
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	23.00
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 1,093		
b	Exempt foreign organizations—tax withheld at source — 6b — 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0		
d	Backup withholding erroneously withheld — 6d — 0		
7	Total credits and payments. Add lines 6a through 6d	7	1,093.00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,070.00
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,070 **Refunded** ▶	11	0.00

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 the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 2012 or the taxable year beginning in 2012 (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 ▶ Jeffrey P. Rodewald Telephone no. ▶ (312)436-4000

Located at ▶ 550 W Adams St, Chicago. IL ZIP+4 ▶ 60661-3676

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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?	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)?	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 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
STATEMENT 2	0.00	0	0	0
	0.00	0	0	0
	0.00	0	0	0
	0.00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 VARIOUS HEALTH AND WELFARE ACTIVITIES - SEE STATEMENT 4	250,474
2 VARIOUS EDUCATION ACTIVITIES - SEE STATEMENTS 5 and 6	181,522
3 VARIOUS ARTS AND CULTURE ACTIVITIES - SEE STATEMENT 7	101,298
4 VARIOUS CIVIC ACTIVITIES - SEE STATEMENTS 8 and 9	121,347

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2 NONE	0
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3 ▶	0.00

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	0
b	Average of monthly cash balances	1b	1,128,802
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,128,802.00
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	1,128,802.00
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	16,932
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,111,870.00
6	**Minimum investment return.** Enter 5% of line 5	6	55,593.50

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	55,593.48
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	23.00
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	55,570.48
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	55,570.48
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	55,570.48

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	654,641
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	654,641.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	23
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	654,618.00

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				55,570.48
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 743,996				
b	From 2008 824,121				
c	From 2009 522,654				
d	From 2010 583,071				
e	From 2011 584,381				
f	**Total** of lines 3a through e	3,258,223.00			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 654,641				
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				55,570.48
e	Remaining amount distributed out of corpus	599,071			
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	3,857,294.00			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0.00	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.00
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	743,996			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,113,298.00			
10	Analysis of line 9:				
a	Excess from 2008 824,121				
b	Excess from 2009 522,654				
c	Excess from 2010 583,071				
d	Excess from 2011 584,381				
e	Excess from 2012 599,071				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶ 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	0	0	0	0	0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0	0	0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0.00
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	0	0	0	0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0	0.00
(3) Largest amount of support from an exempt organization	0	0	0	0	0.00
(4) Gross investment income	0	0	0	0	0.00

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).)

USG CORPORATION CONTRIBUTES 100%

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 or e-mail of the person to whom applications should be addressed.

Jeffrey P. Rodewald 550 W. Adams Street Chicago, IL 60661 (312)-436-4000

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

SEE STATEMENT 9 "HOW TO APPLY FOR A GRANT"

c Any submission deadlines:

SEE STATEMENT 9 "APPLICATIONS ARE SUBMITTED AT ANY TIME"

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

SEE STATEMENT 9 "CRITERIA FOR GRANTS" AND "POLICY AND RESTRICTIONS"

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENTS 4-8				
				654,641
				0
				0
				0
				0
				0
				0
				0
				0
Total ▶ 3a				654,641.00
b *Approved for future payment*				
				0
				0
				0
				0
				0
Total ▶ 3b				0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,309	0
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		2,309.00	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,309.00

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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		N/A	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
USG Corporation Employee Benefit Trust	Sec 501(c)(9)	BOTH THE REPORTING FOUNDATION AND THE TRUST ARE ORGANIZED AND MAINTAINED BY USG CORPORATION.

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

Jeffrey P. Rodewald — Signature of officer or trustee | 8-6-13 — Date | PRESIDENT — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
USG Foundation, Inc.	36-2984045

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
USG Foundation, Inc.	36-2984045

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	USG CORPORATION 550 W ADAMS ST CHICAGO, IL, 60661	$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
USG Foundation, Inc.	36-2984045

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Name of organization	Employer identification number
USG Foundation, Inc.	36-2984045

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

USG Foundation, Inc.
EIN: 36-2984045
December 31, 2012

Form 990-PF, Part I, Line 23 - Other Expenses

Description	Revenue and Expenses Per Books
	-
Total	-

USG Foundation, Inc.
EIN: 36-2984045
December 31, 2012

Form 990-PF, Part VIII - List of Officers, Directors, and Trustees

Name and Address	Title	Estimated Hours per Week	Compensation	Contributions to Emp Benefit Plan/Deferred Comp	Expense Account & Other Allow.
Jeffrey P Rodewald 550 West Adams St Chicago, IL 60661	President & Director	1 5	None	None	None
Brian J. Cook 550 West Adams St. Chicago, IL 60661	Vice President, Director & Treasurer	1 5	None	None	None
Richard H Fleming 550 West Adams St Chicago, IL 60661	Vice President , Secretary & Treasurer, Director 1/1/2012 - 6/1/2012	1 5	None	None	None
Stanley L Ferguson 550 West Adams St Chicago, IL 60661	Vice President, Director & Secretary 6/1/2012 - 12/31/2012	1 5	None	None	None
Brendan J Deely 550 West Adams St Chicago, IL 60661	Vice President & Director	1 5	None	None	None
James S Metcalf 550 West Adams St Chicago, IL 60661	Vice President & Director	1 5	None	None	None
Jennifer F Scanlon 550 West Adams St Chicago, IL 60661	Vice President & Director	1 5	None	None	None
Margaret A Clark 550 West Adams St Chicago, IL 60661	Assistant Secretary	1 5	None	None	None

USG Foundation, Inc
EIN 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Health & Welfare Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
Ronald McDonald House Charities	For assistance to indigent children	Public Charity	$ 77,000 00	
American Red Cross of Greater Chicago	For assistance to indigent families	Public Charity	50,500 00	
United Way of Metropolitan Chicago	For assistance to indigent families	Public Charity	30,887 24	
Lincoln Park Community Shelter	For assistance to indigent families	Public Charity	15,000 00	
Uhlich Children's Advantage Network	To support youth and disabled sailors	Public Charity	15,000 00	
Robert Crown Center for Health Education	To facilitate health education	Public Charity	10,000 00	
Equip for Equality	To support children and adults with disabilities	Public Charity	10,000 00	
American Heart Association	To reduce cardiovascular disease	Public Charity	6,260 00	
Children's Cancer Association	To care for children with cancer	Public Charity	5,000 00	
Easter Seals Dupage and the Fox Valley Region	To support for children and adults with disabilities	Public Charity	5,000 00	
United Way of Lake County	For assistance to indigent families	Public Charity	3,949 50	
Juvenile Diabetes Research Foundation	To support research to find a cure for diabetes	Public Charity	2,550 00	
Brain Research Foundation	To supports neuroscience research	Public Charity	2,500 00	
Naperville Noon Lions Club	To help local children and adults get the vision	Public Charity	2,500 00	
Swim Across America	To support the fight against cancer	Public Charity	1,800 00	
JDRF Illinois Chapter	To support Diabetes Reasearch	Public Charity	1,750 00	
The Breast Cancer Research Foundation	To support prevention and a cure for breast cancer	Public Charity	1,750 00	
Feed My Starving Children	For assistance to indigent families	Public Charity	1,250 00	
Leukemia & Lymphoma Society	To support the fight against Leukemia	Public Charity	1,025 00	
Kiwanis Club of Lakeview	To support children and young adults	Public Charity	1,000 00	
Tricity Family Services	For assistance to indigent families	Public Charity	1,000 00	
St Jude Children's Research Hospital	To care for children with cancer	Public Charity	925 00	
Alzheimer's Association	To help filght with Alzheimer	Public Charity	500 00	
Asante Foundation	For assistance to indigent families	Public Charity	500 00	
Partners in Health	To provide a preferential option for the poor in health care	Public Charity	500 00	
Richland Hospital Foundation	For assistance to people with health problems	Public Charity	500 00	
Community Caring Center	For assistance to indigent families	Public Charity	350 00	
American Cancer Society	To support individuals with cancer	Public Charity	275 00	
Children's Memorial Hospital	To support research and educational programs	501(c)(3) exempt organization	200 00	
The Children's Place Association	To assist children in needs	Public Charity	200 00	
Susan G Komen for the Cure	To support the fight against cancer	Public Charity	125 00	
The Lance Armstrong Foundation	Provides support for people affected by cancer	Public Charity	100 00	
Care Counseling Center	Counseling and family support services	Public Charity	50 00	
Hogar Infantil	To provide quality child development and support service	Public Charity	50 00	
LaRabida Children's Hospital	To provide children's health and medical information	Public Charity	50 00	
Muscular Dystrophy Association	Aimed at conquering neuromuscular diseases	Public Charity	50 00	
Shriners Hospital	Provides pediatric specialty care	Public Charity	50 00	
Trinity Health Foundation	To support improving the overall health for needed	Public Charity	50 00	
People's Resource Center	To respond to basic human need	Public Charity	40 00	
Autism	To support research of autism	Public Charity	37 50	
Arthritis Foundation	To support research of arthritis	Public Charity	25 00	
Bladder Cancer Advocacy Network	To support to the bladder cancer community	Public Charity	25 00	
Center for Enriched Living	To assist people with developmental disabilities	Public Charity	25 00	
Feeding America	Leading domestic hunger-relief charity	Public Charity	25 00	
March of Dimes	To develop treatment for a common childhood illness	Public Charity	25 00	
Pulmonary Fibrosis Foundation	Provides resources for patient support	Public Charity	25 00	
St Baldricks Foundation	To help find cures for kids with cancer	Public Charity	25 00	
Transylvania Community Hospital	To provide access to quality health services	Public Charity	25 00	
Total Health and Welfare			250,474 24	38%

USG Foundation, Inc.
EIN 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Education Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
National Merit Scholarship Corporation	To help fund college costs	Public Charity	$ 98,690 00	
Junior Achievement of Chicago	To help young people understand the economics of life	Public Charity	10,000 00	
U of I Foundation CHRM	To support HR management project research	Public Charity	7,500 00	
Michigan Tech Fund	To encourage private gifts to support University	Public Charity	5,430 00	
George Brown College Foundation	To support students	Public Charity	5,000 00	
Highsight	To provide academic and social support	Public Charity	5,000 00	
Merit School of Music	To support music education	Public Charity	5,000 00	
University of Virginia	To support students	Public Charity	4,500 00	
OSU Foundation-Oklahoma State	To support students	Public Charity	2,500 00	
Yale University	To support students	Public Charity	2,500 00	
South Dakota State University Foundation	To advance university	Public Charity	2,450 00	
College of New Rochelle	To support students	Public Charity	1,750 00	
Elmhurst College	To help fund college costs	Public Charity	1,750 00	
Duke University	To help fund college costs	Public Charity	1,647 50	
Bethany College	To help fund college costs	Public Charity	1,500 00	
University of Notre Dame	To help fund college costs	Public Charity	1,500 00	
North Central College	To help fund college costs	Public Charity	1,375 00	
North Park University	To support students	Public Charity	1,250 00	
University of Pennsylvania	To help fund college costs	Public Charity	1,250 00	
Purdue Foundation	To help fund college costs	Public Charity	1,050 00	
University of Illinois at Champaign	To help fund college costs	Public Charity	1,050 00	
Dominican Literacy Center	To provide academic and social support	Public Charity	1,000 00	
Illinois Chapter of the National Organization of Minority Arc	To support minority presence in field of architects	501(c)(3) exempt organization	1,000 00	
FEI Research Foundation	To support the corporate finance executive	501(c)(3) exempt organization	1,000 00	
Westminster College	To help fund college costs	Public Charity	1,000 00	
Williams College	To help fund college costs	Public Charity	1,000 00	
Valparaiso University	To help fund college costs	Public Charity	900 00	
Virginia Tech	To support students	501(c)(3) exempt organization	900 00	
University of Iowa Foundation	To help fund college costs	501(c)(3) exempt organization	897 00	
Northern Illinois University	To help fund college costs	Public Charity	550 00	
Loyola University Baltimore	To help fund college costs	Public Charity	500 00	
Princeton University	To help fund college costs	Public Charity	500 00	
Providence College	To help fund college costs	Public Charity	500 00	
Reach Work Camps	T oserve low income communities	Public Charity	500 00	
Richland County Campus Foundation	To provide scholarships	Public Charity	500 00	
Seton Hill University	To help fund college costs	Public Charity	500 00	
St Vincent College	To help fund college costs	501(c)(3) exempt organization	500 00	
U of SC Educational Foundation	To help fund college costs	Public Charity	500 00	
Vassar College	To help fund college costs	Public Charity	500 00	
Iowa State University Foundation	To help fund college costs	Public Charity	325 00	
MO University of Science & Technology	To help fund college costs	Public Charity	300 00	
Waldorf College	To help fund college costs	Public Charity	300 00	
Subtotal			176,364 50	

Continued on Statement 5

USG Foundation, Inc.
EIN: 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Education Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
Columbia University	To help fund college costs	Public Charity	$ 275 00	
Cleveland State University Foundation	To help fund college costs	Public Charity	250 00	
Dartmouth College	To help fund college costs	Public Charity	250 00	
Moody Bible Institute	To support students	501(c)(3) exempt organization	250 00	
Newberry Library	To provide fee admission to the public	501(c)(3) exempt organization	250 00	
Salem State College	To help fund college costs	Public Charity	250 00	
University of Missouri-Columbia	To help fund college costs	Public Charity	250 00	
William Byrd Community House	To support students	501(c)(3) exempt organization	250 00	
George Tech Foundation Inc	To match contributions made by others	Various Public Charities and Exempt Orgs	225 00	
Belmont Foundation for Education	To match contributions made by others	Various Public Charities and Exempt Orgs	205 00	
St Lawrence University	To help fund college costs	Public Charity	170 00	
Matheson Memorial Library	To provide free books to the public	501(c)(3) exempt organization	150 00	
Northwestern University	To help fund college costs	Public Charity	150 00	
St Bonaventure University	To help fund college costs	Public Charity	150 00	
University of Wisconsin Foundation	To help fund college costs	Public Charity	150 00	
Wabash College	To help fund college costs	Public Charity	150 00	
Amherst College	To help fund college costs	Public Charity	125 00	
Iowa Wesleyan College	To help fund college costs	Public Charity	125 00	
Lawrence University	To help fund college costs	Public Charity	125 00	
Stevens Institute of Technology	To help fund college costs	Public Charity	125 00	
University of Minnesota	To help fund college costs	Public Charity	125 00	
University of Pittsburgh	To help fund college costs	Public Charity	125 00	
Indiana University Foundation	To help fund college costs	Public Charity	100 00	
Augustana College	To help fund college costs	Public Charity	80 00	
Miami University	To help fund college costs	Public Charity	75 00	
University of Arizona	To help fund college costs	Public Charity	75 00	
Auburn University Foundation	To help fund college costs	Public Charity	60 00	
Oklahoma State University Foundation	To help fund college costs	Public Charity	57 50	
College of William & Mary	To help fund college costs	Public Charity	50 00	
DePaul University	To help fund college costs	Public Charity	50 00	
Johnson County Songbird Project	To provide various educational programs	501(c)(3) exempt organization	50 00	
Lehigh University	To help fund college costs	Public Charity	50 00	
Montana State University	To help fund college costs	Public Charity	50 00	
Purdue University	To help fund college costs	Public Charity	50 00	
Texas Tech	To help fund college costs	Public Charity	50 00	
University of Alabama	To help fund college costs	Public Charity	50 00	
Villanova University	To help fund college costs	Public Charity	50 00	
William Woods University	To help fund college costs	Public Charity	50 00	
Brown University	To help fund college costs	Public Charity	30 00	
Grinnell College	To help fund college costs	Public Charity	30 00	
Michigan University Musical Society	To help fund college costs	Public Charity	25 00	
Subtotal			5,157 50	
Total Education			181,522 00	28%

USG Foundation, Inc.
EIN: 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Arts & Culture Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
Hubbard Street Dance	To bring artists, art and audiences together	Public Charity	$ 19,000 00	
Museum of Broadcast Communications	To help underwrite museum operating costs	Public Charity	15,000 00	
Music of the Baroque	To help underwrite music costs	Public Charity	15,000 00	
Naperville Heritage Society	To help underwrite museum operating costs	Public Charity	15,000 00	
Chicago Children's Museum	To provide sensory experiences and educational content	501 (c)(3) Organization	10,000 00	
Performing Arts Association of Naperville	To help support the performing arts	Public Charity	10,000 00	
Shedd Aquarium	To help underwrite aquarium operating costs	Public Charity	5,000.00	
The House Development Corporation	To give at-risk youth entrepreneurial endeavors	Public Charity	5,000 00	
Appalachian Trail Conservancy	To protect and conserve the trail for public use	Public Charity	2,000 00	
Evanston Symphony Orchestra	To help support the Evanston Symphony Orchestra	Public Charity	800 00	
WTTW Chicago	To create unique content for television, radio, and digital media	501 (c)(3) Organization	765.00	
Chicago Shakespeare	To educate public about William Shakespeare	501 (c)(3) Organization	550 00	
American Players Theatre	To educate students about theater	Public Charity	500 00	
WBEZ, Chicagoland Public Radio	To support public radio	501 (c)(3) Organization	252 50	
Audrain County Historical Society	To maintain historic places	Public Charity	250 00	
Virginia Historical Society	To preserve history of Virginia	Public Charity	250 00	
Blanden Memorial Art Museum	To provide learning opportunities for public	501 (c)(3) Organization	237 50	
Missouri History Museum	To provide educational about visual arts	501 (c)(3) Organization	200 00	
Duluth Public Television	Featuring the people, places, history and culture of Minnesota	501 (c)(3) Organization	200 00	
Cleveland Orchestra	To help support the Cleveland Orchestra	Public Charity	200 00	
St Louis Art Museum	To strengthen the bonds of the community	501 (c)(3) Organization	125 00	
WFMT/Window to The World Communication	To provide television media and services for the public good	501 (c)(3) Organization	105 00	
Milwaukee Public TV	To provide television media and services for the public good	501 (c)(3) Organization	100 00	
Art Guild of Burlington Inc	To encaurage cultural grows	501 (c)(3) Organization	85 00	
Friends of Iowa Public Television	To educate, inform and enrich society	501 (c)(3) Organization	75 00	
Smithsonian Institution	To conserve historic artifacts	Exempt Organization	75 00	
Wisconsin Public Radio	To support public radio	501 (c)(3) Organization	60 00	
Arts Center Coastal Carolina	To encaurage cultural grows	Public Charity	50 00	
Jacksonville Symphony Orchestra	To serve and engage a diverse audience of all ages	501 (c)(3) Organization	50 00	
Jacoby Symphony Hall	To bring great music to all	501 (c)(3) Organization	50.00	
Kerrytown Concert House	To bring great music to all	Public Charity	50 00	
Peggy Notebaert Nature Museum	To preserve museum	Public Charity	50 00	
Purple Rose Theater Company	To keep tickets prices affrdable for the public	Public Charity	50.00	
Caring Arts Foundation	To improve quality of life of cancer patients	Public Charity	50 00	
The Cummer	To educate people through art	Public Charity	42 50	
Jacksonville Museum of Modern Art	To help understand art of modern time	Public Charity	37 50	
Museum of Contemporary Art	To educate people about contemporary art	Public Charity	37 50	
Total Arts & Culture			101,297 50	15%

USG Foundation, Inc.
EIN: 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Civic Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
Chicago Cares	To support volunteer opportunites in Chicago	Public Charity	$ 30,000 00	
Chicago United	To enhance the value of diversity	Public Charity	20,000 00	
Career Transitions Center of Chicago	To assist those in need of job placement	Public Charity	10,000 00	
Mercy Housing Lakefront	To support low income housing	Public Charity	10,000 00	
Shore Community Services Inc	To improve the quality of life for persons with disabilities	Public Charity	10,000 00	
Residential Opportunities, Inc	To support children and adults with disabilities	Public Charity	9,999 28	
Chicago Police Memorial Foundation	to honoring the lives of our fallen Chicago Police heroes	Public Charity	5,000 00	
Greenspace NCR	To support green real estate and economic development	Public Charity	5,000 00	
North Shore Senior Center	To support the independence and well-being of older adults	Public Charity	5,000 00	
Special Olympics, Young Athletes	To develop physical fitness in children and young adults	Public Charity	5,000 00	
Special Olympics Illinois	To develop physical fitness in children and young adults	Public Charity	2,867 50	
Habitat for Humanity of Illinois	To build simple, decent and affordable housing	Public Charity	2,500 00	
Thresholds	Address issues affecting the natural environment and all species	501 (c)(3) Organization	750 00	
KIDS Can Foundation	Assisting kids with realizing and living up to their full potential	Public Charity	500 00	
Symons Recreation Complex	To support recreational and fitness needs to public	501 (c)(3) Organization	500 00	
Westminster Canterbury Foundation	To assist older adults with significant financial needs	501 (c)(3) Organization	500 00	
Lower Cape Fear Hospice	To assist people with life-limiting illness	Public Charity	450 00	
The Nature Conservancy	To preserve nature	501 (c)(3) Organization	300 00	
AIM for Seva	To bring education and healthcare to the children	Public Charity	250 00	
Concern Worldwide	To help people living in extreme poverty	Public Charity	250 00	
Colonial Williamsburg Foundation	To preserve history	Public Charity	237 50	
Marine Corps Heritage Foundation	To preserve and promulgate history of Marine Corps	501 (c)(3) Organization	200.00	
Chicago Botanical Garden	To promote the conservation of plants	501 (c)(3) Organization	180 00	
Palm Beach Pops	To keep tickets prices affrdable for the public	501 (c)(3) Organization	175 00	
Holton Band	Focused in Cultural performances	501 (c)(3) Organization	150.00	
Subtotal			119,809 28	

Continued on Statement 8

USG Foundation, Inc.
EIN: 36-2984045

Donations Report
For the Tax Year Ended December 31, 2012

Civic Activities

Organization Name	Purpose	Status	Dollar Amount	% of Total
Boy Scouts of America	To prepare young people to the future	Public Charity	$ 125 00	
Brentwood-Westwood Symphony Orchestra	To serve and engage a diverse audience of all ages	501 (c)(3) Organization	100 00	
Community Enrichment Center	To restore hope, share God's love and change lives	Public Charity	100 00	
Fort Dodge Area Symphony Assn	To promote musical excellence in the Fort Dodge area	501 (c)(3) Organization	100 00	
New Bern Historical Society	To promote heritage of the New Bern through events	Public Charity	100 00	
Northern Illinois Food Bank	To feed our hungry people	Public Charity	100 00	
Cleveland Zoological Society	To connect people with wildlife	Public Charity	87 50	
Cathedral Shelter of Chicago	To overcome poverty	Public Charity	75 00	
Tryon Palace Council of Friends	To engage public in history	Public Charity	75 00	
YWCA Seattle	To advance the quality of life for women of all ages	Public Charity	75 00	
Chicago Zoological Society	To connect people with wildlife	501 (c)(3) Organization	57 50	
Athenaeum of Ohio	To prepare people to serve the Church	501 (c)(3) Organization	50 00	
Christian Appalachian Project	To serve people in need	Public Charity	50 00	
Friends of the Ft Dodge Public Library	To support public library	501 (c)(3) Organization	50 00	
Salvation Army-Chicago	To overcome poverty	Public Charity	50 00	
The Cradle Foundation	To help with adoption	Public Charity	50.00	
World Vision	To overcome poverty	Public Charity	50 00	
Wounded Warrior Project	To overcome poverty	Public Charity	50 00	
Girl Scouts of Gateway Council	To prepare young people to the future	Public Charity	37.50	
League of Illinois Bicyclists	To support bicyclists	Public Charity	30 00	
American Geological Institution	To support geologists	Public Charity	25 00	
Conservation Foundation	To preserve open space and natural lands	Public Charity	25 00	
Lambs Farm	To support communities	Public Charity	25 00	
Preservation Foundation of Lake County	To preserve land and forest preserve	Public Charity	25 00	
Trails for Illinois	To support the organized development of trails	501 (c)(3) Organization	25 00	
Subtotal			1,537.50	
Total Civic Activities			121,346 78	19%

USG FOUNDATION, INC
EIN: 36-2984045
TAX YEAR ENDED DECEMBER 31, 2012

GRANT POLICIES AND RESTRICTIONS

In accordance with federal law, policy and budget limitations, the USG Foundation, Inc. does not contribute to:

- Organizations without Internal Revenue Service tax-exempt 501 (c) (3) status
- Sectarian organizations having an exclusively religious nature
- Individuals
- Political parties, offices, or candidates
- Fraternal or veteran's organizations
- Primary or secondary schools
- Organizations that cannot provide adequate accounting records or procedures
- Courtesy advertising

The USG Foundation's fiscal year corresponds to the calendar year. In general, if a request is turned down, the requesting organization should wait a year before reapplying for a grant. In addition, an approved grant does not necessarily indicate that continued support will automatically be available the following year. For this reason, grant requests must be resubmitted on an annual basis unless otherwise stipulated.

USG Foundation, Inc.
550 West Adams Street
Chicago, IL 60661-3676
Phone: 312 436-4021

X2309/03-09 Printed In U.S.A.

USG Foundation, Inc. USG

Enrichment Through Giving

GIVING FOR THE GOOD

STATEMENT 9
(1/2)

USG FOUNDATION INC
EIN: 36-2984045
TAX YEAR ENDED: DECEMBER 31, 2012

Many people recognize that the path to enrichment lies in giving away a part of yourself. At USG Corporation, we recognize that by giving to the communities where we work, we enrich our lives and the lives of our families, friends, colleagues, customers, and citizens whom we may never meet but whom we can touch just the same. This enrichment through giving is why the USG Foundation was formed.

HISTORY

The USG Foundation, which began operation in 1979, builds on over a century of community involvement by USG Corporation and its family of companies. Its focus is on a planned program of charitable giving with specific end goals in mind.

GOALS

Just as USG impacts the communities in which it operates, these communities impact USG. For both the communities and the Corporation to fulfill their highest potential, business, civic, educational, cultural, health and welfare organizations must work together to solve the pressing problems that concern us all.

CRITERIA FOR GRANTS

To that end, the USG Foundation provides financial assistance to non-profit organizations seeking solutions to social, health and educational problems, and to those dedicated to the preservation and perpetuation of culture. This assistance promotes a positive, pro-active community environment for our employees, their families and friends, and for the business community at large. Contributions from the USG Foundation become an investment in a higher quality of life for us all.

USG Foundation grants are also an investment in USG people. The USG Foundation gives preference to supporting appropriate (see description above) programs in which USG employees and retirees are active participants. These programs can be of an established, traditional nature or worthwhile innovations. On occasion, the USG Foundation may see the need for a specific program for which no formal proposal was submitted. In cases such as these, the USG Foundation may take the initiative and actively solicit a well-defined grant that addresses a particular situation. The USG Foundation also strongly supports community-based fund campaigns like the United Way, that provide broad-based support to numerous community service organizations responsive to community needs. However, as a rule, organizations which receive united campaign funding will not be considered for additional USG Foundation gifts and grants.

HOW TO APPLY FOR A GRANT

All grant proposals must be submitted in writing. All proposals should include the following:

A cover letter briefly outlining:

- A statement of the need or problem
- A summary of the background of the need or problem
- Specific reasons why the USG Foundation, Inc. would be interested in the proposal
- The amount of money requested and how it will be used
- A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service

We would also request:

- A statement of the program's purpose describing why the organization is involved in the project and a notation indicating any special qualifications the organization may possess for obtaining its stated objectives
- A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service
- A copy of the organization's most recent financial statements
- A list of the members of the organization's governing board
- A detailed description of any proposed special project
- The program's measurable goals
- An itemized plan outlining how the organization intends to achieve those goals
- Any additional literature that further defines the organization's goals and achievements such as annual reports, fund raising literature, auditor's report, etc.

The USG Foundation staff reviews all written grant proposals. If the program meets the USG Foundation overall objectives, the proposal will then be presented to the USG Foundation board of directors for further review. Personal interviews with representatives of grant-requesting organizations are normally not required and, in any case would not take place until after the written proposal has been reviewed. All grant proposals should be directed to:

USG Foundation, Inc.
550 West Adams Street
Chicago, IL 60661-3676
Phone: 312 436-4021

STATEMENT 9
(2/2)